

BYLAWS OF CONTEMPORARY COLLECTORS
Orange County A California 501 (C) (3) Corporation

ARTICLE I. NAME

The name of this organization shall be Contemporary Collectors - Orange County.

ARTICLE II. MISSION STATEMENT

- a) The mission of this self-supporting group is to provide its members with a wide range of educational opportunities within the visual arts AND TO offer fellowships to emerging and mid-career artists.
- b) This group is not associated with, or sponsored by, any museum or arts group.
- c) The terms "Contemporary Collectors," "Board of Directors," or "Board" shall refer to the Board of Directors of the Contemporary Collectors - Orange County hereafter.

ARTICLE III. MEMBERSHIP

Section 3:01

The Contemporary Collectors - Orange County shall consist of individuals who have met the criteria set forth in these Bylaws.

Section 3:02

Membership shall be by invitation only.

Section 3:03 Qualifications

A qualified candidate shall meet the following criteria:

- a) be sponsored by two members and approved by the Board.
- b) be compatible with the membership.
- c) have exhibited an interest in expanding his/her interest in Contemporary Art.
- d) provide annual dues in the amount set forth by the Board.
- e) be elected to membership once a year in the month of June or as designated by the Board.
- f) partners shall be allowed to become members.

ARTICLE IV. BOARD OF DIRECTORS

Section 4:01 Powers

The activities and affairs of the Contemporary Collectors - Orange County shall be conducted under the direction of the Board of Directors. The Board may delegate the management of the activities to any committee, provided those activities and affairs are under the ultimate direction of the Board.

Section 4:02 Membership

A maximum of 20 members shall constitute the Board.

Section 4:03 Election to the Board

Candidates for election to the Board shall:

- a) be presented by the Nominating Committee for approval at the May Board meeting.
- b) be presented to the current Board and approved without dissent.
- c) be elected by the General Membership at the Annual Meeting in June.

Section 4:04 Term of Office

A Board member:

- a) may be re-elected as determined by the Board.
- b) MAY BECOME AN EMERITUS MEMBER BY MAJORITY VOTE OF THE BOARD OF DIRECTORS.

Section 4:05 Resignation

Any officer may:

- a) resign at any time by giving written notice to the President, the Secretary or the Board
- b) request that such resignation take effect at the date of receipt of such notice or at any time specified therein. Acceptance of such resignation shall not be necessary to become effective.

Section 4:06 Vacancies

A vacancy occurring within:

- a) the office of the President shall be filled by the Vice President.
- b) any other office shall be filled from the membership as recommended and approved by the Board.

ARTICLE V. OFFICERS AND THEIR DUTIESSection 5:01 Officers

Board of Directors shall consist of :

the President; Vice President; Treasurer; Secretary; Membership Chair; Fellowship Chair; Special Events Chair; Day Trips CHAIR, Salon CHAIR; AND THE Extended Excursions Chair.

Section 5:02 Executive Committee

The Executive Committee shall:

- a) consist of the President, the Vice President, TREASURER, Secretary, and any additional members selected by the President who are serving as Chairs of other Board Committees.
- b) formulate, supervise and implement the policies of the Board between regular meetings and shall have the powers to exercise all duties of the Board in the management of business.
- c) be authorized to transact business when there is a quorum, which is a majority, of Executive Committee members present.

Section 5:03 Officers Duties

The President shall:

- a) preside at all meetings of the Board.
- b) have the authority to appoint members of all committees.
- c) be an ex officio member of all committees, with the exception of the Nominating Committee.
- d) APPOINT A PARLIAMENTARIAN AS NEEDED

The Vice President shall:

- a) in the absence of the President, perform all duties of the President.
- b) assume the office of the President in case of vacancy. This is not a President Elect position.

The Treasurer shall:

- a) receive all Contemporary Collectors - Orange County monies.
- b) pay all bills authorized by the Board.
- c) keep a record of all disbursements and receipts.
- d) present a monthly report to the Board.
- e) chair the Budget Committee and present a yearly budget to the Board.
- f) act as a liaison with an authorized accountant who acts as representative to the State and Federal governments in financial matters.

The Secretary shall:

- a) take roll at all Board meetings.
- b) keep minutes of such meetings.
- c) distribute minutes to Board members in a timely manner.
- d) prepare an index of motions and keep a Motion Book each year.
- e) BE RESPONSIBLE FOR WRITTEN COMMUNICATIONS AND CORRESPONDENCE ON BEHALF OF CONTEMPORARY COLLECTORS - ORANGE COUNTY

The Membership Chair shall:

- a) receive and keep an updated list of all those applying for membership in the organization.
- b) be responsible for submitting those names to the Board for approval.
- c) submit invitations to those accepted for membership.
- d) send out dues notices by email in late March.
- e) provide updated membership lists to the Secretary on an on-going basis.
- f) BE RESPONSIBLE FOR FOR THE COORDINATION AND DISTRIBUTION OF THE MEMBERSHIP ROSTER

The Fellowship Chair shall:

- a) establish a Committee from the Contemporary Collectors members.
- b) with the agreement of the committee, invite three (3) nominators from Southern California Arts Institutions, who in turn each nominate three (3) emerging or under- recognized mid-career artists.
- c) with Committee members, visit studios of those nominated and select recipient(s).
- d) PLAN A FELLOWSHIP PARTY FOR MEMBERS TO HONOR THE RECIPIENT(S).

The Special Events Chair shall:

- a) develop plans for the Annual Meeting and any other special events which may arise.
- b) develop a budget for each event.
- c) present these recommendations to the Board for approval.
- d) implement the approved recommendations.

The Day Trips and Salon Chair shall:

- a) coordinate and, with the participation of the Board members who constitute the committee, implement periodic short art excursions.
- b) develop plans for educational salons for the General membership.
- c) present recommendations to the Board for approval.

The Extended Excursions Chair shall:

- a) be responsible for coordinating art trips of over three days.
- b) present selected trips and/or tours to the Board for approval.
- c) be empowered to hire travel Providers with the approval of the Board.

ARTICLE VI. SPECIAL COMMITTEES

Section 6:01 Special Committees

In addition to establishing the Membership, Fellowship, Special Events, Day Trips and Salons, and Extended Excursions Committees, once a year the President shall appoint a Nominating Committee Chair.

Section 6:02 Nominating Committee

- a) The Nominating Committee Chair shall select members of the Committee and present the names to the Board for approval.
- b) It shall consist of a Chair appointed by the President and three (3) additional members.
- c) The committee shall develop a slate of Officers for approval by the Board at the May Board meeting.
- d) A majority of the Nominating Committee shall constitute a quorum for the transaction of business.
- e) The Nominating Committee's slate shall be presented to the General Membership at the Annual meeting.
- f) If no nominations are presented from the floor, a vote will be called for and a simple majority will be required for election.
- g) Nominating Committee members may not serve twice in a row.
- h) The Nominating Committee is automatically dissolved at the end of its term.

Section 6:03 Additional Committees

The Board may establish:

- a) additional committees to serve special functions and have such duration as the Board may determine.
- b) which Board member shall chair the committee.
- c) the authority under which the committee shall act.

ARTICLE VII. MEETINGS

Section 7:01 Place of Meetings

- a) Meetings of the Contemporary Collectors Board - Orange County shall be held at any place which has been designated from time-to-time by the Board of Directors.
- b) The Board shall meet a minimum of eight (8) times a year.

Section 7:02 Annual Meetings

Contemporary Collectors - Orange County shall hold its Annual Meeting once a year by June 30 for the purpose of:

- 1) electing officers and directors
- 2) conducting such other business as may arise.

Section 7:03 Quorum

- a) A simple majority of the total number of Directors present at any one time shall constitute a quorum for the transaction of business.
- b) Every act or decision enacted by the majority of the Directors present at a meeting at which there is a quorum shall be regarded as an act of the Board.

Section 8:04 Special Meetings

- a) Special meetings may be called by the President, the Contemporary Collectors - Orange County Board or upon the written request of ten (10) General members.
- b) The purpose of the meeting must be stated by the call. No other business may be transacted at the meeting.
- c) Except in an extreme emergency at least seventy-two (72) hours shall be given in the call.

Section 8:05 Adjournment

A majority of those Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time or place.

ARTICLE VIII. AMENDMENT AND TERMINATIONSection 8:01 Adoption or Amendments to Bylaws

- a) Written notice of any type of proposed change to these Bylaws shall be given to the Board not less than two weeks prior to that said meeting.
- b) These Bylaws may be adopted or amended, altered or repealed at any meeting of the Board of Directors by a two-thirds (2/3rds) vote of the entire Board.

Section 8:02 Dissolution or Merger

The Contemporary Collectors - Orange County Board shall have the power to dissolve or merge with another group as the Board shall determine.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, agents, committee members and other persons described in Corporation Code Section 5238, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section "Expenses," as used in this bylaw, shall have the same meaning as that section of the Corporation Code.

On the written request to the Board by any person seeking indemnification under Corporation Code Section 5238(b) or Section 5238 ©, the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Codes Sections 5238 or 5238 © has been met, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are party to the proceeding, with respect to which indemnification is sought, or prevents the

formation of a quorum who are not parties to the proceedings, the Board shall promptly call a meeting of members. At the meeting the members shall determine under the Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and if so, the members present in person or by proxy shall authorize indemnification.

ARTICLE X. RECORDS

All books and records may be inspected by any member of the public for any proper purpose at any reasonable time.

ARTICLE XI. INSURANCE

The Corporation shall have the right and use its best efforts to purchase and maintain to the full extent permitted by law of its directors, employees and other agents, to cover liability asserted or incurred by any officer, director, employee or agent arising from their connection with Contemporary Collectors - Orange County.

ARTICLE XII. USE OF ROBERTS RULES OF ORDER

In event these bylaws do not cover a procedural aspect of Contemporary Collectors- Orange County, Roberts Rules of Order - latest edition - shall be used.

ARTICLE XIII. STANDING RULES

Standing Rules may be amended or repealed at any meeting of the Board by a simple majority vote of the entire Board of Directors without written notice.

- 1) Membership shall not exceed one hundred (100).
- 2) Dues shall be set BY THE BOARD EACH YEAR
- 3) Salons, DAY TRIPS, AND/OR EXTENDED EXCURSIONS will be open to guests when space is available.
- 4) Rosters and Mailing Lists maintained by this organization shall not be made public without prior approval of the Board of Directors.
- 5) Fee structures for Salons and Extended Excursions will be determined by the Board of Directors as recommended by individual Chairs.
- 6) Procedure Books shall be kept by all Committee chairs.
- 7) If applicable, all Board members shall prepare an Annual report.
- 8) Officers and Directors shall retain records in their Procedure Books for a minimum of four (4) years (4 required and 7 recommended by the IRS). These may be kept on DVDs.
- 9) No communication shall be sent in the name of Contemporary Collectors - Orange County without the express approval of the appropriate person on the Board of Directors.
- 10) ONE OR MORE GRANTS SHALL BE GIVEN ANNUALLY TO EMERGING AND/OR MID-CAREER ARTISTS SUBJECT TO AVAILABILITY OF FUNDS.
- 11) Fellowship Grants:
 - a) An artist cannot be nominated for a Fellowship Grant more than every three years.

- b) There cannot be more than two (2) duplicate nominees two (2) years in a row.
 - c) AN honorarium will be given to those taking part in the nomination process subject to the availability of funds.
- 12) No member of the Board shall receive any compensation solely by reason of his or her membership.
- 13) The fiscal year of the Corporation shall begin July 1 and end on June 30 of the following year.
- 14) Extended Excursions:
- a) Proposed trips shall be put out for two, preferably, three bids whenever possible.
 - b) Contemporary Collectors - Orange County members shall, with the exception of those members from the waiting lists of a previous trip, be given priority access to all excursions.
 - c) Trip participants shall be selected in order of check receipt.
 - d) Checks may not BE hand delivered.
 - e) Those members on the waiting list for the previous trip will have first priority for the following trip.
 - f) NON-MEMBERS may fill a trip if it has not been fully subscribed by deadline.
 - g) Non-members who fill a trip shall be required to make a stipulated donation to Contemporary Collectors.
 - h) NON-MEMBERS shall not receive membership benefits.
 - i) Obligations for all extended excursion participants:
 - i) All deposits are non-refundable, unless there is insufficient enrollment.
 - ii) No refund or adjustment shall be made to trip participants for any portion of services not used (such as non-usage of hotel accommodations, scheduled meals or planned activity described in the itinerary).
 - iii) Unless there is a waiting list, trip participants who cancel reservations after a stated deadline shall be responsible for finding their own substitutes unless otherwise stated by the tour operator employed by the Contemporary Collectors - Orange County.
 - iv) Trip costs for all participants will generally include a stated donation to Contemporary Collectors - Orange County.
 - v) Contemporary Collectors suggests that trip participants carry travel insurance, as the organization shall not be responsible for losses incurred by failure to purchase adequate coverage. THERE WILL BE NO REFUNDS
 - vi) Any excess funds generated as a result of any trip activities shall automatically be assigned to the Contemporary Collectors - Orange County budget. (Reference 1992 IRS ruling - overages are not refundable or tax deductible.)