

## BY-LAWS

### THREE RIVERS ARTIST GUILD

**Article I – NAME:** The name of this non-profit corporation shall be the Three Rivers Artist Guild, Inc. (TRAG), and shall hereinafter within these By-Laws be referenced as TRAG.

**Article II - TYPE OF CORPORATION:** TRAG shall be a corporation and shall not be for profit and no part of its assets shall ever inure to the benefit of any one, or more, of its members. This corporation is organized exclusively for educational purposes within the meaning of section 501c(3) of the Internal Revenue Code.

**Article III - MISSION STATEMENT:** The mission of the TRAG, Inc. is to primarily promote an exchange of knowledge and information about all types of art and to provide mutual support, encouragement, and education for all its members. TRAG's educational emphasis is to serve as a Professional liaison to the public, galleries, businesses, publications, and art agencies. This mission will be accomplished by encouraging and facilitating the establishment of training programs, disseminating information about sources of material and equipment, exposing member's art to the public, publishing a monthly newsletter, and by serving as a center of information about members, galleries, interior designers, other interested groups and the general public.

**Article IV - ORGANIZER, AREA SERVED AND FISCAL YEAR:**

1. Organizer: The TRAG organizer was Lynda Orzen whose address was 14943 Quinalt Court, Oregon City, OR 97045. Ms. Orzen's telephone number was (503) 518-3073
2. Area Served: TRAG is to primarily serve the mutual needs of artists that reside within, or adjacent to, the cities of Oregon City, Gladstone and West Linn.
3. Fiscal Year: TRAG's fiscal year shall be from January 1, through December 31 of any year, but may be changed by action of the Board of Directors if it is determined the change will benefit the TRAG.

**Article V - REGISTERED AGENT:** The current registered agent for TRAG is Carol Wagner, Treasurer, whose address is 621 North Douglas Lane, Canby, OR 97013. Her telephone number is (503) 407-6726.

**Article VI - PURPOSES AND LIMITATIONS:**

1. Programs:

As stated within Article II, TRAG's purpose is exclusively for educational purposes and its mission is as stated within Article III and is further described within this Article. A non-exclusive listing of TRAG's purposes and programs are:

- A. provide a meeting place for members;
- B. share artistic ideas and techniques;
- C. trade materials and other educational items of interest;
- D. exchange ideas and information about tools and equipment;
- E. have periodic educational seminars featuring well known artists or others skilled in the use of artistic materials and equipment;
- F. may have an informational web site;
- G. have constructive critique of member's work product;
- H. publish a monthly newsletter for all members;
- I. provide support to TRAG Art Gallery(s), art shows and other similar activities.

2. Limitations: No part of the net earnings of TRAG shall inure to the benefit of, or be distributed to, its Members, Directors, or any other private persons, except that TRAG shall be authorized and empowered to pay reasonable compensation for services rendered.

**Article VII - CLASS OF MEMBERSHIPS, FEES, AND DISSOLUTION:** Membership in TRAG shall be of two classes. The different classes are:

1. Membership Classes:

A. **Active Members:** Active Members are artists that attend regularly scheduled monthly meetings and other events as possible and receive the monthly newsletter and membership roster.

B. **Business Members / Honorary Members:** Business and Honorary Members are members of the business community that serve the needs of artists by sale of goods and services. Business and Honorary Members are non-voting members. These members shall receive monthly newsletter.

3. Fees: The annual membership fee shall be an amount determined by the officers needed to sustain the operations of TRAG. The fees may be altered by a majority vote of the Active Members that are in attendance at any regularly scheduled meeting where such is noticed to be discussed.

4. Distribution of Monies Upon Dissolution: At such time as TRAG terminates its activities and ceases to exist, all monies in the treasury at that time shall be given to a local school for the purpose of supporting an art program within the school. If no local school offers an art program at the time of dissolution, all monies shall be distributed to Clackamas Community College to the scholarship and prize programs, if Clackamas Community College is exempt under section 501(3)(3) at the time of our dissolution.

**Article VIII - ACTIVE MEMBERSHIP - VOTING RIGHTS:** Only Active Members shall have voting rights and each such member shall have equal voting rights on all matters coming before the membership at a regularly scheduled meeting. To be an active member the annual dues must be fully paid. Any Active Member shall have one vote on any issue and must be in attendance at the meeting in which the vote is to be taken to exercise the vote.

**Article IX – MEETINGS:** TRAG will meet the second Monday of every month. This meeting day and time may be changed by a majority vote of the Board Members. A notice of each meeting will be sent to each member via the newsletter prior to the scheduled meeting. The meeting place or meeting date for TRAG may be changed from time to time upon a vote at a regularly scheduled meeting where such is an agenda item and the new meeting place is voted upon by the active members in attendance at the meeting. Notwithstanding the previous, any single meeting place or date may be altered upon concurrence of a majority of the Board of Directors to meet an unanticipated need.

**Article X – OFFICERS/BOARD OF DIRECTORS:** There shall be Elected and Non-Elected officers for TRAG. Each is discussed below with their duties and responsibilities.

**1. Elected Officers:** The elected Officers of TRAG shall be a President, a Vice President, a Secretary, and a Treasurer. These four Officers shall be elected annually by a majority vote of Active members that are in attendance at the November meeting of TRAG. In addition to the elected officers, there shall be several appointed positions which shall be members of the Board of Directors. Such other positions within TRAG as may be deemed necessary may be appointed by a majority of the officers but they shall not be members of the Board of Directors.

.A. President: The President shall be the principal executive officer of TRAG. The President’s duties include:

- (1). Supervise and control all of the business and affairs of TRAG;
- (2). Conduct TRAG meetings;
- (3). Conduct Board meetings, when called; and said meetings can only be called by the President, or the President’s designee if the President is unavailable, for any reason as determined by either the President or a majority of the Board.
- (4). Work with the various sub-committees of TRAG when said committees are established.

B. Vice President: The Vice President is the President elect for the next Presidential term. The Vice President shall act in the absence of the President and shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions placed upon the President. The Vice President shall be responsible for programs that are to be presented to the members at general meetings and such other duties as may from time to time be assigned by the President.

C. Secretary: The Secretary shall take and keep in proper order the minutes of TRAG’s meetings, see that all notices are duly given in accordance with the provisions of these By-Laws. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

D. Treasurer: In general, the Treasurer shall perform all of the duties incident to the office of Treasurer including preparing the annual budget and such other duties as from time to time may be assigned by the President. The Treasurer shall have the following duties:

- (1). collect all membership fees and all other monies belonging to TRAG;
- (2). be responsible for keeping current and accurate records of all monies that flow through TRAG;
- (3). Preparation and filing of required reports, which shall include a monthly statement of the Guild’s fiscal status.

E. Immediate Past President: Even though the Immediate Past President will not be an elected position for any specific term, the Immediate Past President shall be a member of the Board of Directors.

**2. Non-Elected Officers:** The following positions will have the noted duties and responsibilities and shall be appointed by a majority of the Elected Officers and shall also serve on TRAG's Board of Directors:

A. Newsletter Publisher:

- (1) Publish a monthly newsletter via e-mail for the members of TRAG;
- (2) Announce deadlines for submission to the newsletter;
- (3) Receive and prepare submissions for the newsletter including advertising.

B. Membership Coordinator:

- (1) Make applications for membership available;
- (2) Collect and submit membership dues to the Treasurer;
- (3) Maintain current membership records/roster ensuring that all Active TRAG members are current, paid-up;
- (4) Provide new members with information packets to include several past newsletters, By-Laws, current roster and membership card.

C. Volunteer Coordinator:

- (1) Recruit and coordinate volunteers for TRAG events;
- (2) Acknowledge volunteer service;
- (3) Keep a current list of active volunteers and qualifications.

D. Public Relations Coordinator:

- (1) Create advertisements for the newsletter and website and submit such to the Newsletter Publisher and Website Coordinator;
- (2) Submit TRAG advertising to local, regional, and national publications;
- (3) All advertisements for TRAG shall be coordinated through the Public Relations Coordinator;
- (4) Create advertising for print media, posters, and postcards for TRAG events.

E. Website Coordinator:

- (1) Develop, maintain, improve, and update the TRAG website;
- (2) Receive and place advertising, current newsletter and links onto the web site with the assistance of the Public Relations Coordinator;
- (3) Manage the domain name and renewal of subscriptions.

F. Art Gallery Coordinator(s):

- (1) Assume leadership of the gallery(s) and appoint member(s) to jury new artists and install shows;
- (2) Coordinate with the gallery(s) for artist updates and other gallery business;
- (3) Provide information to Public Relations coordinator for ongoing advertising in the news media
- (4) Provide updates for the TRAG newsletter, for gallery changes, and "Call to Artists";
- (5) Prepare and submit timely reports to the Board of Directors and Members.

G. Marketing:

- (1) Promote to the general public via media TRAG events, artist of the month, artist's receptions.
- (2) Facilitate a TRAG booth at art events to promote the Guild.
- (3) Attend community events as a TRAG representative to promote the Guild.

H. Oregon City Festival of the Arts Chair:

- (1) Act as the show committee chair and assume leadership of the OCFOTA committee;
- (2) Coordinate with the artists, volunteers and local authorities to conduct the OCFOTA show;
- (3) Provide information to Public Relations coordinator for ongoing announcements in the news media;
- (4) Provide information to the Marketing coordinator for inclusion in advertising and other marketing efforts being conducted;
- (5) Provide updates for the TRAG newsletter to the Newsletter editor;
- (6) Attend board meetings and keep the Board of Directors informed of OCFOTA matters;
- (7) Prepare and submit timely reports to the Board of Directors and Members.

I. Holiday Show Chair:

- (1) Act as the show committee chair and assume leadership of the Holiday Show committee;

- (2) Coordinate with the artists, volunteers and local authorities to conduct the Holiday show;
- (3) Provide information to Public Relations coordinator for ongoing announcements in the news media;
- (4) Provide information to the Marketing coordinator for inclusion in advertising and other marketing efforts being conducted;
- (5) Provide updates for the TRAG newsletter to the Newsletter editor;
- (6) Attend board meetings and keep the Board of Directors informed of Holiday Show matters;
- (7) Prepare and submit timely reports to the Board of Directors and Members.

**3. Additional Responsibilities:** The following described duties and responsibilities shall inure to all TRAG Officers:

- A. Expenditure of Funds: All expenditures on TRAG's behalf shall be done via check and all checks shall be signed by two of the five following TRAG officers: President, Vice President, Secretary, Treasurer, or Immediate Past President. If the Immediate Past President officer position is filled by an At-Large member instead of the Past President, the At-Large member shall not be allowed to sign checks.
  - (1) All expenses have to be reasonable and strictly for the benefit of TRAG.
  - (2) All such expenses must be presented to the TRAG Board at the next board meeting after the financial commitment occurred.
  - (3) Any expenditure greater than \$100.00 needs to get the majority of the Board's approval prior to commitment.
  - (4) The Board's approval can be at a meeting or via email or telephone if time is of the essence.
  - (5) Once the funds have been expended, and if paid by the Board member, a receipt must be presented for reimbursement.
  - (6) A violation of any of the above may be cause for immediate removal by the other members of the Board and the officer removed shall have no further authority to do anything in the name of TRAG.
- B. Contract for Services: No member of TRAG shall make any commitment of any nature with any person, firm, or corporation without a simple affirmative majority vote of the Board of Directors.
- C. Annual Audit: There shall be an annual audit of TRAG's finances and such audit shall not be conducted by any member of the Board, but may be performed by an Active Member of TRAG.
- D. Term of Office: Each officer shall hold office for one year from January to January and may be re-elected, but no person shall hold the same elective position for more than two consecutive years, unless no candidate runs for that position, in which case the incumbent may be re-elected with a 2/3 majority vote of the members present. The initial slate of Officer's Terms of Office shall be from the time of election through that calendar year as well as the next calendar year.
- E. Removal: Any Officer elected or appointed may be removed when it is deemed that the best interests of TRAG would be served by such removal. This will be accomplished by a majority vote of TRAG's

members who are present at the time of the vote, providing that at least Thirty Percent (30%) of Active Members are present.

- F. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the Active members present at the meeting following the announcement in the monthly newsletter. The appointment shall be for the unexpired portion of the term which shall not extend beyond December 31 of any year.

#### **Article XI - BOARD OF DIRECTORS:**

1. Purpose: The property, affairs, activities and concerns of TRAG shall be vested in a Board of Directors (Board). This Board shall be charged with the responsibility of the day to day operation of TRAG and the prudent conduct of its business. All Board meeting are open to all Active Members of TRAG who wish to attend, but they will not have a vote at the meeting.
2. Members: The Board shall consist of up to thirteen (13) persons. The Board members shall be those holding the Elected and Non-Elected Officer positions within TRAG as enumerated with Article X. Should the Immediate Past President not continue with TRAG when they attain the position of Immediate Past President, one-at-large Active Member shall be elected to fulfill this position.
3. Quorum: A simple majority of the filled TRAG Board positions shall constitute a quorum for the transaction of business. In the absence of the President and Vice-President, the quorum present may choose a chairman for that meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date as agreed upon at the meeting wherein discussed.
4. Duties and Responsibilities of the Board: To insure that TRAG is proactive and meeting the needs of the membership the Board shall take an active part in the over-all operation and activities of TRAG. As a result the following items shall be the duty and responsibility of the Board to carry-out and oversee:
  - A. Establish the agendas for each monthly meeting. The agendas shall be pursuant to the following:
    - (1) Insure that all meetings adhere, whenever possible, to the agenda.
    - (2) Insure that all meetings be conducted pursuant to "Roberts Rules of Order".
    - (3) The typical agenda format shall be as noted below:
      - \* Open the meeting on time
      - \* Welcome members and other attendees
      - \* Ask for visitors or new members and have them introduce themselves and their art medium and sign a guest list with appropriate information about themselves
      - \* Ask for reports from Treasurer and other standing committees

- \* Presentation of current topics of interest to the TRAG membership - this can be one or more as approved by the Board
  - \* Presentation by the Speaker/Demonstrator
  - \* Adjournment
- B. Oversee all budget expenditures. If a request for payment is made for an expenditure, irrespective of the amount, and payment for the request is not within the budget, the Board shall review to see if expending the funds are in the interest of TRAG. If they are not, the request for payment must be denied.
  - C. Review of all committees and their programs and progress on the programs for presentation to the membership at a monthly meeting.
  - D. TRAG shall not be involved in any art show at any time that the Board has not approved and over which TRAG does not have operational control.
  - E. The Board may establish a gratuity to any invited demonstrator. The amount paid shall be established at the time of the invitation to the demonstrator.

**Article XII – COMMITTEES:**

1. Nominating Committee: The president shall appoint in September of each year, a nominating committee consisting of members in good standing. The nominating committee will offer its nominations for officers and directors at the November meeting of TRAG for their vote. Additional nominations of members who have agreed to serve, if elected, may be made from the floor.
2. Other Committees: The president may, at any time, appoint other committees on any subject for which there is no other committee
3. Committee Quorum: The majority of any committee shall constitute a quorum for the transaction of business.
4. Vacancies: The committee members of any committee shall by majority vote have the power to fill vacancies in the Committee.

**Article XIII – Insurance:** TRAG shall carry an insurance policy with a local insurance broker that shall provide the following minimum coverage cover limits: Commercial General Liability with a General Aggregate Limit of \$1,000,000; Products-Completed Operations Aggregate Limit of \$1,000,000; Personal and Advertising Injury Limit of \$1,000,000; Each occurrence Limit of \$1,000,000; Damage to Premises Rented to TRAG, Inc. with a limit of \$200,000; and Medical Expense Limit of \$10,000.

**Article XIV – INDEMNIFICATION:**



Every Board Member, Officer, or Committee of TRAG shall be indemnified by TRAG against all expenses and liabilities including settlement and counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a part or in which they may become involved, by reason of being or having been a Board Member, Officer, or Committee member of TRAG. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

**Article XV – AMENDMENTS:**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a vote of a simple majority of TRAG’s Active Members that are present at the time of the vote on the issue. Prior to accepting for inclusion within these by-laws, the proposed amendments shall be on the agenda of two successive meetings of TRAG and such shall be noted within the appropriate newsletter and/or e-mail.

**Article XVI - INTENT TO ORGANIZE BODY AND ADOPTION OF BY-LAWS:**

1. Initial Organization: The initial By-Laws were developed by and are a reflection of the wishes and desires of a majority of persons that have formed a group desirous of forming an artist’s guild for artist that live within the described area. It is fully recognized and desired that the initial organizing group would expand in number, but to get the group started in the correct path; these By-Laws were developed and adopted by that organized group. It is also recognized and desired that TRAG keep these By-Laws up-to-date by occasional review and possible amendment.
2. Adoption: The initial By-Laws were on an agenda for two successive months and voted on and adopted by a majority vote of the then membership in attendance at a noticed regular meeting on the 9<sup>th</sup> day of April, 2007.
3. Amendment: Revised By-Laws were adopted by the members off TRAG on July 14, 2008 at a regularly scheduled and advertised meeting of TRAG where it was the second reading of the proposed Revised By-Law amendments.
4. Amendment: These By-Laws were again revised by Active members of TRAG on May 10, 2010 at a regularly scheduled meeting advertised for two previous months.
5. Amendment: These By-Laws were again revised by Active members of TRAG on September 10, 2012 at a regularly scheduled meeting advertised for two previous months.
6. Amendment: These By-Laws were again revised by Active members of TRAG on June 8, 2015 at a regularly scheduled meeting advertised for two previous months.
7. Amendment: These By-Laws were again revised by active members of TRAG on November, 2016 at a regularly scheduled meeting of TRAG where it was the second reading of the proposed changes.
8. Amendment: These By-Laws were again revised by active members of TRAG on April 10<sup>th</sup>, 2017 at a regularly scheduled meeting of TRAG where the amendment had been published in the previous two month’s newsletter.


9. Amendment: These By-Laws were again revised by active members of TRAG on March 12<sup>th</sup>, 2018 at a regularly scheduled meeting of TRAG where the amendment had been published in the previous two month's newsletter.

**Attested:**

I hereby certify that the above and foregoing Bylaws and amendments were adopted as the Bylaws of Three Rivers Artist Guild as of March 12th, 2018.

  
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President

4/8/17

  
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Secretary