

BYLAWS OF CITY LIGHTS ARTISTS' CO-OP

Adopted September 27, 2003

ARTICLE I

Name

The name of this organization shall be City Lights Artists' Co-op, hereafter referred to as the "Co-op"

ARTICLE II

Purpose

This corporation is organized exclusively for charitable purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, more specifically:

1. To financially assist art education for children and seniors at community centers.
2. To produce art shows during the year to generate funding for art related public charity projects.
3. To maintain an art gallery for members to show and sell their art work and for students to learn how to professionally present their work.
4. To provide art classes for students of all levels of experience.
5. To provide scholarships to qualified graduating high school students needing financial assistance toward a higher education in a four-year or a two-year college.

ARTICLE III

Board of Directors and Officers

Management The Co-op shall be managed by an eleven-member Board of Directors, which shall be comprised of elected officers of the Co-op and appointed at-large members (the "Board"). The Co-op shall have the following elected officers: President, Vice-President, Secretary, Treasurer and Gallery Director and six (6) appointed members-at-large with duties as designated by the Board.

Duties of Officers

President – The President of the Board. The President shall represent the Co-op with other organizations and public meetings; inform the members of dates and agendas of meetings, and dates of upcoming events.

Vice-President – The Vice-President shall serve as presiding officer in the absence of the President; shall succeed the President in the event of his/her resignation, recall or death, and shall serve until the next election; serve as Chair of the Program Committee; and perform any other duties as directed by the Board.

Secretary – The Secretary shall take minutes at each meeting of the Board and membership meetings, post a copy of said minutes and provide a copy to the President; conduct correspondence as directed by the President or Board; maintain all permanent records and files; and perform any other duties as directed by the Board.

Treasurer – The Treasurer shall be responsible for all funds of the Co-op. The Treasurer shall be responsible for maintaining all financial records, including the timely recording of all income and expenses, and for maintaining the Co-op bank accounts. The bank accounts will be maintained with offices in Henderson. Extraordinary expenditures greater than \$50.00 must be submitted to the Board for approval. The Treasurer shall post monthly financial reports in the office. The Treasurer shall be responsible for the timely payment of all fees and taxes, and shall be responsible for any communication with the related tax collecting agencies.

Gallery Director – The Gallery Director shall be responsible for the day-to-day operation of the gallery, which shall include scheduling of volunteer staff, scheduling of featured artists' exhibits, collection of gallery hanging fees, scheduling gallery changeovers, load-ins and take-downs, maintaining adequate office supplies for Co-op and gallery use, purchasing/maintaining art supplies for resale to member artists, seeing to proper maintenance of gallery and its grounds, scheduling of needed repairs upon approval of the Board, and maintaining and keeping current all records that pertain to the operation of the gallery.

Scholarship Program Director – The Scholarship Program Director shall be responsible for administering the Scholarship Program procedures as defined in the Scholarship Program notebook. The Scholarship distribution shall be accounted for in the City Lights Artists' Co-op accounting system and reported to the Board.

ARTICLE IV

Address/Location

The principal location of the Co-op is in Henderson, Nevada.

The Co-op shall maintain Post Office Box 91314, Henderson, Nevada 89009, or other post office as the Board shall determine, for purposes of receiving mail.

ARTICLE V

Membership

Eligibility for Membership. Membership shall be open to anyone who meets the qualifications described in the following categories:

1. **Active Membership.** An individual shall be considered an Active Member when the person:
 - Is 18 years of age or older;
 - Is actively engaged in the creation of art or the support of the Co-op;
 - Has applied in writing to be granted membership in the Co-op;
 - Has paid the registration fee and annual dues.

2. **Sponsoring Membership.** A sole proprietor, partnership or corporation that desires to foster fine arts may be proposed for membership by a current Active Member. The name of the proposed Sponsoring Member shall be presented to the general membership at the next membership meeting for consideration and approval. Approval shall be granted by majority vote and then upon receipt of registration fee and annual dues. Sponsoring Members are not entitled to vote.

3. **Honorary Membership.** An individual, business or corporation may be proposed for honorary membership by a current Active Member. The name of the proposed Honorary Member shall be presented to the active members at the next membership meeting for consideration and approval. Approval shall be granted with a two-thirds vote of present members. Honorary Members shall remain a member until death or dissolution, or until such time as his/her name is removed by a motion and approved by a two-thirds vote of the Active Members present at the meeting.

4. **Student Membership.** An individual shall be considered a Student Member when the person:
 - Has a current student card;
 - Is actively engaged in the creation of art or the support of the Co-op;
 - Has applied in writing to be granted student membership in the Co-op;
 - Has paid the annual dues of one-half (1/2) of the dues for active membership;
 - May participate in student shows and events at the gallery.

5. **Teacher Membership.** An individual shall be considered a Teacher Member when the person:
 - Is actively engaged in art instruction at any local public/private school or college/university;
 - Is actively engaged in the creation of art or in support of the Co-op;
 - Has applied in writing to be granted teacher membership in the Co-op;
 - Has paid the annual dues of one-half (1/2) of the dues for active membership;
 - May participate in quarterly gallery hanging with same commitment as the active membership.

Termination of Membership. A membership shall be terminated if dues are not paid on or before January 31 of the current year.

Revocation of Membership. Any member may question the validity of the membership of another member by writing to the Board. The Board shall consider the question at its next meeting, or at a Special Board Meeting. If the Board desires to pursue revocation, it must give the member the opportunity to answer questions in his/her defense, or give the member the option of resigning before revocation proceedings. Revocation proceedings shall take place at the next regular meeting of the Active Members after a thirty-day notification has been made to the individual. At such regular meeting,

discussion may include justification, pro and con, by any member, including the subject member. Revocation shall require approval of two-thirds of the Active Members in attendance. A member whose membership has been revoked shall be reimbursed for annual dues that have been paid, prorated at the end of the paid term, upon request of such former member.

Reinstated Membership. A former member, whose membership has been terminated by means other than revocation, may be reinstated by application, and payment of dues for the current year. Any application by a previously revoked member as described in the above paragraph, must be considered for approval and will require a two-thirds vote of the Board.

Description of Fine Art. Visual arts, as opposed to the performing and/or audio/visual arts, are acceptable. The Board will make the final determination.

ARTICLE VI

Meetings

Membership Meetings. The Co-op's membership meetings shall be held each month (September through June) as scheduled by the Co-op or the Board. Dates, times and place will be announced in the newsletter, by e-mail and by mail to members not having e-mail at least ten (10) days prior to the scheduled meeting date.

Special Membership Meetings. The President or Acting President, three (3) members of the Board or eight (8) members may call a special meeting. Written notice of all special meetings shall include the specific reason for the call and shall be e-mailed or mailed to those members who do not have e-mail, at least ten (10) days prior to the scheduled date.

Board Meetings. The Board shall meet monthly at the gallery or such place as it shall designate, at a designated time. All Board meetings shall be open to all members, and any member will be given an opportunity to speak on any subject matter being considered. Only Board members shall vote.

Special Board Meetings and/or Polls. The President or Acting President, or three (3) Board members may call a special meeting. Notification will be in person, by e-mail, or by telephone at least forty-eight (48) hours prior to the scheduled time. A poll of the Board may be made by the President or by the request of three (3) Board members to the President, for urgent matters. Polls by telephone, e-mail, facsimile, or in person must be recorded by the President, in writing and giving each Board member's name and his/her vote as received. All available Board members must be polled and the established quorum requirements contained in Article VI herein shall not be usurped. The question and the poll results shall become an integral part of the previous Board meeting minutes and included in the reading of the minutes for approval and verification of recorded votes.

Annual Meetings. The annual meeting of the Co-op will be held during the month of November of each year at a place and time as determined by the Board.

Voting. All voting shall be decided by the simple majority of members present, unless otherwise specified herein.

Quorum. A quorum at a regular or special meeting shall be ten (10) percent of the total Active Members enrolled. A quorum at meetings of the Board shall be five (5) Board members, regardless of any vacancies.

Order of Business. The Parliamentary Authority adopted in Article VII herein shall govern all meetings of the Co-op. The following order of business shall be adhered to: Roll Call (for quorum); Reading and Approval of previous meeting minutes; communications/correspondence, reports of Officers and Standing Committees; Reports of Special Committees; Unfinished Business; New Business; and Adjournment.

ARTICLE VII **Governing Body**

Day-to-Day Affairs. The Board shall develop and adopt fundamental policies to assure that the corporation shall achieve its objectives and purposes, as contained in the Co-op's Articles of Incorporation, and not in violation, of these Bylaws or any applicable laws. The Board shall have primary responsibility to provide funds to carry on the policies and purposes of the Co-op, be empowered to receive, purchase, lease, and sell property, real and personal, approve budgets, implement such other powers as may be conferred upon the Co-op by the laws of Nevada. The Board shall assume the day-to-day affairs of the Co-op by the laws of Nevada. The Board shall assume the day-to-day affairs of the Co-op, including all income and expenditures on a daily basis, and shall report at monthly Board meetings and general membership meetings.

Nominations. At the September Membership Meeting, a Nominating Committee of three (3) members shall be appointed by the President. It shall be the duty of this committee to nominate candidates for the offices to be filled at the next annual meeting. The Nominating Committee shall report at the October Membership Meeting. Nominees shall be announced by e-mail and mail only to those members who don't have e-mail, at least ten (10) days before the annual meeting.

Election. The officers shall be elected by ballot and appointed members-at-large shall serve for one year or until their successors are elected or appointed. Elections shall take place at the annual meeting in November. Their term of office shall begin January 1.

Term Limits. No member shall hold more than one office at a time, and the office of President shall be limited to not more than two (2) consecutive terms.

Vacancies. In the event of a vacancy of any office, the vacated office shall be filled by recommendation of the President and the confirmation by a majority vote of the Board. In the event the vacancy is that of the President, the recommendation shall be made by the Vice-President.

Recall of Officers. Any officer may be recalled by petition signed by four (4) members of the Board or twenty-five (25) percent of the Active Members and approval of two-thirds of the Active Members present at the next regular or special meeting called for such purpose. The recall effort must be announced to the general membership, in writing, at least ten (10) days prior to any meeting for this purpose.

Parliamentary Authority. The latest edition of Roberts Rules of Order is adopted as the Co-op's Parliamentary Authority.

Accounting Method Used. Cash basis.

Fiscal Year. January 1 through December 31.

ARTICLE VIII

Amendments of Bylaws

These Bylaws may be amended by a ten (10) percent vote of Active Members. Dates of Amendments:

- These Bylaws were adopted by vote of the Membership on September 27, 2003.
- These Bylaws were amended by vote of the Membership on September 14, 2006.
- These Bylaws were amended by vote of the Membership on April 12, 2007.
- These Bylaws were amended by vote of the Membership on December 7, 2009.
- These Bylaws were amended by a vote of the Membership on June 12, 2012.
- These Bylaws were amended by a vote of the Membership on September 17, 2016.