

COLLAGE ARTISTS OF AMERICA

BYLAWS

Adopted Friday, January 23, 2015*

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ARTICLE I: NAME, STATUS, MISSION, PURPOSE, POWERS, AND FISCAL YEAR

Section 1. Name and Location

- 1.1 The organization shall be called Collage Artists of America and also may be known by its abbreviation “CAA.” In this document, it may also be known as “the organization.”
- 1.2 The name, graphic elements, logo, logotype, trade dress, and other identifying marks and elements of CAA are the sole property of CAA and may not be used without the permission of the Board of Directors.
- 1.3 The principal office of the organization for the transaction of official business is located in Los Angeles County, California.

Section 2. Status

- 2.1 Collage Artists of America is a California nonprofit corporation, incorporated on February 21, 2012.

Section 3. Mission

- 3.1 The mission of Collage Artists of America is to promote and support making, understanding, and interest in collage art, and in other art forms closely associated with collage such as assemblage and mixed-media collage art.

Section 4. Purpose

- 4.1 Collage Artists of America is a membership organization open to members of the public, eighteen (18) years of age or older, who are interested in the pursuit and support of collage artistic endeavors and creation of collage, assemblage, and mixed-media collage arts.

- 4.2 CAA offers educational programs and workshops, opportunities for artists to exhibit their work, membership meetings, and a newsletter; and endeavors to create a community for artists of collage, assemblage, and mixed-media collage art. Charitable endeavors of CAA focus on the promotion of study, instruction, and support of art in general and collage/assemblage in particular.

Section 5. Organization Powers

- 5.1 The organization powers of Collage Artists of America shall be vested in the Board of Directors, who shall be members in good standing. In this document, the Board of Directors may also be known as “the Board.”

Section 6. Fiscal Year

- 6.1 The fiscal year of the organization shall begin on July 1 of each calendar year and shall end on June 30 of the following calendar year.

ARTICLE II: MEMBERSHIP

Section 1. Membership Classifications

- 1.1 CAA membership classifications are as follows:
- Active Membership
 - Life Membership
 - Complimentary Life Membership
 - Honorary Membership
 - Contributing Membership

Section 2. Description, Acquisition, and Privileges of Membership

2.1 Active Membership

- 2.1.1 Active members enjoy all privileges of membership in CAA, including but not limited to the right to enter juried competitions, attend meetings, vote in elections of directors, and hold elective office. Active members comprise the main body of the organization.
- 2.1.2 Active membership may be attained by supplying a membership application and full payment of the current year’s dues to the CAA Membership Chair or to his or her representative. Active membership is open to the members of the public who are eighteen (18) years of age or older.
- 2.1.3 Renewal of active membership shall be made by full payment of dues to the CAA Membership Chair or to his or her representative each subsequent fiscal year.

2.2 Life Membership

- 2.2.1 Any active member who has maintained membership in good standing for a period of five (5) consecutive years immediately preceding acquisition, and pays a one-time life membership fee to CAA, may acquire life membership.
- 2.2.2 Life members shall enjoy all privileges of active membership and shall be exempt from payment of dues after payment of the one-time life membership fee. The life membership remains in effect throughout the member’s lifetime.

2.3 Complimentary Life Membership

- 2.3.1 Members who serve a term as President shall receive complimentary life membership following completion of the term of office. Complimentary life members shall enjoy all privileges of active membership and shall be exempt from payment of dues. Complimentary life membership remains in effect throughout the member's lifetime.

2.4 Honorary Membership

- 2.4.1 The Board may award honorary membership to any person who has rendered distinguished service to the field of collage art. Any member in good standing may submit to the Board a nomination for honorary membership.
- 2.4.2 Honorary members are not expected to pay dues, and the honorary membership remains in effect throughout the member's lifetime. Honorary members may attend CAA regular meetings, but shall not have the right to vote, hold office, or enter juried competitions sponsored by the organization.
- 2.4.3 Honorary members may also hold active membership in CAA by applying for and paying dues for active membership, as described above. Such members will have dual status membership, and shall have all the benefits of active membership, so long as they also hold an active membership.

2.5 Contributing Membership

- 2.5.1 Contributing members are individuals, organizations, or other entities that make an annual monetary contribution or a qualified in-kind contribution to the organization at or above the amount designated for contributing membership.
- 2.5.2 Contributing membership is valid for one fiscal year, and may be renewed. Contributing members may attend CAA regular meetings, but shall not have the right to vote, hold office, or enter juried competitions sponsored by the organization.
- 2.5.3 Individual contributing members may also hold active membership in CAA by applying for active membership, as described above. Membership dues are waived for individual contributing members who apply for active membership. Such members will have dual status membership, and shall have all the benefits of active membership, so long as they hold an active membership.

Section 3. Membership in Good Standing

- 3.1 A member is considered to be in good standing if both of the following criteria are met:
- Dues and fees have been paid and are not delinquent
 - Membership has not been suspended or terminated

Section 4. Suspension or Termination of Membership

- 4.1 Any member whose conduct in CAA events or business is egregiously disruptive, unethical, threatening, or harmful to the organization may have his or her membership suspended or terminated by the Board of Directors
- 4.2 Specific causes for suspension or termination of membership include but are not limited to conduct or behavior that:
- Disturbs the order, dignity, business, or harmony of the organization
 - Destroys official CAA records or documents
 - Impairs the good name, popularity, or prosperity of the organization

- Endangers the welfare, interest, or character of the organization
- Violates the Bylaws of the organization
- Is an illegal activity that implicates or compromises the organization
- Misuses CAA funds
- Fails to disclose a conflict of interest

4.3 An individual may appeal the suspension or termination of his or her membership in writing to the Board within fifteen (15) days of its decision. If the Board does not reverse its decision based on the appeal, the original decision of the Board is binding.

ARTICLE III: DUES AND FEES

Section 1. Dues and Fees

- 1.1 Each fiscal year, the Board determines the amount of membership dues for active membership, life membership, and contributing membership.
- 1.2 Membership dues shall not be prorated, and are due on July 1 each fiscal year.
- 1.3 Fees for events are determined by the Board, are due and payable by the stated deadline, and must be paid in order for the member to participate in the event.

Section 2. Delinquent Dues and Fees

- 2.1 Dues become delinquent if not paid by September 1. Fees become delinquent if not paid by the fee payment deadline.
- 2.2 A member whose dues or fees become delinquent shall be considered no longer in good standing, and shall be ineligible to vote or participate in membership exhibits until the dues or fees are paid.
- 2.3 After dues have been delinquent for thirty (30) days, the individual's membership in CAA is considered terminated.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1. Regular Membership Meetings

- 1.1 Date, Time, Location, and Frequency
 - 1.1.1 Regular membership meetings shall be held at least five (5) times per fiscal year (inclusive of the annual meeting) and shall be conducted in person. The Board shall determine if additional meetings will be held.
 - 1.1.2 The Board shall determine the location, dates, and start and end times for regular membership meetings.
- 1.2 Eligibility to Attend
 - 1.2.1 With the exception of the annual meeting (see Article IV Section 2, below), regular membership meetings are open to all CAA members in good standing and to the public. Members of the public attending regular meetings may be required to pay an admission fee.

- 1.2.2 The portion of the meeting during which official CAA business is conducted is open to CAA voting members in good standing and shall exclude nonmembers.

1.3 Meeting Agenda

- 1.3.1 The President shall set the agenda for regular membership meetings.
- 1.3.2 A collage-related program or presentation shall be offered, in accordance with the organization's purpose, at regular membership meetings.

Section 2. Annual Meeting

2.1 Date, Time, Location, and Frequency

- 2.1.1 The regular meeting held just prior to the end of the fiscal year shall be deemed the annual meeting and shall be conducted in person.
- 2.1.2 The Board shall determine the location, date, and start and end time for the annual meeting.

2.2 Eligibility to Attend

- 2.2.1 The portion of the annual meeting during which official CAA business is conducted is open to CAA voting members in good standing and shall exclude nonmembers.
- 2.2.2 The portion of the annual meeting that does not include private CAA business is open to all CAA members in good standing and to the public. Members of the public attending annual meetings may be required to pay an admission fee.

2.3 Meeting Agenda

- 2.3.1 The President shall set the agenda for the annual meeting.
- 2.3.2 In alternate years, the election of the Board shall be conducted at the annual meeting.

Section 3. Special Meetings

3.1 Calling Special Membership Meetings

- 3.1.1 The President, or a minimum of five (5) Directors, shall have the power to call a special membership meeting at any time.
- 3.1.2 Upon receipt of a written request signed by at least thirty (30) percent of CAA voting-eligible members in good standing, the Board shall call a special membership meeting. The written request must state the reason or need for the special meeting and what business will be conducted.

3.2 Date, Time, and Location

- 3.2.1 The date, time, and location of a special meeting are determined by the Board, and shall be conducted in person.

3.3 Eligibility to Attend

3.3.1 The portion of a special meeting at which private CAA business is conducted is open to CAA voting members only.

3.4 Meeting Agenda

3.4.1 The Board shall set the agenda for a special membership meeting.

Section 4. Notification of Meetings

4.1 Members shall be notified electronically and/or by U.S. mail of membership meetings at least fifteen (15) days in advance of meetings. Notification shall indicate the date, time, and location of the meeting.

ARTICLE V: VOTING

Section 1. Inclusion

1.1 Membership voting takes into consideration the fact that CAA's membership is geographically dispersed. Members who cannot attend meetings shall not be deprived of the ability to vote on important matters that affect the entire membership, such as election of the Board of Directors and revision of the Bylaws.

Section 2. Membership Quorum

2.1 Thirty (30) percent of the voting membership in good standing shall constitute a membership quorum. Any vote by the membership shall require the participation of at least a membership quorum.

Section 3. Methods of Voting

- 3.1 Decisions that impact the entire membership and that require membership approval shall offer members the option of casting votes electronically and/or by U.S. mail. Additionally, members may be offered the option of voting at a membership meeting. The Board shall decide which voting options will be provided; but in all cases, members shall have the option of voting electronically and/or by U.S. mail.
- 3.2 Decisions that require membership approval that are initiated at a membership meeting may be made by voting exclusively at the meeting, provided that a membership quorum is present (see Article V Section 2). The voting method may be by paper ballot, or by show of hands, or by other methods as determined by the Board.

Section 4. Ballot Procedures

4.1 Members must follow the instructions and procedures provided with the ballot in order for their ballot to be considered valid.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Members, Term of Office, No Compensation

1.1 Board Positions and Size of Board

1.1.1 The thirteen (13) officer and chair positions listed below constitute the Board of Directors and shall be elected by the general membership, or appointed according to Article VI Section 8, below. The Board of Directors shall consist of no fewer than seven (7) members and no more than sixteen (16) members.

Officers

- President
- First Vice President–Exhibits
- Second Vice President–Programs
- Third Vice President–Membership
- Secretary
- Treasurer
- Administrative Officer/Parliamentarian

Chairs

- Communications
- Graphics
- Newsletter Editor
- Philanthropy
- Publicity
- Workshop

1.1.2 When necessary for the efficient operation of the organization, additional ad hoc members of the Board may be appointed. A maximum of three (3) ad hoc Board members may serve on the Board at a time.

1.2 Term of Office

1.2.1 Members of the Board are elected for a twenty-four (24) month term, beginning on July 1 and ending on June 30.

1.2.2 The length of service for appointed Board members shall be determined at the time of their appointment, and shall not extend longer than the term of office for those Board members who have been elected.

1.3 No Compensation

1.3.1 No member of the Board shall receive any monetary compensation, stipend, wage, or salary, other than reimbursement for approved expenses.

Section 2. Powers of the Board of Directors

2.1 Power to Conduct the Business of the Organization

2.1.1 The Board shall have the power to conduct, manage, and control the affairs and business of the organization including, if applicable, prescribing duties of committees, agents, or employees and determining compensation.

2.2 Power to Appoint and Remove Committees, Agents, Employees

2.2.1 The Board shall have the power to appoint and remove committees, committee members, agents, and employees as it determines necessary in fulfilling the affairs and business of the organization.

2.2.2 A two-thirds (2/3) vote of the Board is required in order to appoint and/or remove committees, committee members, agents, and/or employees.

2.3 Power to Call Meetings

2.3.1 The Board shall have the power to call official meetings of the membership and of the Board.

2.4 Power to Incur Debt

2.4.1 The Board shall have the power to incur indebtedness. The President or the Treasurer shall sign the notes of obligation on behalf of the organization.

2.5 Power to Sell or Mortgage

2.5.1 The Board shall have the power to sell or mortgage any real property belonging to the organization, after authorization to do so by a two-thirds (2/3) vote of the membership.

2.5.2. The Board shall have the power to sell property belonging to the organization, provided that the Board has approved the sale with either a simple majority vote or a two-thirds (2/3) vote.

2.6 Power to Support Other Entities

2.6.1 The Board shall have the power to provide CAA's financial support to other entities, provided that all of the following conditions are met:

- The CAA Board decides by a two-thirds (2/3) vote to enter into the agreement
- The financial support is in alignment with CAA's purpose, mission, and goals
- The financial agreement is documented in writing, setting forth all terms and conditions, and signed by the CAA President and official representative(s) of the supported entity
- The financial agreement terminates on or before the end of the term of the current CAA Board

2.6.2 If the Board deems it necessary, prior to finalizing an agreement to support another entity, the Board may consult with professional advisors, such as financial, legal, and/or insurance advisors, to ensure that the agreement does not violate any laws and does not place CAA in a position of unreasonable risk.

2.6.3 CAA may cease to support a previously supported entity at the expiration of its agreement with that entity, without penalty or requirement to renew support.

2.6.4 CAA may withdraw its financial support of another entity if the supported entity fails to meet any of its obligations, as outlined in its agreement(s) with CAA.

Section 3. Obligations of the Board of Directors

3.1 Performance of Assigned Duties and Responsibilities

3.1.1 Board members are expected to perform the assigned duties and responsibilities of their Board position. A brief summary of the *primary* duties and responsibilities of specific Board of Directors positions is shown in Article VI Section 4, below.

3.1.2 Duties and responsibilities for any position may be assigned and revised at any time during the term, as business necessity dictates.

3.1.3 A Board member's failure to satisfactorily perform the assigned duties of his or her Board position shall constitute grounds for termination from his or her Board position and from membership on the Board.

3.2 Board Meeting Attendance and Absence

3.2.1 Board members are expected to attend all board meetings, and absences are acceptable only in cases of sufficient cause or when an exception has been granted. Absence from two (2) consecutive Board meetings without following procedures for sufficient cause or approved exception shall result in termination from the Board.

Section 4. Duties and Responsibilities of Board Positions

4.1 A summary of the primary duties and responsibilities of Board of Directors positions is listed below. Duties and responsibilities for any position may be assigned and revised at any time during the term, as business necessity dictates.

4.1.1 President

- Serve as the primary CAA spokesperson and representative
- Serve as the CAA liaison to other art organizations
- Preside at membership meetings and Board meetings
- Execute contracts and obligations of the organization, authorize bank accounts, and sign checks, according to established policies and procedures
- Ensure the safekeeping of CAA property and assets

4.1.2 First Vice President–Exhibits

- Assume the duties of the President in the event of his or her absence, resignation, or termination
- Produce and manage CAA art exhibits
- Prepare a budget for each exhibit for Board approval
- Secure venues, dates and jurors
- Submit detailed written report to the Board at each scheduled meeting

4.1.3 Second Vice President–Programs

- Assume the duties of the President in the event of his or her absence, resignation, or termination, and the inability of the First Vice President to assume such duties
- Produce and manage guest artist programs and presentations for membership meetings
- Present proposed program schedule to the Board of Directors for approval
- Provide guest artist information to Newsletter and Publicity Chairs for publication
- Submit detailed written report to the Board at each scheduled meeting

4.1.4 Third Vice President–Membership

- Assume the duties of the President in the event of his or her absence, resignation, or termination, and the inability of the First and Second Vice Presidents to assume such duties
- Conduct and manage the membership application and renewal process, including notification to members of delinquent dues.

- Maintain an accurate roster of all members, send membership roster to new members and regularly provide Board Members with a current member list
- Provide dues notice and renewal form to Newsletter Chair for inclusion in the annual May newsletter
- Submit detailed written report to the Board at each scheduled meeting

4.1.5 Secretary

- Record and preserve minutes of CAA Board meetings, annual membership meetings, and other meetings as appropriate
- Maintain written records of the CAA Bylaws and the Standing Rules
- Maintain legal documents, business records, and contracts for the organization
- Maintain other data and records as instructed by the President and/or Board of Directors

4.1.6 Treasurer

- Manage receivables and payables on behalf of the organization
- Prepare annual budgets, provide financial reports, and oversee tax reporting
- Execute contracts and obligations of the organization, authorize bank accounts, and sign checks, according to established policies and procedures
- Submit detailed written report to the Board at each scheduled Board meeting

4.1.7 Administrative Officer/Parliamentarian

- Advise the Board on conducting CAA business in accordance with the organization's Bylaws, and parliamentary procedures per Robert's Rules of Order Newly Revised (RONR)
- Oversee and advise Election Committee and ensure election procedures are followed
- Chair the Bylaws Committee

4.1.8 Communications Chair

- Manage communications for and about CAA
- Manage communications to the membership
- Act as liaison between CAA and webmaster to ensure website is up-to-date
- Administrate and monitor CAA's Facebook page and any other social media venues

4.1.9 Graphics Chair

- Manage the design, preparation, and printing of graphic materials for CAA, such as the membership directory, exhibit programs, brochures, invitations, and award certificates

4.1.10 Newsletter Editor

- Prepare, edit and distribute a minimum of five (5) CAA newsletters each fiscal year

4.1.11 Philanthropy Chair

- Manage fundraising activities, and research and develop charitable gift and award opportunities
- Secure and oversee the sale and/or distribution of art materials and supplies to raise monies for the Philanthropy Fund
- Oversee the distribution of charitable gifts and awards
- Submit detailed written report to the Board at each scheduled meeting

4.1.12 Publicity Chair

- Publicize CAA activities and events, including programs, exhibits and workshops
- Prepare copy for press release and publication and submit to relevant outlets
- Maintain a file of all materials
- Submit detailed written report to the Board at each scheduled meeting

4.1.13 Workshop Chair

- Produce and manage collage-related workshops conducted by noted artists or other professionals
- Arrange for workshop space, fees, travel arrangements or other special considerations of the workshop instructor
- Prepare a complete workshop plan, including a budget, for presentation to the Board of Directors for approval prior to incurring any obligations
- Provide guest artist information to Newsletter and Publicity Chairs for publication
- Submit detailed written report to the Board at each scheduled meeting

Section 5. Board of Directors Meetings

5.1 Meeting Logistics

5.1.1 Board meetings shall be held at a time and place designated by the Board.

5.1.2 Regular Board meetings shall be held at least five (5) times per year. As needed, the President, or a Director with the approval of the President, may call a special or emergency meeting of the Board.

5.2 Board of Directors Quorum

5.2.1 At all meetings of the Board, a majority of the Directors then in office shall constitute a Board quorum.

5.3 Order of Business

5.3.1 The order of business at Board meetings shall follow that recommended in Robert's Rules of Order Newly Revised (RONR).

5.4 Attendance by CAA Members

5.4.1 Any voting member of the organization in good standing, with prior approval by the President, may attend meetings of the Board and may take part in the discussions, but shall not have a vote.

Section 6. Board of Directors Approval

6.1 Approval by the Board shall require a Board quorum, per Article VI Section 5.2.1 above, and shall be made by majority vote, unless otherwise specified by law or by the Bylaws to require a two-thirds (2/3) vote.

6.2 Approval by the Board shall generally be made during physical meetings of the Board. However, when Board approval is required and it is not feasible for the Board to call a meeting or to wait until the next scheduled Board meeting, the Board may consider the matter using alternate means.

Section 7. Resignation, Suspension, Termination from the Board

7.1 Resignation from the Board shall be presented in writing to the President.

7.2 Temporary Suspension and Permanent Termination from Board

7.2.1 Certain conditions and circumstances may make it necessary for the Board membership of a Director to be temporarily suspended or permanently terminated.

7.2.2 The suspension or termination of a Director from the Board requires a two-thirds (2/3) vote of the Board. The Director under consideration is not eligible to vote on this matter.

- 7.2.3 A member of the Board whose membership in the organization is suspended according to Article II Section 4, above, shall automatically be suspended from the Board. A member of the Board whose membership in the organization is terminated according to Article II Section 4, above, shall automatically be terminated from the Board.

Section 8. Filling Ad Hoc Positions and Board Vacancies

- 8.1 A Director appointed to an ad hoc or vacant position shall be a voting member of the organization in good standing, and shall meet the same eligibility qualifications as are required for election to the position.
- 8.2 A vacancy in the office of President shall be filled by the First Vice President. If he or she is unable to fill the position, the Second Vice President shall fill it; and if the Second Vice President is unable to fill the position, the Third Vice President shall fill it.
- 8.3 A vacancy on the Board of Directors occurs following:
- Resignation of a Board member
 - Death of a Board member
 - Termination of a Board member from the Board
 - An election when there are no candidates for an elected position
 - The third repeat ballot in an election where no candidate received a majority of votes for a position (see Article VII Section 4, below)
 - The filling of the vacant office of President by the First, Second, or Third Vice President
- 8.4 Procedure to Fill Ad Hoc and Vacant Positions
- 8.4.1 Prior to the appointment of an ad hoc director, the Board must approve, by a two-thirds (2/3) vote, both the ad hoc position and the selection of the individual to fill the position.
- 8.4.2 When a vacancy on the Board (except for President) occurs earlier than ninety (90) days from the end of the term, the President shall appoint a voting-eligible member of the organization in good standing to fill the position for the remainder of the term, after receiving a two-thirds (2/3) vote of approval by the Board.
- 8.4.3 When a vacancy on the Board (except for President) occurs within the last ninety (90) days of the end of the term, the President may leave the position vacant, or may appoint a voting-eligible member of the organization in good standing to fill the position temporarily or for the remainder of the term, after receiving a two-thirds (2/3) vote of approval by the Board.
- 8.5 A Director who serves for more than twelve (12) months during a term is considered to have served a full twenty-four (24) month term.

ARTICLE VII: ELECTIONS

Section 1. Election Schedule, Positions, Eligibility, Term of Office

- 1.1 Election of the Board of Directors is held every two years, and takes place at the annual meeting of the membership.
- 1.2 Election of the Board of Directors shall consist of election of the thirteen (13) officer and chair positions listed in Article VI Section 1.1.1, above.

- 1.3 Eligibility for election to the Board of Directors includes, but is not limited to, the following:
 - Only members in good standing are eligible to stand for election
 - Only voting members of the organization are eligible to stand for election
 - Candidates for President must have previously been a member of the CAA Board of Directors or have comparable experience
 - No member of the Board shall serve more than two (2) positions on the Board at the same time
 - No member of the Board is eligible to serve in the same capacity for more than two (2) consecutive terms, unless drafted by the Board and approved by the membership
- 1.4 For term of office, see Article VI Section 1.3, above.

Section 2. Election Committee

- 2.1 The Election Committee shall facilitate the entire election process, including all aspects of nominations and the election. Primary election procedures are listed below.
- 2.2 The Board shall appoint an Election Committee no later than February 15 of the election year.
- 2.3 The Election Committee shall be composed of at least three (3) and no more than five (5) voting-eligible members of the organization in good standing.
- 2.4 The Administrative Officer/Parliamentarian shall appoint the chair of the Election Committee and shall oversee and advise the Committee.

Section 3. Nominations

- 3.1 Prior to the regular membership meeting that immediately precedes the annual meeting, the Election Committee shall prepare a slate of nominated candidates for all Board positions.
- 3.2 At the regular membership meeting that immediately precedes the annual meeting, the Election Committee shall present to the membership the slate of nominated candidates and provide procedures for open nominations.
- 3.3 As soon as practicable following the membership meeting noted above, the Election Committee shall ensure that the slate of nominated candidates and procedures for open nominations are communicated to all members with voting privileges.
- 3.4 Procedures for open nominations shall include, but need not be limited to, making nominations electronically and/or by U.S. mail.

Section 4. Election

- 4.1 Prior to the annual meeting of the election year, the Election Committee shall prepare the official ballot containing the slate of nominated candidates, and ensure that the ballot and voting instructions are sent to those members with voting privileges. Such members shall receive the ballot and voting instructions no less than thirty (30) days prior to the annual meeting.
- 4.2 Voting shall be by ballot and shall be conducted in accordance with Article V, above.
- 4.3 For an election to be valid, a membership quorum as defined in Article V Section 2, above, must participate in the election.
- 4.4 A candidate who receives a majority of votes for a position shall be elected to the new Board.

4.5 Repeat Ballot

- 4.5.1 When a ballot for an elected position for which there are two or more candidates fails to result in a majority of votes for one candidate, the election shall continue with a repeat ballot.
- 4.5.2 The repeat ballot shall include the names of all candidates for that position that appeared on the ballot in the original election; however, it shall exclude the name of any candidate who has decided to drop out of the election.
- 4.5.3 Repeat ballots shall continue until one candidate receives a majority of votes, or for a maximum of three times, whichever comes first.
- 4.5.4 If no candidate receives a majority of votes for the position after three repeat ballots, the position shall be deemed vacant and shall be filled according to Article VI Section 8, above.

4.6 When no candidates stand for an elected position, or when an unopposed candidate fails to receive a majority of votes in an election, the position remains vacant and shall be filled according to Article V Section 8, above.

Section 5. Special Election

5.1 Should the number of Board members then in office be reduced to fewer than seven (7), a special election shall be held.

Section 6. Announcement of New Board and Transition of Power

- 6.1 The current Board shall announce the results of the election to the entire membership as soon as practicable following the election process, but no later than fifteen (15) days following the annual meeting.
- 6.2 The outgoing Board shall meet with the new Board for a smooth and efficient orientation, transition of power, and transfer of official records. This meeting shall be mandatory for all outgoing and new Board members, and shall take place by June 30 following the election.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees

- 1.1 CAA shall maintain the following standing committees:
 - Bylaws Committee
 - Exhibits Committee
 - Election Committee
 - Finance Committee
 - Hospitality Committee
 - Philanthropy Committee
- 1.2 At least one Board member shall be assigned to oversee each standing committee, and shall either serve as the chair of the committee or appoint a chair for the committee.

- 1.3 The Board shall appoint standing committee members and may remove or replace standing committee members by a two-thirds (2/3) vote.
- 1.4 Standing committee members serve for the duration of the designated committee chair's term of office.

Section 2. Special Committees

- 2.1 By a two-thirds (2/3) vote, the Board may form special committees that it considers necessary to fulfill the affairs and business of the organization, and may appoint or remove committee members, and may dissolve special committees.
- 2.2. At least one Board member shall be assigned to oversee each special committee, and shall either serve as the chair of the committee or appoint a chair for the committee.
- 2.3 The Board shall appoint special committee members, and may remove or replace special committee members.
- 2.4 A special committee shall exist for no longer than the duration of the Board's term, and shall be dissolved when the assigned project(s) and task(s) have been completed or when the Board determines necessary.

ARTICLE IX: GOVERNANCE

Section 1. Bylaws

- 1.1 The CAA Bylaws shall serve as the primary source of governance for the organization, and the Board shall ensure that the Bylaws are observed.
- 1.2 If a significant conflict within the CAA Bylaws is discovered, Roberts Rules of Order Newly Revised (RONR) shall be consulted for resolution. If necessary, the Board shall administer the process to amend the Bylaws so as to eliminate the conflict.
- 1.3 Under the direction of the Parliamentarian, the Board shall conduct a review of the CAA Bylaws at least once each term to ensure that the document is complete and up to date. If necessary, the Board shall administer the process to amend the Bylaws. This shall be recorded in the minutes of the membership meeting at which the vote to amend takes place.
- 1.4 Amendment to the CAA Bylaws
 - 1.4.1 The CAA Bylaws may be amended, or repealed in whole or in part, and/or new Bylaws adopted, provided that all of the following conditions are met:
 - The Board has approved the measure by a two-thirds (2/3) vote prior to presenting the matter to the membership.
 - The proposed measure has been presented in writing by electronic means or by U.S. mail to all voting-eligible members, at least 15 days prior to the date that votes are due and at least 15 days prior to the membership meeting where votes are collected, if applicable.
 - Voting is done by ballot and is conducted in accordance with Article V, above.
 - A membership quorum, as defined in Article V Section 2, above, participates in the vote.
 - Two-thirds (2/3) of the members who cast a vote approve the change(s).

Section 2. Parliamentary Authority

- 2.1 Roberts Rules of Order Newly Revised (RONR) shall be the authority of all parliamentary points not covered by the Bylaws and the Standing Rules. If there is a conflict between either the CAA Bylaws and RONR or the CAA Standing Rules and RONR, the CAA documents shall supersede RONR.

ARTICLE X: FINANCE

Section 1. Budget

1.1 Budget

- 1.1.1 The Treasurer shall prepare a written annual budget for each fiscal year. During election years, the budget for the following fiscal year shall be presented to the Board as soon as practicable after the beginning of the term, and in alternate years, it shall be delivered no later than the last meeting of the Board in the fiscal year.
- 1.1.2 The Board shall review the annual budget and make whatever changes and additions are necessary to approve the budget with a simple majority vote.

1.2 Financial Reports

- 1.2.1 The Treasurer shall prepare and present to the Board at each Board meeting a written report of cash assets to date, and credits and debits made since the previous report.
- 1.2.2 The Treasurer shall prepare a summary financial report at least once per fiscal year, to be delivered at a time determined by the Board.
- 1.2.3 The summary financial report shall be presented to the general membership at the next regular meeting and/or in conjunction with the next newsletter following delivery to the Board.

Section 2. Bank Accounts and Assets

2.1 Banking

- 2.1.1 The Board shall authorize the opening and keeping of general and special bank accounts for the deposit and use of the cash assets of CAA with such banks, trusts, savings and loans, credit unions, or other depositories as the Board may select.
- 2.1.2 The Treasurer shall keep detailed records of all CAA financial accounts and transactions.
- 2.1.3 Either the President or the Treasurer shall sign all CAA financial transactions.

2.2 Non-Cash Assets

- 2.2.1 All non-cash assets that are the property of CAA shall be recorded in a permanent document that is kept with other CAA records.. This record shall include the name, description, and estimated dollar value of the asset, the location where it is kept, and who or what entity is responsible for its safekeeping therein.

- 2.2.2 All non-cash assets that are the property of CAA shall be kept in a safe and appropriate location. The facility in which the asset is kept, and the person(s) responsible for its safekeeping therein, shall ensure that the facility, environment, storage area, packaging, and other relevant conditions are appropriate to keeping the asset safe, in a condition as good as when it was first deposited therein, and protected from theft, casualty, exposure, and damage.

Section 3. Liabilities

3.1 Approval

- 3.1.1 All CAA financial transactions shall be approved in advance unless otherwise authorized in the CAA Bylaws.

3.2 Expenses and Reimbursements

- 3.2.1 Upon delivery of adequate receipts, the Treasurer shall reimburse approved and legitimate expenses incurred by Board members and by other CAA members performing approved activities under the direction of a Board member.

3.3 Invoices and Debts

- 3.3.1 Regular invoices for products, services, and activities, including but not limited to printing, postage, rental, materials, insurance, web hosting, communications, and approved business services provided by companies and individuals, shall be paid according to the terms of agreement with the invoicing entity. If no specific terms exist, CAA shall endeavor to pay invoices and debts within thirty (30) days of receipt.

3.4 Methods of Payment

- 3.4.1 Payment shall be made by paper check and signed by either the President or the Treasurer; or by electronic check and authorized by either the President or the Treasurer.

Section 4. Dissolution of CAA

4.1 Payment of Debts

- 4.1.1 In the event of the dissolution of the organization, it shall be the responsibility of the current President and Treasurer to ensure that all incurred debts are paid.

4.2 Donation of Funds

- 4.2.1 Funds remaining after debts are paid shall be donated to an eligible organization, as defined by state and federal guidelines. The selection of the receiving organization shall be made at a membership meeting by a majority vote of CAA members in good standing and eligible to vote at the meeting.

ARTICLE XI: BUSINESS PRACTICES

Section 1. Indemnification

- 1.1 CAA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including without limitation counsel fees, judgments, fines, excise taxes, penalties, and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors then in office who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

- 1.2 CAA shall maintain insurance to protect the organization and its activities. The Board of Directors shall have the power to purchase and maintain insurance on behalf of any officer, director, or employee and agent (as defined in Section 317 of the California Corporations Code) against any liability asserted against or incurred by them in such capacity.

Section 2. Contracts

- 2.1 Contracts and agreements signed by CAA shall comply with the CAA Bylaws, shall limit the liability of CAA, and shall protect the organization from potential harm, lawsuit, and other damages.

Section 3. Records Retention

- 3.1 Records to be retained include financial, parliamentary, meeting minutes, historical, charitable, and records of real and personal property.
- 3.2 The length of time for which such records must be retained and medium or media in which such records must be retained may be subject to local, regional, state, and federal requirements.
- 3.3 Where CAA documents and official regulations for records retention are silent, Robert's Rules of Order Newly Revised (RONR) shall apply.

Section 4. Gifts

- 4.1 No member of CAA may accept gifts, funds, or gratuities for anything related to CAA, unless officially approved in advance by the Board.

Section 5. Conflict of Interest

- 5.1 CAA members and Board members who have or believe they might have a conflict of interest or a potential conflict of interest, or might create the perception of a conflict of interest, shall immediately disclose the matter to the President or First Vice President of the Board. The Board shall review the matter and determine what must be done.

5.2 Conflict of Interest Policy

- 5.2.1 CAA maintains a Conflict of Interest Policy. Immediately upon election or appointment to a position on the Board of Directors, each member of the Board shall sign a statement affirming that he or she has received a copy of the Policy, has read and understands the Policy, and agrees to comply with the Policy; and that he or she understands that CAA is a charitable organization and, in order to maintain its federal tax exemption, CAA must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 6. Commitment to Ethics

- 6.1 CAA and its Board of Directors are committed to conducting CAA business ethically, with honesty, integrity, good faith, and respect.

Section 7. Nondiscrimination

- 7.1 CAA values the diversity of its membership. Membership in CAA, and decisions and practices of CAA, shall not be influenced or affected by an individual's race, color, national origin, religion, veteran status, marital status, sex, sexual orientation, age, health condition, disability, or perceived disability.

Section 8. Severability

- 8.1 Any portion of these Bylaws deemed invalid and/or unenforceable shall not invalidate or prevent enforcement of any other remaining portions thereof.

* Collage Artists of America Bylaws were originally established September 8, 1990, and were subsequently revised December 1996, January 2009, December 2009, November 2012 and [date of this version's membership approval]

APPROVAL AND ADOPTION COLLAGE ARTISTS OF AMERICA BYLAWS

Approved by the CAA Board of Directors pursuant to corporate resolution in the corporate minutes on **December 24, 2014.**

Approved by the CAA membership on **January 23, 2015** pursuant to a two-thirds (2/3) majority vote and in effect as of this date.



CAA President, Susan Gesundheit

January 23, 2015

Date



CAA Secretary, Kwei-Lin Lum

January 23, 2015

Date

