

**PUGET SOUND GROUP NORTHWEST ARTISTS  
(A Non-Profit Corporation of the State of Washington)**

**BYLAWS**

**Approved by the PSGNA General Membership  
On February 18, 2015**

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## **ARTICLE I: NAME**

The name of this corporation shall be: **PUGET SOUND GROUP NORTHWEST ARTISTS (a/k/a PSGNA), A Non-Profit Corporation of the State of Washington**

## **ARTICLE II: PURPOSES**

- A. The Primary Purpose of this Organization is to support the Mission of the organization as described in the Articles of Incorporation. If any Article, or part thereof, in these bylaws is shown to be in conflict with the stated Mission then the stated Mission takes precedence.
- B. Within this framework, the Secondary Purposes, or Visions, of the organization are:
  - a. To promote and encourage Education opportunities by encouraging and developing exchanges among members and the greater artist community and by developing and maintaining education opportunities for its members through mentoring, demos, programs, scholarships, and historical preservation
  - b. To promote and encourage Marketing Visibility for the corporation and its members by incorporating the newest methods for increasing the public's awareness of the corporation's purpose, existence, programs and community outreach
  - c. To promote and encourage a sense of Community by bringing together and supporting a healthy mix of professional artists that fosters and encourages exchanges of ideas amongst its members, patrons, educators, students and the Pacific Northwest art community.
  - d. To promote and encourage the Financial Well Being of the corporation by securing revenue sources from multiple funding sources, such as gallery shows, auctions, membership dues, grants, patron partnerships and bequests. And, to provide sound accounting management systems, audits, budget preparation, cash flow monitoring, financial assessments and fund management.
  - e. To promote and develop sound Governance practices by preparing short and long-term plans and, identifying, recruiting and training new leaders for serving as a Team Officer and/or a Board director.

## **ARTICLE III: NON-DISCRIMINATION**

- A. The corporation does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to recruiting new

members, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The corporation will be committed to providing an inclusive and welcoming environment for all members, its staff, patrons, volunteers, subcontractors, vendors, and clients.

- B.** The corporation is an equal opportunity employer. It will not discriminate and will take affirmative action measures to ensure against discrimination in membership and employment, recruitment, advertisements for membership and employment, compensation, termination, upgrading, promotions, and other conditions of membership and employment against any member or employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

#### **ARTICLE IV: MEMBERSHIP**

- A.** Classes of Members - Any artist professionally involved with the visual fine arts, such as drawing, painting sculpturing or other forms of fine art approved by the Board of Directors, is invited to apply for membership in the Puget Sound Group Northwest Artists in one of the following membership categories:
- a. **Student Membership:** A starting point for student artists who wish to be recognized and are currently receiving professional training from outside institutions and/or private professional art instructors. An art student must be 18 years old or older and must show proof that they are receiving instruction from an art institution or private art instructor. Student members would be eligible for Student Scholarships.
  - b. **Associate Membership:** A starting point for intermediate professional artists who want to improve their artistic skills and participate in corporation events, activities and mentorship programs.
  - c. **Signature Membership:** A professional artist producing quality fine art selected by the Membership Committee and approved by the Board of Directors.
  - d. **Master Membership:** The top tier of membership. Existing corporation members that currently retain the designation of “Life” and/or “Fellows” would automatically be designated as “Master Artist” members. After 2014, the “Life” and “Fellows” classification will be discontinued. Signature members that apply for “Master Artist” status will be reviewed and selected by the Board of Directors and a panel of “Master Artists” according to the exceptional merit of work and life time accomplishments in the field of art.
  - e. **Honorary Membership:** May or may not be a professional artist and has been conferred by the Board of Directors as an honorary membership for any person in recognition of service, financial or advisory, to the corporation or to the purposes for which corporation is dedicated.
  - f. **Patron Membership:** Membership for private and public patrons who wish to financially or professionally support the corporation, meet fellow art collectors and patrons and meet artists through participating in a variety of events and activities.

#### **B. Membership Dues, Entitlements and Duties**

- a. **Membership Dues:** the Board of Directors may establish annual membership dues as required to meet financial obligations of the budget. When the Board of Directors recommends a change in the Membership Dues, the Board will present the recommended change to the General Membership for discussion and approval as part of the corporation's budget presentation at the corporation's Annual Meeting.
  
- b. **Membership Entitlements and Duties**
  - i. **Student:** Can receive newsletters and art resources, attend corporation functions, attend mentor programs, provide volunteer work and can apply for scholarships. This membership class cannot vote on matters concerning the governing of the corporation.
  - ii. **Associate:** Can receive newsletters and art resources, attend corporation functions, attend mentor programs, provide volunteer work, serve on a committee, chair a committee, serve as a Board member and can apply for scholarships. This membership class can vote on matters concerning the governing of the corporation.
  - iii. **Signature:** Can receive newsletters and art resources, attend corporation functions, attend mentor programs, provide volunteer work, serve on a committee, chair a committee, serve as a Board member and can apply for scholarships. This membership class can vote on matters concerning the governing of the corporation.
  - iv. **Master:** Can receive newsletters and art resources, attend corporation functions, attend mentor programs, provide volunteer work, serve on a committee, chair a committee, serve as a Board member and can apply for scholarships. This membership class can vote on matters concerning the governing of the corporation.
  - v. **Honorary:** Can receive newsletters and art resources, attend corporation functions, attend mentor programs, provide volunteer work, serve on a committee, chair a committee and serve as a Board member. This membership class can vote on matters concerning the governing of the corporation.
  - vi. **Patron:** Can receive newsletters, art resources and attend corporation functions. This membership class cannot vote on matters concerning the governing of the corporation.

**C. Termination of Membership:**

- a. **Obligation Failure:** The membership of any member neglecting to pay his/her dues obligation after having been informed by mail of such obligation shall be terminated.
- b. **Other Termination:** The Board of Directors may terminate any member by a vote of 2/3 of the voting members of the Board.

- c. **Appeal:** A terminated member may appeal such termination to the Board of Directors within 20 calendar days after notification. The decision of the Board of Directors will be final.

**D. Voting Rights**

- a. Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.
- b. Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

**ARTICLE V: OFFICERS, BOARD OF DIRECTORS, EXECUTIVE DIRECTOR, ADVISORS AND TEAM MANAGERS**

A. **Board of Directors:** The Board of Directors shall consist of the corporation's elected officers: President, Vice President, Secretary and the Treasurer. Also sitting on the Board of Directors shall be the Executive Director and, when appropriate, his/her Team Managers: the Financial Manager, the Education Manager, the Marketing Manager, the Community Manager and the Governance Manager. The Board of Directors shall also include, when deemed appropriate, outside professional special advisors appointed by the President. The Board of Directors shall be the governing body of this corporation and shall keep the membership fully informed of its actions by reading or posting the actions and motions of the board meetings at the next general meeting, or in the next newsletter. The Board of Directors may adopt such Operating Procedures and Policies as may be necessary or desirable to conduct the affairs of the corporation. The Board of Directors shall bring business matters needing full membership participation or voting before the general membership for consideration. The Board of Directors shall review and approve financial statements and tax returns for completeness and accuracy.

**B. Corporation Officers, Executive Director, Team Managers and Special Advisors' Duties:**

- a. **The President:** The President shall be the Executive Officer of the corporation and shall, in general, supervise and conduct the activities and operations of the corporation. The President shall have general supervision of the affairs of the corporation and shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, in the name of the corporation all contracts and documents authorized either generally or specifically by the Board. The President shall sign off on all financial statements, including appropriate annual tax statements. The President shall set the agenda and preside at meetings of the Board of Directors. The President shall perform such other duties as shall, from time to time, be

- assigned by the Board of Directors and shall serve as an ex officio member of all teams/committees except the nominating governance team/committee.
- b. **The Vice President:** The Vice President shall conduct general meetings and board meetings, and assume other duties of the President in the President's absence. The Vice President shall assist the President in the affairs of the corporation as necessary.
  - c. **The Secretary:** The Secretary shall take minutes of all meetings, conduct the correspondence of the corporation, be custodian of the records of the corporation pertaining to this office, and be of such assistance to the President as requested. The Secretary shall additionally recognize personal accomplishments and bereavements of the members.
  - d. **The Treasurer:** The Treasurer shall hold the corporation funds in trust, maintain accurate and detailed records of all financial matters, and submit monthly reports to the Board of Directors. The Treasurer shall serve as a member, but not as the Financial Manager, of the Financial Team and assist in the preparation of the recommended annual operating budget to the Board of Directors. The Treasurer shall safeguard the seal of the corporation.
  - e. **Appointed Special Professional Advisors:** The Appointed Special Professional Advisors shall be outside professional leaders in their profession and community. These Board members will provide pro bono, volunteer services to the Board, helping the Board with review of proposed programs, planning decisions and policy directions.
  - f. **The Executive Director:** The Executive Director shall be appointed by the Board of Directors, is a paid staff position, reports directly to the Board and manages the implementation of Board adopted programs and directives. The Executive Director utilizes his/her Team Managers and their committees, staff, contractors and member volunteers to complete the work of the corporation. At each of the Board of Director's meetings, the Executive Director and his/her Team Managers reports to the Board, all progress being made on programs and directives of the Board. The Team Managers will be made up of key leaders from the corporation's members, volunteers, and professional staff and/or outside contractors.
  - g. **The Team Managers shall include the following managers and their committees/contractors/volunteers:**
    - i. **The Financial Manager**
      - 1. Financial monitoring and forecasts
      - 2. Annual budget preparations
      - 3. Financial systems for fund raising events
      - 4. Financial systems for gallery operations
      - 5. Friends/Patrons fund raising programs and systems
      - 6. Grant application preparations and monitoring
      - 7. Bequests program development and monitoring
      - 8. Assets management systems
    - ii. **The Education Manager:**
      - 1. Mentoring events and programs
      - 2. Member educational programs

3. General Membership meeting programs
  4. Annual Scholarship programs
  5. Historical preservation projects and programs
  6. Journalism projects and reporting
- iii. The Marketing Manager:
    1. Provide visibility through advertising and marketing programs
    2. Securing exhibition and program venues
    3. Providing digital software and database services
    4. Provide photography and digital systems to support program needs
  - iv. The Community Manager:
    1. Membership recruiting programs
    2. Providing member support programs
    3. Build relationships beyond PSGNA community
  - v. The Governance Manager:
    1. Prepare short and long term plans
    2. Securing nominees for Board of Directors and Team Managers
    3. Securing support staff
- C. **Ad Hoc Projects/Committees:** Ad Hoc Projects/Committees are special purpose projects/committees which shall be initiated or dissolved by the President from time-to-time with the approval of the Board of Directors.
- D. **Outgoing President:** The outgoing President shall be a non-voting advisory member of the Board of Directors for one year following his/her term of office.
- E. **Replacements:** In the event that a Board of Director's Officer, Board Member, Executive Director or Executive Management Team Officer shall become unable to fill his/her office, the President shall appoint a replacement for the duration of his/her term.

## ARTICLE VI: MEETINGS

### A. Annual Member Meeting

The annual meeting of the members shall be held on a date set by the Board of Directors in the month of December of each calendar year for the purposes of electing Officers, adopting a preliminary budget and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### B. Special Member Meetings

The President, the Board, or not less than a quorum of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

### C. Monthly General Members Meetings

A general membership meeting shall be held, at a minimum, six (6) times a year at the time and place designated by the Board of Directors. Meetings will be noted in



advance in the corporation newsletter. All General Membership meetings are open to all members who wish to attend.

**D. Board of Directors Meetings:** the Board of Directors will meet, at a minimum, nine (9) times per year at a time and place published previously in the Board's minutes. All Board of Directors meetings are open to all members who wish to attend.

**E. Special Corporation Officer's Meetings**

From time to time it may be necessary to convene a special meeting of the corporation Officers in order to resolve disciplinary issues, failures of performance by specific Team Managers, or by pressing issues that must be resolved before the next scheduled Board of Directors meeting. The Special corporation Officer meetings may be open or closed to the general membership as determined by a simple majority of the Officers involved. Special corporation Officer's meetings can be called by any plurality of the elected officers.

**F. Other Meetings**

Each Team Manager or Committee Chair may hold meetings as necessary to conduct the business of their office. Other general or specific meetings may be called by the President as he/she may determine useful for the conduct of corporation business.

**G. Place of Meetings**

All meetings of members and the Board shall be held at a place designated by the Board of Directors

**H. Manner of Acting**

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable State of Washington law, the Articles of Incorporation or these Bylaws.

**I. Procedures**

All meetings of the corporation shall be governed by Robert's Rules of Order-Current Revision unless superseded by these By-Laws. The Chair of any meeting shall vote only when necessary to break a tie vote. The President may invite or approve outside guest attendance to any Board of Directors meeting or to any General Membership meeting.

**J. Quorum**

- a. **General Membership Meetings:** The membership attending the General Membership Meetings or the Annual Business Meetings shall constitute a quorum.
- b. **Board of Directors Meetings:** Five (5) board members, other than advisors, shall constitute a quorum for Board of Directors meetings and must be present to vote on business.

## ARTICLE VII: BALLOTS

**A. Nominations:**

- a. **Governance Team/Committee:** The Governance Team/Committee shall select at least one (1) nominee for each Board of Director Officers and Executive Team Managers and submit its report at the Board of Directors at a meeting one month prior to the Annual Business meeting. The approval of the person being nominated must be obtained.
- b. **Floor Nominations:** Any regular member may submit additional nominations from the floor, provided however, that consent of the nominee be first obtained.
- c. **Voting:** When there is more than one nominee for an office, voting shall be by written ballot. A majority of votes cast is necessary for election. In case no one person receives a majority, then those two who received the highest number of votes shall be re-run for a final vote.

**B. Term**

The term of office for any elected Officer, Team Manager or Committee Chairman shall be for one (1) year beginning on the first month of the calendar year.

**C. Budget**

The Finance Team Manager will prepare a preliminary annual budget and submit it to the Board of Directors at least one month prior to the Annual Business Meeting. If approved by the Board of Directors it will be submitted to the General Membership at the Annual Business Meeting for review and discussion by the membership in attendance.

**D. Advanced Notice**

Both the proposed slate of officials and the proposed budget will be presented to the general membership at least (2) two weeks before the annual meeting either by mail, email and corporation's website or by inclusion in the corporation newsletter.

**ARTICLE VIII: FINANCIAL AUTHORITY**

**A. Contracts**

The Board of Directors may authorize any corporation officer or officers, agent or agents, team manager or managers of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**B. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such corporation officer or officers, or agents of the corporation, and in such a manner as shall from time to time be determined by resolution of the Board of Directors. Such instruments shall be signed by the Treasurer or other designated corporate Officer. Checks larger than \$500 must be countersigned by another corporate Officer.

**C. Deposits**

All funds of the corporation shall be deposited, by the Treasurer or other designated Officers, from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**D. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

**E. Budget Conformance**

Any anticipated expenditures likely to be substantially in excess of the approved annual budget shall be referred to the Finance Manager and Board of Directors for disposition in advance of payment.

**F. Reports**

The Treasurer shall provide monthly accounting reports to the Board of Directors or to the General Membership as designated by the Board of Directors. The Treasurer and the Financial Manager will prepare and Annual Financial Report which will be submitted to the membership at the Annual Business Meeting.

**G. Audit**

The records of the Treasurer may be reviewed each year, as directed by the Board of Directors, by a licensed independent Certified Public Accountant or by a committee of three (3) non-Board of Directors members appointed for this purpose by the Board of Directors.

## **ARTICLE IX: AWARDS, SCHOLARSHIPS AND MEMORIAL FUNDS**

One of the Corporations' principal purposes is to receive, administer and distribute private donations, bequests, grants and charitable funds for the purposes of providing scholarships for art education purposes, to provide long term sustaining staff support funding, to provide funding for heritage preservation projects and to provide special community art event financing.

- A. Alternate Funding Sources:** The Board of Directors will establish a variety of funding sources: Grants, donor contributions, endowments and planned giving funds, bequests.
- B. Designation of Purposes.** These funds will be used for the purposes of financing: student art education scholarships, corporation support staff, heritage preservation projects, special community art events and art education programs.
- C. Long-term investment and management strategies.** The Board of Directors will create and manage long term investment strategies that preserve these funds so that they can be used to benefit current and future earmarked programs, and specific staffing needs.

- D. Property.** The donations shall also include the property received, such as artworks, historical records, books and other tangible, physical items.
- E. Alternate investments and property received.** The donated investments, funds and property, when transferred to the corporation, shall be deemed as owned by the corporation. Board of Directors, in consultation with donor's wishes, shall have the ultimate authority and control over all property in and the income derived there from, in accordance with the Articles of Incorporation and Bylaws of Corporation.

## **ARTICLE X: AMENDMENTS**

Any of these bylaws may be amended at any General Meeting by a 2/3 vote of the members present, provided that notice of the proposed amendment has been read at two previous General Meetings, and been made known to all members insofar as is possible by mail, email, website and/or newsletter notice. Any article of the Articles of Incorporation may be amended in the same manner and with a further provision that such amendment must comply with the laws of the State of Washington respecting amendments.

## **ARTICLE XI: OFFICE AND BOOKS**

### **A. Office**

There is no official office of the corporation. However, a postal address and email address shall be listed in the newsletter and the website, for correspondence purposes.

### **B. Books**

The officers of the corporation shall keep correct books of account of the activities and transactions of the corporation, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws, and all minutes of the Board of Directors. Members maintaining official corporation documents shall surrender them upon the request of the Board of Directors. Documents from preceding years shall be stored in a central location.

## **ARTICLE XII: CORPORATE SEAL**

The corporate seal of this corporation shall be a circular seal with the name of the corporation around the border and the year of incorporation in the center.

## **ARTICLE XIII: INDEMNIFICATION**

A director is herein defined as any officer, team manager or member who serves as a voting member on the Board of Directors of the corporation. A director shall have no liability to the corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington

Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

#### **ARTICLE XIV: LIABILITY**

All exhibiting artists will agree to hold the Puget Sound Group Northwest Artists Corporation or its designated representative harmless for the loss of, the damage to, or misplacement of any of their art work submitted for any event or showing. All artists will be responsible for their own insurance protection of their art work. Every prospectus and/or call for artists for an authorized exhibit must contain the above statement of liability.

#### **ARTICLE XV: ADDITIONAL AUTHORITY**

The Board of Directors shall be empowered to make decisions and take action on any questions or issues that arise which are not covered by these bylaws.

#### **ARTICLE XVI: VOLUNTARY DISSOLUTION, TERMINATION**

On termination of the corporation, the net assets of the corporation will be distributed to like charitable art association, art educational institutions and/or to art schools operated by state or local governments, as selected by the corporation's Board of Directors, for the provision of scholarships to art students and related educational and charitable pursuits within the meaning of section 501(c)(3) of the Internal Revenue Code.