

**BYLAWS
of the
OURAY COUNTY ARTS ASSOCIATION**

Adopted April 25, 2013

Article I. Name and Purpose

Section I.1: Name

The name of the organization shall be the Ouray County Arts Association, a.k.a. OCAA in this and any other section.

Section 1.2: Purpose

The Ouray County Arts Association is dedicated to providing art shows for the appreciation of the local populace and visitors to the county. OCAA encourages student artists and offers scholarships to deserving seniors in Ouray and Ridgway schools creative contributions. OCAA will strive to provide information about art related events in Ouray County and encourage appreciation, enthusiasm, participation and support of the visual arts. OCAA aspires to encourage local artists by providing a venue for their works.

Article II. Membership

Section II.1: Members

All persons, regardless of race, creed, color, age, religion, sex, or nationality are eligible for membership.

Section II.2: Membership Classifications

There will be six classifications of personal membership: Benefactor, Sponsor, Patron, Family, Individual and Honorary Member; and six classifications of business membership: Business Benefactor, Business Sponsor, Business Patron, Business Associate, Business and Honorary Business.

A. Classification of both personal and business membership, other than Honorary, is based on the donation made to OCAA each year during the membership drive.

1. Benefactor and Business Benefactor: Donations amount to \$300 or more.
2. Sponsor and Business Sponsor: Donations amount to \$150, but less than \$300.
3. Patron and Business Patron: Donations amount to \$75, but less than \$150.
4. Family and Business Associate: Donations amount to \$40, but less than \$75.
5. Individual and Business: Donations amount to \$25, but less than \$40.

B. Honorary Member and Honorary Business membership may be granted by the Board of Directors or by vote of the membership to any person who, or business which, has made a significant contribution to OCAA. Honorary Members/Businesses will have no voting privileges.

Section II.3: Change in Donation Requirements

The Board of Directors (Board) or membership may move an increase or decrease in donation requirements for membership classifications as circumstances may require. A majority of attending membership voting at the Annual Membership Meeting will determine the outcome of such motion, providing a quorum is present.

Section II.4: Active Participation

All members are encouraged to be active participants in OCAA, i.e.: serve as an officer, director, committee members or chairs, aid with the annual Artist's Alpine Holiday and/or Winter Arts and Crafts Festival and any other OCAA activities.

Section II.5 Membership List

The OCAA membership list or any part thereof may not be distributed to anyone or used by any person for any purpose unrelated to a member's interest as a member without the consent of the Board of Directors. It may not be sold or distributed by the Board of Directors for commercial purposes.

Article III. Management of OCAA

Section III.1: Governing Body

The governing body for OCAA will be the Board of Directors. The board members will be the president, vice president, treasurer, secretary and up to and including thirteen directors at large elected from the active members. The Board will exercise all governing powers in accordance with OCAA's bylaws. It shall have the authority to adopt, amend, or modify such standard rules and regulations as it deems necessary for the appropriate management of OCAA, consistent with the bylaws and standing rules adopted by members. OCAA publications and internet site(s) must be authorized by the Board. The authorized number of directors will be a maximum of seventeen (17), or a minimum of nine (9).

Section III.2: Board of Director Meetings

The Board of Directors will meet at times other than the annual Membership Meeting as the Chair deems necessary.

A. Call of Meeting.

The Chair shall call a meeting of the Board when requested to do so by two or more members of the Board, but at a time and under conditions prescribed by the Chair.

B. Regular Board Meetings.

Board meetings will be held throughout the year as necessary to conduct regular business and/or to prepare for art shows and workshops. The Board may change the date, time and location of any meeting, as necessary, but sufficient notice as defined in Section III.7 shall be given. Regular meetings of the Board will be open to all active members. An active member may be included on the agenda if one week's notice has been forwarded to the Chair.

C. Notice.

Except as otherwise required in these bylaws or Colorado statutes:

(i) no notice shall be required for regularly scheduled Board meetings other than an announcement at the preceding Board meeting of any alternate meeting date, time or location;

(ii) actions may be taken at regular Board meetings without specific notice of matters in the ordinary course of business or regularly coming before the Board.

D. Special Meetings.

Special meetings of the Board of Directors shall be preceded by two days notice of the date, time and place of the meeting. Such notice may be given by telephone or in writing by U.S. mail or e-mail except as otherwise provided in these bylaws or by statute, provided that notice given by U.S. mail shall require a minimum of five days notice. Neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in the notice or waiver of the meeting except as provided by statute.

E. Quorum.

A quorum for meetings of the Board of Directors shall consist of a minimum of two-thirds (67%) of the directors.

F. Voting.

A majority vote of the Board, providing a quorum is in attendance, shall determine any action or motion of business at a Board meeting. Board members may vote by written, directed proxies specifying how the proxy is to be voted. Written ballots may be used in votes on bylaw amendments, elections of directors at large, selection of artwork, contested elections of officers or other contested votes and at the discretion of the President and approval by the Board of Directors. All votes must be cast before votes are counted or results disclosed. Ties are to be decided by run-off votes.

Section III.3: Annual Membership Meeting

A. Call of Meeting.

Unless some hardship requires another date, the annual Membership Meeting will be held in November for the purpose of election of officers and directors at large, budget approval for the following year, and other business as deemed necessary.

B. Notice.

The annual Membership Meeting requires written notice to active members within the surrounding counties stating the date, time, and purpose of the meeting. The location shall be the same as the usual meeting place for OCAA if not otherwise stated in the notice.

C. Quorum

A quorum for the annual Membership Meeting shall be the lessor of fifteen (15) voting members or two-thirds (67%) of the directors.

D. Voting

A majority vote of the active members, providing a quorum is in attendance, shall determine any action or motion of business at the annual Membership Meeting. Members may vote by written, directed proxies specifying how the proxy is to be voted. Written ballots may be used in membership votes on bylaw amendments, elections of directors at large, and contested elections of officers or other contested votes and at the discretion of the President and approved by the members. All votes must be cast before votes are counted or results disclosed. Ties are to be decided by run-off votes.

Section III.4: Failure to Fulfill Board Obligations

Any member serving on the Board of Directors who fails to participate actively with Board meetings or meet the requirements of his office may be removed from his position by two-thirds majority vote of the Board.

Section III.5: Vacancy

Any vacancy in officers or directors at large may be filled by majority vote of the Board, constituting a quorum, at any Board meeting. The President and Secretary shall make reasonable attempts to give Board members advance notice that a vacancy will be filled at the meeting.

Section III.6: Powers of the Chair

The Chair of the Board of Directors shall be the chief executive officer of OCAA. The Chair shall preside over all membership and Board of Directors meetings and shall determine the agenda of each. The Chair shall be responsible for the administration of the day-to-day business of OCAA through its officers and committees. She/He may assign duties and distribute workload among board members as discretion dictates. It is the Chair's responsibility to maintain OCAA's purpose and continuously encourage its members toward achievement of new

goals. It is also the Chair's responsibility to insure all reports to the state and the IRS are submitted in a timely manner.

Article IV. Officers

Section IV.1: Officers

Elected Officers of OCAA shall consist of the President, Vice-President, Treasurer, and Secretary.

Section IV.2: Duties and Responsibilities of Officers

A. President

The President is the Chair of the Board of Directors. The President will provide leadership and act with the authority prescribed in the bylaws when directing the affairs of OCAA. She/he shall serve as ex-officio, non-voting member of all committees, except the nominating committee; have the authority to call meetings of the general membership and Board of Directors; preside over all OCAA meetings and set their agenda as deemed necessary for the management of OCAA. The President shall appoint an auditor at the end of each treasurer's term of office.

B. Vice-President

The Vice-President shall perform the duties of the President in her/his absence. The Vice-President shall act as the President's assistant in all activities and have such powers and duties as the Board of Directors and the President may assign her/him.

C. Treasurer

The Treasurer shall have custody of all OCAA funds and maintain accurate and timely accounts of OCAA's financial affairs and transactions. She/he shall deposit all monies and pay debts and other obligations. No unusual disbursements for business shall be made except by order of the Board of Directors or membership at the general meetings. The Treasurer shall prepare the financial records and have them available for Board and general membership meetings. She/he shall be the registered agent of OCAA and shall register the change of agent and address with the Office of the Colorado Secretary of State as necessary to keep the registered information current. The street address of the registered office shall be the residential street address for the registered agent, and the mailing address of the registered office shall be the post office box of OCAA. The Treasurer shall have such additional powers as the Chair of the Board of Directors may assign her/him.

D. Secretary

The Secretary shall keep the minutes of all meetings of the Board of Directors and of the general membership meetings and maintain accurate records of all OCAA business. The Secretary shall have such powers and duties as the President and the Board of Directors shall assign her/him. The Secretary shall keep a separate record of standing rules enacted by the Board of Directors and active members defining and fixing the procedures authorized by the bylaws.

Article V. Elections and Terms of Officers and Directors

Section V.1: Nomination and Election of Officers and Directors at Large

The Chair of the board shall appoint the chair of a nominating committee, which chair and committee members shall all be active members. The committee will present its list of nominations for the Board of Directors for the following year to the Board and general

membership at the earlier of the October meeting or not less than thirty (30) days prior to the annual business meeting. The list shall include not less than one qualified candidate for each officer's and board position. The officers and Board shall be elected from those nominated by the committee and/or nominated from the floor. Each candidate having a majority vote of attending members shall be elected to office or to the Board of Directors.

Section V.2: Qualification Requirements

The President shall have been an active member of OCAA for no less than one year prior to the beginning of her/his term.

Section V.3: Terms and Term Limits for Officers and Directors at Large

The term for the Officers and Directors at Large shall be one calendar year to begin January 1 following the election, and end December 31 of that year. The Directors at Large and officers may succeed themselves without limit.

Article VI. Committees and Coordinator Positions

Section VI.1: General

Determined by the needs of OCAA, committees and/or coordinator positions may be created at the discretion of the President and Board of Directors. Such committees and coordinator positions may be dissolved by the officer creating them or the Board of Directors. Committee chairs and coordinator positions will be appointed from the membership by the President, all appointments being from volunteers when possible. The chair of each committee may appoint members from the general membership of OCAA to serve on the committee. Terms for committee members, committee chairs and coordinators are from appointment to dissolution or appointment of another. All positions with OCAA are understood to be voluntary, and no one shall be appointed to a position without his/her affirmative consent. Committee chairs and coordinators will submit budget requests and proposals to the Board of Directors.

Section VI.2: Show Chair/Registrar

A Show Chair/Registrar shall be appointed and act as exhibition chair. She/he shall have the responsibility of organizing the Artist's Alpine Holiday and Winter Arts and Crafts Festival and shall provide updated reports on the progress of his/her action or committee action at each Board of Directors' meeting and general meeting.

Article VII. Exhibitions and Workshops

Section VII.1: Annual Exhibition, The Artist's Alpine Holiday

It is OCAA's intention to hold one competitive exhibition annually. This will be a juried exhibition, held at the Ouray Community Center, at such date, and at such times as the Board of Directors may prescribe, but generally falling in the first week of August. No person designated to act as Judge may enter any artistic work for competition in such exhibition.

Section VII.2: Other Exhibitions

The Board of Directors may organize such other exhibitions as it has means to support. An annual Winter Arts and Crafts Festival shall be conducted the weekend of Valentine's Day, when necessary funds and personnel support are available.

Section VII.3: Exhibition Fees

OCAA shall charge entry fees to help defray exhibition expenses. Such fees and/or exemptions shall be set by the Board of Directors. Members in good standing shall benefit from reduced entry fees.

Section VII.4: Workshop Fees

At the discretion of the Board of Directors, OCAA may subsidize sponsored workshop fees for current active members in good standing. The Board will determine the workshop fees and amount of subsidies, if any, upon due consideration based on the fees requested for each workshop prior to the scheduling and commencement of same.

Article VIII. Amending the Bylaws

Any member or member of the Board of Directors can present a proposed bylaw amendment. The bylaws may be amended or repealed at any Board meeting or annual Membership Meeting of OCAA by the affirmative vote of two-thirds of the members provided a quorum is in attendance and that at least twenty (20) days, but not greater than sixty (60) days, prior to such meeting, written notice of the proposed amendment or repeal has been given electronically or by first-class mail mailed to each voting member of OCAA. At such meeting any voting member may vote by written proxy. The effective date of Bylaw changes will be at the beginning of the calendar year or such earlier date as determined by the Board.

Article IX. Language

Words of one gender may be construed as denoting another gender, if appropriate.

Article X. Adoption of Bylaws

These foregoing pages, numbers 1-6, constitute the Bylaws adopted by the Board of Directors at a meeting of the Board and approved by a two-thirds vote of the Board quorum at the April 25, 2013 Board meeting, and by a two-thirds vote of active members attending that same meeting.

OURAY COUNTY ARTS ASSOCIATION

_____ President

_____ Secretary