

BYLAWS OF THE CORPORATION

Grants Pass Museum of Art

Bylaws of the Corporation

Revised on 11/11/2017 and Adopted by the Board of Directors on 5/15/2018

Article I

Name

The name of this Corporation is Grants Pass Museum of Art

Article II

Principal Office

The principal office for the transaction of all activities and affairs of the Corporation is located at 229 SW G Street, Grants Pass, OR. The board of Directors may change the principal office from one location to another.

Article III

Purpose

The purpose of this Corporation shall be as stated in the Articles of Incorporation. These articles state: "The purpose for which this Corporation is organized is: to promote and sponsor art functions for the purposes of community education and furthering the cultural climate of southwest Oregon."

Article IV

Members

This Corporation shall have no members.

Article V

Board of Directors

The business and affairs of this Corporation shall be governed by its Board of Directors.

The number of directors of this Corporation shall consist of no less than five (5) members. Any adult, age 21 or over may become a member of the Board of Directors.

Election of Board Members

The Board shall make provisions to stagger the terms of Directors so that no more than one half of the Directors' terms shall expire within one year. The board shall elect its own members, except that a Director shall not vote on that member's own position.

Newly elected members take their position as a member of the board following their election and shall remain in that position from the date they were elected. Terms of office for such directorships shall be two (2) years. A director may serve more than one (1) term and may succeed himself or herself if reelected. However, it is recommended that no director shall serve more than three (3) consecutive terms (total of 6 years). Any vacancy

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of the Board shall be filled by majority vote of the remaining members of the Board.

Vacancies

A vacancy or vacancies on the Board shall exist on the removal, suspension, or resignation of any Director.

Any Director may resign effective upon giving written notice to the Chairperson, President, or the Secretary of the Corporation, unless such notice specified a later time for the resignation to become effective. The Board may, by a two-thirds (2/3) vote, remove or suspend any Director.

Any vacancy among the Directors shall be filled by a majority vote of the remaining Directors.

Annual Meeting

The Board shall hold an annual meeting for the purpose of organization, election of officers and directors and the transaction of other business in June of each year.

Regular Meetings

The Board of Directors meets every month of the year at the principal office of the Corporation, or at any other date, time and place designated from time to time by resolution of the Board.

Said meetings shall be held with notice; provided, however, any given meeting may be dispensed with by majority of the Board.

Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone or by email or by mail not less than twenty four (24) hours prior to the special meeting.

Notice of Board of Directors' Meetings

Not less than seven (7) days before any regular meeting, written notice of the time, date, and place thereof shall be given to all Board members by mailing, emailing, or personal delivery. Either written or oral notice is to be given at least twenty-four (24) hours prior of special meetings which shall be sufficient if given by telephone or by letter posted so that in due course of mail it would normally reach the affected member twenty-four (24) hours prior to the time, date, and place of such meeting. Notices pertaining to special meetings shall set forth the purpose or purposes of the meeting as well as the time and place.

Quorum - Board of Directors

Fifty percent (50%) of the Directors then serving shall constitute a quorum for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

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Compensation - Board of Directors

The Board shall serve without compensation for the time, mileage, or other expenses which relate to board meetings.

Meeting Attendance - Board of Directors

Absence from three (3) consecutive board meetings without excuse granted by a majority of the remaining board members shall automatically remove the absent board member from board membership and create a vacancy in such office which shall be filled as otherwise provided herein.

Action by Consent

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting for the action to be taken or so taken, shall be signed by all the Directors.

Alternative Meeting Venue

Any regular or special meeting of the Board of Directors may be conducted through use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

Adjournment

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

ARTICLE VI COMMITTEES

Committees of the Board

The Board of Directors will establish standing committees to serve at the pleasure of the board.

The Board President shall appoint the chairperson for these committees subject to the confirmation of the Board.

The Board shall have authority to remove any committee member or chairperson.

All members of standing committees must be Grants Pass Museum of Art members.

The Committees will report on their activities to the Board of Directors and the Executive Director.

Each Committee shall develop their own set of procedures that must conform and comply with the Bylaws of the Corporation, Code of Ethics, Conflict of Interest, and must act in the best interest of the

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Grants Pass Museum of Art at all times and any policies or procedures established by the Board of Directors.

Meetings and actions of the committees

Meetings and actions of the committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws, concerning meetings and other action of the Board. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

Duties of the Board of Directors

- A. The Board shall conduct the affairs and services of the Corporation and make necessary rules and regulations not inconsistent with the law and Articles of incorporation and these bylaws for the guidance of officers and employees of the Corporation.
- B. The Board shall also employ an Executive Director to carry out, under its' direction, the duties of the Executive Director as determined by the Board.
- C. The Board shall ensure that the Corporation meets State and Federal requirements for employees.
- D. The Board shall provide public liability insurance as well as fire, theft, and damage insurance for art works in the custody of the Museum.
- E. The Board shall also name a depository for receiving funds of the Corporation and shall prescribe adequate rules for receiving, depositing, and drawing funds, including the provision that all receipts shall be deposited.
- F. This Corporation will indemnify its officers and directors to the fullest extent allowed by Oregon law.

Executive Committee

An Executive Committee consisting of the President, Vice President, Secretary, and Treasurer (or another member of the Board if they cannot serve) and the Executive Director as a non-voting member shall represent the Board to determine interim actions subject to subsequent ratification by the Board. Interim actions shall be those of emergency nature or those which must be taken in a timely manner. (i.e. prior to the next regular Board meeting).

ARTICLE VII

Officers

Election of Officers - Board of Directors

At the June Board of Directors' Meeting, the Directors shall meet and elect from the Board a president of the Corporation who shall serve also as Board Chairman, a Vice President of the Corporation who shall serve also as Vice Chairman of the Board, a Secretary and a Treasurer. Offices of Secretary and Treasurer may be a combined office if the Board so wishes. Each officer shall serve a term of one (1) year and / or until said officer's successor is elected. An officer of the Board may serve more than one consecutive term succeeding himself /herself if reelected by a majority vote of the Board.

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Duties of Officers - Board of Directors

The Duties of the officers shall be as follows:

A. President: The President of the Board shall preside at all meetings of the board of directors. The President shall appoint the members of such committees as set forth by the Board. The President shall be an ex-officio member of all such committees. The President shall further sign such papers as may be required by his or her office or as may be directed by the board of directors. The President shall make such reports and recommendations to the board of directors at any regular or special meetings concerning the work and affairs of the Corporation, as in his or her judgment may be necessary for their information and guidance. The President may require such reports from the Vice-President, Treasurer, and Secretary as in his or her judgment are necessary, and shall perform such other duties as may be incidental to the office.

B. Vice-President: The Vice-president shall preside at the meeting of the Corporation in the absence of the President. The Vice-President shall make such appropriate reports to the Board as are necessary and advisable at the meetings of the Corporation.

C. Secretary:

1. **Book of Minutes:** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office, a copy of the current Articles of Incorporation and Bylaws.

2. **Notices and Other Duties:** The Secretary shall give or cause to be given notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall, keep the documents of the Corporation, if any, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the bylaws.

D. Treasurer:

1. **Book of Accounts:** The Treasurer of the Corporation shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors, such financial statements and reports as are required by law or these Amended Bylaws to be given. The books of account shall be open to inspection by any Director at all reasonable times.

2. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President or Vice-President, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have other powers to perform such other duties as may be prescribed by the Board or the bylaws.

Article VIII

Execution of Contracts and Disbursement of Funds and Distribution of Assets Upon Dissolution

The Board may enter into contracts on behalf of the Corporation and such shall be executed by the

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President or such other officer or officers as may be specifically authorized by the Board. Checks drawn upon any bank account of the Corporation shall be signed by the Executive Director or the Treasurer within monetary limitations as established by the Board. No expenditure by check or otherwise in excess of a sum determined by the Board of Directors may be made without prior two (2) approved signatures. Upon dissolution of the Corporation all assets shall be distributed by the Board as set forth in the Articles of Incorporation of the Corporation.

Article IX Rules and Parliamentary Authority

The Board shall adopt policies and procedures for itself and its committees. All meetings of the Board and of any committee, shall be conducted pursuant to the latest edition of "Robert's Rules of Order" unless otherwise provided by law, by the Articles of Incorporation, bylaws or operating rules of the Corporation.

Article X Executive Director

An Executive Director shall be employed by the Board. Detailed instructions pertaining to the duties, responsibilities, and powers of the Executive Director shall be established by the Board.

Article XI Business Relationships

All potential conflicts of interest, including any business relationships or associations by a board member, staff person, advisory committee member, and/or member of a related family, which provides private or business inurement, must be fully disclosed prior to engagement.

Article X11 Adoption or Amendment by Directors

Bylaws may be adopted, amended, or repealed by approval of 2/3 majority of the Directors of the Corporation.

Adoption of Bylaws

These bylaws have been adopted by the Board of Directors this 15th Day of May, 2018 by a majority of the Board present at a duly constituted meeting thereof at which meeting a majority of the Board then in office, was in attendance as a quorum pursuant to ORS 61.135. These bylaws replace any prior bylaws of the GPMA Corporation.