

**BYLAWS
CACTUS WREN CREATIVE ARTISTS**

ARTICLE I. NAME

The name of this non-profit club shall be Cactus Wren Creative Artists.

ARTICLE II. PURPOSE

The purpose of this club shall be to stimulate interest in, and appreciation for, the art of decorative painting.

ARTICLE III. BASIC POLICIES

- A. To establish in our club an ethical code of behavior which will promote the climate of friendship, courtesy and mutual consideration among members and teachers.
- B. The name of the club or the names of any members in their official capacities shall not be used to promote or endorse any commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the object of the club.

ARTICLE IV. MEMBERSHIP AND DUES

- A. Membership in Cactus Wren Creative Artists is open to persons who in accepting membership, agree to be bound in all things not contrary to law and these Bylaws.
- B. Non-member guests may visit this club as specified in the Standing Rules.
- C. Membership dues shall be determined only by vote of the membership, and the amount stated in the Standing Rules.
- D. Membership dues shall be paid annually on a calendar year basis. Dues for the ensuing calendar year are payable October 1 and delinquent January 1. New members joining during the months of June through September will pay one-half the annual dues as stated in the Standing Rules.

ARTICLE V. MEETINGS

- A. Regular meetings of this club shall be as stated in the Standing Rules. Meetings, elections and voting may be in person or by electronic means as decided by the Board.
- B. The Board of Directors shall have authority to change dates of meetings, and set places and times for meetings, provided sufficient notice is given to members.
- C. A quorum shall consist of not less than one-fourth (1/4) of the membership.
- D. The privilege of holding office, making motions, debating and voting shall be limited to members in good standing for the current calendar year.

ARTICLE VI. ELECTED OFFICERS

- A. The elected officers of this club shall be President, Vice-President/President Elect, Second Vice-President, Secretary and Treasurer.
- B. Qualification and Terms of Office.
 - 1. Officers shall have been members in good standing for not less than one year.
 - 2. The term of office shall be for one year. No officer may hold the same office for more than two consecutive full terms, with the exception of Treasurer. In the event there are no “qualified” candidates, the Treasurer’s term may continue. No officer may be Committee Chairman during term of office unless waived by membership vote.
 - 3. Candidates for the office of Treasurer must have bookkeeping experience and proficiency in computerized spreadsheets, (i.e., Excel)
- C. A vacancy of the office of President shall automatically be filled by the Vice President/President Elect. They will then complete their elected term.
 - 1. A vacancy in any office, except that of President, shall be filled by the Board of Directors. A Vice President/President Elect so selected shall not succeed to the office of President except by election.

ARTICLE VII. DUTIES OF OFFICERS

- A. **President:** The President shall preside at all of the meetings of the members and Board of Directors, shall be a member ex-officio of all committees, with the exception of the Nominating Committee; shall sign all checks in the absence of the Treasurer, and shall perform such other duties as usually pertain to the office of President. The President shall sign all legal documents.
- B. **Vice President/President Elect:** The Vice President/President Elect shall act in the absence of the President; shall serve as the Coordinator of Membership being the liaison between the Board and the Membership Committee; shall perform such other duties as may be assigned by the Board of Directors; shall succeed to the office of President in the event of a vacancy in that office.
- C. **Second Vice President:** The Second Vice President shall serve as Coordinator of Programs being the liaison between the board and the Program Committee.
- D. **Secretary:** The Secretary shall record minutes of all meetings of the club and the Board of Directors. These minutes shall be kept electronically which are the property of the club and shall be a complete and clear record of activities including the Treasurer's Report and all correspondence of the club. Three electronic copies shall be kept, one each, with the Secretary, President and Treasurer. Changes to the Standing Rules shall be kept up and available to the membership at all times.
- E. **Treasurer:** The treasurer shall receive all monies of the club and keep a permanent, accurate record of receipts and expenditures. No check shall be signed by the person to whom it is written. The Treasurer will pay all approved bills; present a statement of account at every meeting of the club; an interim financial report when requested by the Board; and prepare a complete annual report.

ARTICLE VIII. PARLIAMENTARIAN

The President may appoint a Parliamentarian who may attend both Board and club Meetings, but shall not be a voting member of the Board. The Parliamentarian shall ensure adherence to these Bylaws and shall assure the President of a quorum.

ARTICLE IX. BOARD OF DIRECTORS

- A. The Board of Directors shall consist of the elected officers.
- B. Duties of Board of Directors: The Board shall transact necessary business in the intervals between club meetings; shall approve the plans of the Standing Committees; shall prepare and submit to the club for approval an annual budget by the second meeting of the year; shall approve routine bills within the limit of the budget; review all unbudgeted expenses and make recommendations to the club as specified in the Standing Rules regarding payment.
- C. Meetings of the Board of Directors shall normally be held prior to the regular club meetings. A majority shall constitute a quorum. Special meetings of the Board may be called by the President or shall be called by the President upon written request of two or more members of the Board provided four days notice has been given to all Board members.
- D. Cactus Wren Creative Artists Board, Executive Session: An Executive Session of the Board may be called by the President or upon the majority vote of the Board members under the following circumstances; to discuss or act on member/membership issues or address such other matters as the Board deems appropriate.
- E. An Executive Session may be called during a normal Board meeting or at a time convenient for all involved. The use of Executive Session is to create a forum for thoughtful discussion and strict confidentiality.

ARTICLE X. FINANCES

- A. The financial records and the budget shall be kept on a calendar year basis from January 1 to December 31.
- B. The budget shall be presented by the second meeting of the year and approved within the first quarter of the year.
- C. The Board of Directors, upon recommendation of the Treasurer, shall designate all financial institutions which shall be the depository of the club funds. Signature cards shall be executed by the President and Treasurer.
- D. To ensure that accounting procedures are accurate, consistent and current, a year-end audit of the Treasurer's records shall be performed by an Audit Committee designated by the Board.

ARTICLE XI. COMMITTEES

- A. **Standing Committees.** Standing Committees in addition to the Nominating Committee shall be Membership, Paint-Ins and Seminars.
 - 1. Standing Committees may be created as deemed necessary to promote the objectives and interests of the club and shall be accountable to the Board of Directors. Chairmen shall be appointed by the President.
- B. **Special Committees:** Special Committees may be created at the discretion of the President, with the approval of the Board. The duties of any special committee shall be stated upon their appointment and such committee shall cease to exist when their final report is accepted or adopted.
- C. No committee work or monies expended shall be undertaken without the approval of the Board of Directors.

ARTICLE XII. NOMINATIONS AND ELECTIONS

- A. **Nominations:**
 - 1. The Nominating Committee, shall be appointed by the President, with the approval of the Board of Directors. The Nominating Committee shall be appointed at least two months before the meeting at which elections will be held.
 - 2. The Nominating Committee shall prepare a slate for the election of officers of not less than one candidate for each office and shall submit it to the members at least two weeks prior to the meeting at which elections will be held, either through means of the club newsletter or a special mailing/emailing.
 - 3. There shall be a provision for nominations from the floor for each office at the meeting at which elections are held provided that prior consent of nominee has been obtained
 - 4. A member of the Nominating Committee may become a candidate without resigning from the Committee.
- B. **Elections:**
 - 1. Elections shall be held in the fall of the year, in the month as designated by the Standing Rules.

2. Officers shall take office January 1 and hold office for their elected term. Installation may be held at the convenience of the club.
3. A majority vote is required to elect. If there is more than one candidate for office, voting shall be by written or electronic ballot as decided by the Board.

ARTICLE XIII. AMENDMENTS

- A. Proposed amendments to the Bylaws shall be submitted in writing to the President for review and by the Board of Directors.
- B. These Bylaws may be altered or changed by a two-thirds vote of the members present at a meeting at which a quorum is present, provided that the proposed changes have been presented in writing to the members at least two weeks prior to the meeting at which voting takes place.
- C. If, at two consecutive meetings a quorum has not been present, these Bylaws can be changed upon written ballot of the members, provided that a majority of the members return the written ballot.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Roberts Rules of Order, Newly Revised, shall be the parliamentary authority for all matters not in conflict with the Bylaws.

ARTICLE XV. DISSOLUTION

In the event of dissolution of the club, all liabilities of the club shall be paid, satisfied, and discharged, or adequate provision made therefore. Assets may be disbursed at the discretion of the majority of the remaining members. All remaining funds in the treasury at the time shall be given to a charity of choice voted on and approved by the majority of the remaining members.

October 22, 2022