

BY-LAWS of MARTINEZ ARTS ASSOCIATION

ARTICLE I—Membership

SECTION 1. Membership in the Association shall be open to residents of the Martinez area who are interested in the practice of any of the arts or are interested in developing personal appreciation of the arts or are interested in promoting cultural development of the community.

SECTION 2. There shall be the following types of members:

- (a) Active members who shall participate in active programs of the Association.
- (b) Associate members who shall be interested in the basic purposes of the Association but need not necessarily participate actively.
- (c) Patron members who have made a contribution of \$250.00 or more to the Association and who are selected for patron membership by the Board of Directors and confirmed by vote of the Active Membership. Patron membership is open to individuals, organizations, businesses and professions professing an interest in the aims and purposes of the Martinez Arts Association.
- (d) Student members who are enrolled in an educational program and under 25 years of age.

SECTION 3. Any active member in good standing shall have the right to vote at the annual meeting for election of the Board of Directors and such other meetings as require a vote of the general active membership.

SECTION 4. All memberships except Patron Memberships shall be for a term of one year and may be renewed at the end of each year by action of the Board of Directors. The Board of Directors may, for just cause, refuse a membership.

SECTION 5. Resignations of any board or committee member shall be in writing and shall become effective upon acceptance by the Board of Directors.

ARTICLE II—Dues and Contributions

SECTION 1. Annual dues shall be determined by the Board of Directors and unless changed by amendment to the By-Laws, the annual dues of Active Members and Associate Members shall be the sum of \$25.00, Student dues shall be \$10.00, and Patron Dues shall be \$250 or more. All dues shall be payable on the first day of January each year and shall be delinquent on the first day of February that same year.

SECTION 2. Reinstatement. Any person whose membership has been terminated for non-payment of dues may reapply by completing a new membership application and submitting dues for the current year.

SECTION 3. All dues or contributions paid to or made to the association become the property of the Association, and the members or contributors shall have no further claim or rights thereto.

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ARTICLE III–Board of Directors

SECTION 1. Number and election. The authorized number of directors of the Association shall be eleven elected directors. The number of directors may be changed by amendment to these by-laws duly adopted by members entitled to vote. Directors shall serve two-year terms. Vacancies on the Board of Directors may be filled by Directors for the unexpired term at any meeting. A Director serving an unexpired portion of a term may subsequently be elected for a full two-year term.

SECTION 2. Ex-Officio Members. In addition to the elected directors there may be such ex-officio, non-voting directors as the Board of Directors may select from time to time. A representative of a Civic Arts Commission may be an ex-officio member.

SECTION 3. Powers. Subject to the limitation of the Articles of Incorporation (Appendix A), of the By-Laws, and of the general non-profit corporation laws as to actions to be authorized or approved by the members and subject to the duties of directors as prescribed by the By-laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors.

SECTION 4. Place of meetings. Regular meetings of the Board of Directors shall be held any place where the board shall, from time to time, designate.

SECTION 5. Annual Meeting. The Annual Meeting of the members will be held during the month of December, to elect the Directors of the Board who shall serve two-year terms. Immediately following the annual meeting, the new Board of Directors shall hold a Board Meeting for the purpose of election of officers, organization and transaction of other business.

SECTION 6. Other regular meetings. Other regular meetings of the Board of Directors shall be held the first Monday of the month at the discretion of the Board providing there not be less than eight regular meetings each year. Notice of the time and place of such regular meetings shall be given personally to the directors or sent to each director by email or other form of written communication seven days prior to the meeting.

SECTION 7. Special Meetings. Special meetings may be called at any time by the President or, if they are absent or unable or refuses to act, by any five directors. Notice of time and place of such special meeting shall be given to all board members as for regular meetings.

SECTION 8. Attendance. If a director shall fail to attend three consecutive meetings of the Board of Directors without leave of absence, their office as a director may be declared vacant by a vote of the majority of all the remaining directors.

SECTION 9. Quorum. Six directors shall constitute a quorum for the transaction of business.

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ARTICLE IV—Officers

SECTION 1. Officers must be elected from the Directors of the corporation and shall consist of the president, vice-president, recording secretary, correspondence secretary and treasurer. They shall be elected by the Directors at the organization meeting in December immediately following the annual meeting of the Board of Directors. Vacancies occurring among the officers may be filled by the directors for the unexpired term at any meeting of the Board of Directors.

SECTION 2. The President shall be the principal officer of the Corporation. They shall preside at all meetings of the Board of Directors and shall appoint all committee chairmen whose appointments are not otherwise described, subject to the approval of the Board. The President shall be ex-officio a member of all committees except the Nominating Committee. They shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. They may appoint special committees from time to time.

SECTION 3. The Vice-President shall assume the duties of the President in his absence or inability to act and shall perform such other duties as may be delegated to him/her by the Board.

SECTION 4. The Recording Secretary shall be responsible for taking the minutes, and sending a copy to each member of the Board of Directors, at least one week prior to the up-coming meeting. This mailing could be either US Mail or e-mail. This secretary, in conjunction with the President shall prepare the Agenda for the upcoming meeting, and send a copy to all Directors, or make copies to hand out at the meeting. This Secretary will file and maintain all Minutes and other important documents of the Organization.

The Corresponding Secretary shall keep and maintain a Data Base List of the entire membership. This secretary shall also maintain an e-mail Address List to facilitate sending announcements to the membership that have been approved by the President. The Corresponding Secretary shall also send other MAA correspondence as directed by the President, and/or the Board of Directors. This secretary will keep records of Membership dues paid and copies of MAA letters sent and received.

SECTION 5. The Treasurer shall have charge and be responsible for all assets of the Corporation. The treasurer and all other persons designated by the Board to handle assets may be bonded in such amounts as shall be fixed by the Board. The accounts of the Association shall be audited periodically by a qualified accountant.

All checks shall be drawn against funds of the corporation actually on deposit and shall be signed and countersigned by any two of the following as designated by the Board: President, Vice-President, Secretary, and/or Treasurer.

ARTICLE V—Committees

SECTION 1. The Standing Committees shall be as follows: Executive, Nominating, Membership, and Finance. The chairmen of these committees shall be selected from among the

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Directors. Standing Committees requiring funds to carry on their activities shall submit a Budget Request for the following fiscal year to the Finance Committee.

SECTION 2. The Executive Committee shall consist of the elected officers of the Association and two or more Directors appointed by the President. The Board of Directors may authorize the Executive Committee to act in its stead between meetings or during such periods of time as said Board shall determine in advance, provided its actions subsequently are presented to the Board for ratification.

SECTION 3. The Nominating Committee shall consist of a chairman appointed from the Board and two active members of the Association. The Committee should include one member from the committee of the preceding year.

The Nominating Committee shall submit a slate of candidates for vacancies to occur on the Board of Directors and shall propose a slate of Directors and officers at the November meeting of the Board and shall submit a final report to the Active Membership at the annual meeting in December.

The general active membership shall be emailed notice of pending nomination of Directors and Officers ten days prior to the November meeting.

Additional nominations for Directors may be submitted to the Nominating Committee not less than two days prior to the November meeting of the Directors provided the consent of the candidate has been obtained. Contested elections shall be by secret ballot. Should circumstances require, election of Officers may be by ballot emailed to the Directors immediately following the December Board meeting to be tallied within 48 hours.

SECTION 4. The Membership Committee shall consist of the Chairman and such other members as may seem advisable. It shall be the responsibility of this committee to recruit members and supervise special files of same. It shall review and make recommendations to the Board concerning classification and dues of membership.

SECTION 5. The Finance Committee shall consist of the Chairman, the Treasurer, and such other members as may be approved by the Board. It shall be the responsibility of this committee to recommend policy on financial affairs.

It shall receive the budget requests from the Standing Committees, prepare the annual budget and present it to the Board for consideration in January. It shall recommend to the Board the disposition of funds received by the Association through dues, gifts, or fund -raising activities of the Association or its Committees, or for use by the Association, when the distribution of these funds is not otherwise provided for in the By-Laws or by the donor or testator.

SECTION 6. The Public Relations Committee shall consist of the Chairman and such other members as are approved by the Board. It shall be the duty of this committee to develop a public relations program to create an image which properly interprets the objective of the Association to

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the community, and to advise on the nature, media and coordination of publicity for the Association.

SECTION 7. Special Committees including Public Relations, may be appointed and dissolved from time to time by the President with the approval of the Board. Chairmen of Committees need not be members of the Board.

ARTICLE VI—Funds

SECTION 1. Dues. Membership dues for the Association shall be set by the Board on recommendation of the Membership Committee and shall be limited to the amounts set forth in ARTICLE II of these By-Laws unless duly amended.

SECTION 2. Fund Raising. The Board of Directors may engage in fund-raising activities.

SECTION 3. Deposits and Disbursements. All funds received by the Association or any of its committees shall be deposited to the accounts of the Martinez Arts Association. The Board shall adopt an annual budget which shall include all grants to committees for Association-funded activities and also the complete budgets for any Association Committee which may have income separate from Association grants.

Disbursements from all funds shall be made by check signed by the authorized persons, according to approved budget allocations, or special vote of the Board of Directors.

SECTION 4. No Directors, Committee member nor employee shall have the power to incur indebtedness or liability against the Association without prior approval of the Board of Directors.

SECTION 5. Fiscal Year. The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE VII—Parliamentary Procedure

Standard parliamentary procedure by Roberts' Rules of Order (Appendix B) shall govern all matters not specified in these By-Laws.

ARTICLE VIII - Amendments

These By-Laws may be amended or repealed and new By-Laws be adopted at any meeting of the Board of Directors at which a quorum is present. Such amendment or repeal shall take effect only when approved by not less than two-thirds of the active members present, provided at least five day written notice of the meeting and the substance of any proposed amendment or change shall be given each active member.

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APPENDIX A

(Articles of Incorporation)

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APPENDIX B

(ROBERT'S RULES OF ORDER)

Parliamentary Procedure for Meetings

Here are the basic elements of *Robert's Rules*, used by most organizations:

1. **Motion:** To introduce a new piece of business or propose a decision or action, a motion must be made by a group member ("I move that.....") A second motion must then also be made (raise your hand and say, "I second it.") After limited discussion the group then votes on the motion. A majority vote is required for the motion to pass (or quorum as specified in your bylaws.)

2. **Postpone Indefinitely:** This tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ("I move to postpone indefinitely..."). A second is required. A majority vote is required to postpone the motion under consideration.

3. **Amend:** This is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as offered. Raise your hand and make the following motion: "I move to amend the motion on the floor." This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. Then a vote is taken on the amended motion. In some organizations, a "friendly amendment" is made. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.

4. **Commit:** This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.

5. **Question:** To end a debate immediately, the question is called (say "I call the question") and needs a second. A vote is held immediately (no further discussion is allowed). A two-thirds vote is required for passage. If it is passed, the motion on the floor is voted on immediately.

6. **Table:** To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ("I make a motion to table this discussion until the next meeting. In the meantime, we will get more information so we can better discuss the issue.") A second is needed and a majority vote required to table the item being discussed.

7. **Adjourn:** A motion is made to end the meeting. A second motion is required. A majority vote is then required for the meeting to be adjourned (ended).

Note: If more than one motion is proposed, the most recent takes precedence over the ones preceding it. For example if #6, a motion to table the discussion, is proposed, it must be voted on before #3, a motion to amend, can be decided.

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In a smaller meeting, like a committee or board meeting, often only four motions are used:

- To introduce (motion.)
- To change a motion (amend.)
- To adopt (accept a report without discussion.)
- To adjourn (end the meeting.)

Remember, these processes are designed to ensure that everyone has a chance to participate and to share ideas in an orderly manner. Parliamentary procedure should not be used to prevent discussion of important issues.

Tips in Parliamentary Procedure

The following summary will help you determine when to use the actions described in *Robert's Rules*.

- **A main motion must be moved, seconded, and stated by the chair before it can be discussed.**
- **If you want to move, second, or speak to a motion,** *stand and address the chair.*
- **If you approve the motion as is,** *vote for it.*
- **If you disapprove the motion,** *vote against it.*
- **If you approve the idea of the motion but want to change it,** *amend it or submit a substitute for it.*
- **If you want advice or information to help you make your decision,** *move to refer the motion to an appropriate quorum or committee with instructions to report back.*
- **If you feel they can handle it better than the assembly,** *move to refer the motion to a quorum or committee with power to act.*
- **If you feel that there the pending question(s) should be delayed so more urgent business can be considered,** *move to lay the motion on the table.*
- **If you want time to think the motion over,** *move that consideration be deferred to a certain time.*
- **If you think that further discussion is unnecessary,** *move the previous question.*
- **If you think that the assembly should give further consideration to a motion referred to a quorum or committee,** *move the motion be recalled.*
- **If you think that the assembly should give further consideration to a matter already voted upon,** *move that it be reconsidered.*
- **If you do not agree with a decision rendered by the chair,** *appeal the decision to the assembly.*
- **If you think that a matter introduced is not germane to the matter at hand,** *a point of order may be raised.*
- **If you think that too much time is being consumed by speakers,** *you can move a time limit on such speeches.*
- **If a motion has several parts, and you wish to vote differently on these parts,** *move to divide the motion.*

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IN THE MEETING

TO INTRODUCE A MOTION:

Stand when no one else has the floor.

Address the Chair by the proper title.

Wait until the chair recognizes you.

- Now that you have the floor and can proceed with your motion say "I move that...", state your motion clearly and sit down.
- Another member may second your motion. A second merely implies that the seconder agrees that the motion should come before the assembly and not that he/she is in favor of the motion.
- If there is no second, the Chair says, "The motion is not before you at this time." The motion is not lost, as there has been no vote taken.
- If there is a second, the Chair states the question by saying "It has been moved and seconded that ...(state the motion). . . , is there any discussion?"

DEBATE OR DISCUSSING THE MOTION:

- The member who made the motion is entitled to speak first.
- Every member has the right to speak in debate.
- The Chair should alternate between those "for" the motion and those "against" the motion.
- The discussion should be related to the pending motion.
- Avoid using a person's name in debate.
- All questions should be directed to the Chair.
- Unless there is a special rule providing otherwise, a member is limited to speak once to a motion.
- Asking a question or a brief suggestion is not counted in debate.
- A person may speak a second time in debate with the assembly's permission.

VOTING ON A MOTION:

- Before a vote is taken, the Chair puts the question by saying "Those in favor of the motion that ... (repeat the motion)... say "Aye." Those opposed say "No." Wait, then say "The motion is carried," or "The motion is lost."
- Some motions require a 2/3 vote. A 2/3 vote is obtained by standing
- If a member is in doubt about the vote, he may call out "division." A division is a demand for a standing vote.
- A majority vote is more than half of the votes cast by persons legally entitled to vote.
- A 2/3 vote means at least 2/3 of the votes cast by persons legally entitled to vote.
- A tie vote is a lost vote, since it is not a majority.