

**By-Laws**  
**SageBrushers Art Society, Inc.**  
***Revised June 2014***

**Article I: Name and Structure**

The name of the organization shall be SageBrushers Art Society. The organization shall be organized and maintained as a non-profit organization and tax-exempt under the laws of the State of Oregon.

**Non-Discrimination:**

SageBrushers will not discriminate based on race, religion, gender, color, disability, national origin or age.

**Article II: Purpose**

The purpose of the organization is to provide an organization for the artists of Central Oregon who have a common interest, a place to gather to produce art, learn and exhibit in a comfortable social environment. We will provide opportunities through classes and lectures for the larger community of Central Oregon to learn about art and the artists who reside in Central Oregon.

**Article III: Membership and Dues**

Section 1 Membership is open to any person or persons who share the common goals of the organization and are willing to participate in the activities of the organization.

Section 2 Members will contribute volunteer hours for the operation of the studio and gallery space in addition to paying dues.

Section 3 Annual dues for membership shall be set at each annual business meeting by the Board of Directors.

Section 4 Membership is in effect from 1 October through 30 September. Membership may be prorated throughout the year.

**Article IV: Principle Office**

The principle office of the organization shall be in the SageBrushers Art Gallery at 117 SW Roosevelt Avenue, Bend, Oregon.

**Article V: Financial Provisions**

Section 1 The fiscal year of the organization shall be from 1 October to 30 September.

Section 2 The sole power to establish, levy and collect any and all fees and commissions necessary to defray expenses of operation shall be vested in the Board of Directors.

Section 3 The organization may incur accounts payable and accrued liabilities for expenses related to the normal operation of any owned facilities, and other costs associated with the normal operation of business of the organization.

Section 4 The Board of Directors may authorize any officers, agent or agents of the organization, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

### ***Conflict of Interest Policy***

#### **Article I: Purpose**

The purpose of this policy is to protect SageBrushers Art Society, a tax exempt organization, interests when it is entering into arrangements with outside organizations or individuals in the daily operation of the SageBrushers Art Society and Gallery. This policy does not replace any Federal or State laws that govern non-profit tax exempt organizations.

#### **Article II: Definitions**

1. Interested Person: Any Board member, Committee member, general member serving as a representative of SageBrushers Art Society is an interested person for the purpose of this policy.
2. Financial Interest: A person has a financial interest if the person has directly or indirectly through business, investment or family.
  - a. ownership or investment in any entity with which SageBrushers has a transaction or arrangement.
  - b. A compensation arrangement with SageBrushers or
  - c. a potential ownership or investment interest with any entity or individual with which SageBrushers is negotiating a transaction or arrangement.Compensation includes direct or indirect remuneration as well as gifts or favors that are substantial.

#### **Article III:**

1. Duty to Disclose: In any circumstance where there is or maybe a conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose the material facts to the Board of Directors of SageBrushers.
2. Determining if a Conflict of Interest Exists: The Board of Directors of SageBrushers shall determine if a conflict of interest exists following a discussion with the interested parties. They shall vote upon the issue and then contact the parties involved.
3. Procedures for Addressing the Conflict of Interest: The Board of Directors shall meet to hear all evidence of possible conflict of interest from interested parties. They shall use due diligence in discovering if a conflict of interest exists. They will then vote without interested parties present. Outcomes will be published in the organizations minutes as public record.
4. Violations of the Conflict of Interest Policy: The Board of Directors of SageBrushers will take appropriate disciplinary action following a thorough investigation of a member or members involved. These actions may include expulsion from the organization and appropriate compensation sought.

#### **Article IV: Records of Proceedings**

The minutes of meetings shall contain any discussion of conflict of interest, with names and details of all involved parties, plus the people present at the discussion and its resolution.

#### **Article V: Compensation**

No member may vote on matters involving conflict of interest, if they receive compensation as a result of the vote.

#### **Article VI: Annual Statements**

Each Board of Directors members of SageBrushers shall receive a copy of the Conflict of interest policy and shall sign a statement he/she has received the policy read and understands the policy.

#### **Article VII: Periodic Reviews**

The Board of Directors of SageBrushers will periodically review all policies of conflict of interest to be sure that they are complying with state and federal regulations as regards non-profit organizations.

#### **Section VI: Board of Directors**

Section 1- *Management*: The Board of Directors of this organization shall have the general management of its affairs subject to the limitations prescribed in the Articles of Incorporation, these By-Laws, and the applicable laws of the state of Oregon.

Section 2 - *Qualifications*: The Board of Directors shall be comprised of members of record of the organization.

Section 3 - *Number and Election*: The Board of Directors shall consist of no less than four (4) members and no more than six (6) members and shall be considered as members of the Board of Directors.

- a. The elections shall take place at the annual business meeting of the members of the organization.
- b. The term of the two newly elected board members shall be two years.
- c. The term of the remaining directors shall be one year.

Each of these directors sits on the board by another one year with the approval of the remainder of the Board. After this one year extension, a director who wishes to remain on the Board shall run for re-election.

Section 4 – *Vacancy*: If the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the remaining Directors though no less than a quorum, shall choose a successor who shall hold office until the next annual meeting at which time the appointed successor shall be subject to confirmation or rejection by vote of the membership.

Section 5 – *Removal*: A Director may be removed from office by majority vote of the Board of Directors for any of the following reasons:

- a. A Director is convicted of a crime.
- b. The behavior of a Director causes extreme embarrassment to the organization.
- c. The conduct of the Director compromises the ability of the organization to meet the purpose of the organization.
- d. A Director misses several consecutive meetings, mitigating circumstances can be taken into consideration.

Section 6 – *Quorum*: A quorum of any Board meeting shall be three (3) members, all members having been notified.

Section 7- *Meetings*: The Board of Directors shall hold an annual meeting of the members in September and a potluck meeting in October. The President shall have the right to call other Board meetings from time to time as necessary to conduct the business of the organization.

Section 8 - *Action without Meeting and Waiver of Notice*: Any action which might be taken as a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by a quorum of the Directors or by phone or electronic mail if subsequently placed in writing and signed. Ratification of such action shall take place at the next Board Meeting.

Section 9 – *Remuneration*: Board members shall not receive remuneration for their Board services.

Section 10 – *Procedure*: Robert “Rules of Order” shall be the official parliamentary authority for procedure in all meetings and in all matters not covered by these By-Laws.

Section 11- *Powers*: The powers of the Board of Directors shall include the following:

- a. To fill vacancies of Board members and officers.
- b. To appoint an advisory board consisting of individuals not members of the organization but who are qualified to advise the organization in specific areas of need.
- c. To enter into contracts for and incur debt on behalf of the organization.
- d. To solicit and receive funds on behalf of the organization.
- e. To establish and delegate powers to committees.
- f. To establish the position of and delegate power to an executive director.
- g. To develop policies and procedures for the operation of the organization.

## **Article VII: Officers**

Section 1: The officers of the organization shall be President, Vice-President, a Secretary, Facilities Manager, Director at Large and a Treasurer. No two or more of the offices shall be held by one person. The officers shall be selected from the Board of Directors. The officers and the director at large shall be elected the day of the annual meeting by mail-in ballot or in person. Their terms shall be as outlined in Article VI, Section 3 b and c. One director at large and two alternative directors are available for temporary substitutes for any of the officer positions. The duties of the officers shall be as follows:

- a. The President of SageBrushers shall preside at all meetings of the members of the Board of Directors, and shall have such powers and duties as usually pertain to such offices or as may be delegated by the Board of Directors. Unless the Board of Directors shall otherwise delegate such duties, President and Vice-President shall give general and active management of the business of the organization, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- b. The director at large, unless otherwise determined by the Board of Directors shall in the absence or disability of one or both President and Vice-President to perform the duties and exercise the powers of the offices. The director at large shall perform such other duties and have such other powers as the Board of Directors may prescribe.
- c. The Secretary shall perform such administrative duties as the Board of Directors shall delegate and shall cause to have accurate records kept of the meetings of the membership and the Board of Directors.
- d. The Treasurer shall be the custodian of all financial books and records. The Treasurer shall do or cause to be prepared and published to the members prior to each annual meeting of the members a financial report and budget relating to the fiscal affairs of the organization. The Treasurer shall present the budget status and variances at each regular meeting of the Board of Directors. The Treasurer shall have prepared such other financial records and reports as may be requested by the Board of Directors. Treasurer shall prepare forms for the Internal Revenue Service and the State of Oregon. In the event of the Treasurer's' absence from a meeting of the Board of Directors or of an inability to perform such duties the President may designate a temporary substitute.
- e. Facilities manager shall evaluate and maintain the SageBrushers studio and gallery with the help of the membership. The manager shall yearly assess the state of the facility and advise the Board on repairs and updates for the budget process.

## **Section 2 Terms**

The term for directors shall be 2 years. President and Treasurer and Director at Large shall be elected on even years. Vice-President, Secretary and Facilities Manager shall be elected on odd years.

## **Article VIII- Committees**

Section 1- The officers of the organization shall constitute an executive committee.

Section 2- There shall be a person or committee to manage the outside display of members' artwork.

Section 3- There shall be a person or committee for publicity of the organization..

Section 4- There shall be a person or membership committee to solicit new members.

Section 5- There shall be a person or committee to identify art related instructional needs of the membership and to solicit instructors to teach to these needs.

### **Article IX-Gallery Management**

The Board of Directors shall select and empower a person to manage the art gallery. The Board of Directors shall set the rules and guidelines for the management of the gallery and may, from time to time, modify or change the rules and guidelines. The duties of the gallery manager shall be, but not limited to, the arrangement of artwork, the planning and preparation of exhibits, management of sales of membership artwork, and other such activities deemed necessary by the Board of Directors.

### **Article X-Meetings**

Section 1- There shall be an annual meeting of the members of the organization in September of each year.

a. At this meeting the members of the Executive Committee shall report to the membership the state of affairs of the organization.

b. At this meeting the members of the organization shall elect members to the Board of Directors for such vacancies as are available and to confirm or deny intro-term appointments.

Section 2- Notice of Annual Meeting shall be provided to the membership as required by law.

Section 3 -There shall be a potluck luncheon for the membership in October of each year.

Section 4- There may be other meetings of the Board of Directors and/or membership as deemed necessary by the President.

### **Article XI- Amendments**

Amendments to these By-Laws may be made, upon 30 days' notice of the proposed amendments, by a majority vote of the members present at a general membership meeting.

### **Article XII- Proxy Votes**

Written and signed votes are acceptable at any meeting, provided the proxy is given in a timely manner.

### **Article XIII-Dissolution**

Should the organization elect to dissolve, it shall do so in accordance with the Oregon statutes relating to non-profit organizations.