

## **Bylaws of the Sonoma County Gallery Group**

### ARTICLE 1 - NAME, PURPOSE

Section 1: The name of the organization shall be the Sonoma County Gallery Group.

Section 2: The Sonoma County Gallery Group [SCGG] is an association of fine art and artisan galleries, art organizations, and art related businesses dedicated to exhibiting and promoting visual art in Sonoma County. The mission of the SCGG is to establish Sonoma County as "the" destination for art. This includes printing and distributing an annual Gallery Guide Map, maintaining a member website, member networking & sharing of resources, arts advocacy, and media promotion to generate increased public interest in, and economic support for, the visual arts galleries of Sonoma County.

### ARTICLE II - MEMBERSHIP

Section 1: Membership shall be open to all Sonoma County fine art and artisan galleries, art organizations, and art related businesses dedicated to exhibiting and promoting visual art in Sonoma County, and continuing membership is contingent upon being up-to-date on annual membership dues.

Section 2: Membership shall be granted upon a majority vote of the Board. The Board of Directors shall have the right to deny, or terminate, the membership.

Section 3: There shall be 2 categories of membership; General Gallery Members and Associate Members. General members have voting rights.

SCGG general membership is open to fine art galleries, museums, artisan handcraft galleries, and arts organizations exhibiting fine art and artisan (handmade) crafts in Sonoma County. General membership is also available to art related businesses including custom frame shops, interior design showrooms and select winery venues dedicating at least 50% of their public space to the exhibition of original fine art and artisan (handmade) crafts.

SCGG Associate Membership is open to community organizations sponsoring regular fine art exhibitions and related programs; art/craft festivals; art suppliers and art-related businesses.

### ARTICLE III - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Directors Meetings. The board of Directors will meet quarterly. Special meetings may be called by a simple majority of the Board of Directors.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, not less than ten days before the meeting.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the SCGG and delegates responsibility for day-to-day operations to the Executive Director and committees. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Board members shall be elected by the representatives of voting general members.

Section 4: Election Procedures. The Board shall be responsible for nominating member representatives. All general members will be eligible to vote for each class of board candidate. The election will be held by mail in accordance with the election procedures established by the Board of Directors. Each general member organization receive one vote, and shall have a number of votes equal to the number of openings to be filled on the Board. These votes may be cast cumulatively within a class, where there is more than one vacancy.

Section 5: Terms. All Board members shall serve three-year terms, but are eligible for re-election.

Section 6: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.

Section 9: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance.

Section 10: Officers and Duties. There shall be four officers of the Board consisting of a President, a Vice-President, Secretary, and Treasurer. The officers shall be elected by the Board. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall provide physical business address and contact phone for SCGG.

The Vice-President will assist President and chair committees on special subjects as designated by the board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 11: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and general member organizations by the Secretary two weeks in advance of a Board meeting.

Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. If a member organization notifies the Board that their representative who serves on the Board no longer represents the member organization, the person is no longer eligible to be one of Board members. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 13: The Board may set dues schedules for memberships.

#### ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as public relations, membership and fund raising, advertising, map distribution and other needs. Committees shall receive directives from, and report to the board

#### ARTICLE VI - DIRECTOR

Section 1: Executive Director. The Executive Director is hired by the Board. The Executive Director is responsible for including carrying out the Board's goals and Board policy. The Executive Director will attend all Board meetings; report on the progress of directives. The Board can designate other duties as necessary.

#### ARTICLE VII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.