

DESERT ART CENTER, INC.
Of Coachella Valley, California
BYLAWS
with Amendment #1

ARTICLE I - NAME AND-MISSION

- A. The name of the corporation shall be the Desert Art Center, Incorporated, of Coachella Valley. (DAC)
- B. The Mission of the Desert Art Center, a community art resource, is to stimulate, educate, and nurture the visual arts of the Coachella Valley through a collaborative effort of membership programs, art education, and gallery space for emerging and established artists.
- C. The DAC is organized exclusively for charitable and educational purposes, within the meaning of Internal Revenue Code 501(c)(3).

ARTICLE II - PRINCIPAL OFFICE

- A. The principal office of the DAC is hereby fixed and located at Palm Springs, California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the County of Riverside. Any such change shall not be considered an amendment to the Bylaws.

ARTICLE III - MEMBERSHIP

- A. Anyone is eligible to join the-DAC who has the same interests as the corporation-and upon payment of appropriate dues.
- B. Membership in the DAC shall have the following classifications:
 - a. Regular Member.
 - b. Gallery Member holds the privilege to display artwork upon acceptance through the jury process.
 - c. Life Member is awarded by the Board of Directors.
- B. Memberships-shall not be transferable.
- C. Member Dues:
 - a. The Board of Directors shall have the exclusive power to set the annual membership dues for Regular and Gallery Members, with the dues increase not to exceed 20% of the previous dues.
 - b. Life Memberships receive all member benefits with no further dues.
- D. Members delinquent on payment of dues shall forfeit privileges of holding office, displaying in the Gallery or voting. Dues are payable by January 1 of each year. If not paid by February 1, they shall be considered delinquent.
- E. Membership Meetings:
 - a. General Membership Meetings shall be held a minimum of two times a year, one of which one shall be in the Fall and one in the Spring. The location and specific date and time of General Membership meetings will be scheduled by the Board of Directors.
 - b. During the General Meeting the members shall have the right to vote on the following matters only:
 - i. Election of the Officers as defined in Article VI.

- ii. The approval of any amendments to the Bylaws as described in Article XII.
- c. Fifteen percent (15%) of the membership shall constitute a quorum of the general meeting of the-DAC. In order to achieve a quorum for a membership meeting, a member may submit a proxy to the Board of Directors, five days prior to the meeting, designating a board member to vote for them. Proxy forms will be sent to all members with the announcement of all General Meetings a minimum of fourteen (14) days prior to the meeting.

ARTICLE IV - BOARD OF DIRECTORS

- A. The Board of Directors, (the Board) shall not be less than seven (7) members nor more than fourteen (14) members and shall consist of the Executive Committee, as described in Article V, and the chairs of Standing Committees as described in Article X.
- B. The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations of the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation.
- C. Members of the Board shall be committed to the mission of the DAC and are active paid up members.
- D. A Board Member's term shall be for two years. There shall be no limits to the number of terms a Board Member may serve. Renewal of a Board Member's term shall be with the agreement of the Board Member and with the approval of a majority of the Board.
- E. Vacancies shall exist on the expiration of term, dismissal, death or resignation of a Board Member. The Board shall fill any office vacated for the remainder of the term.
- F. The Board shall have the exclusive power to suspend or cancel membership in the Desert Art Center, Incorporated.
- G. Only Board members are entitled to vote at Board Meetings.
- H. The full Board may overrule or override any actions taken by Executive Committee of the Board on its behalf by a vote of two-thirds (2/3) of those Board members present at the next regular monthly Board Meeting.
- I. Board will meet monthly at a time and location established by the Board at the last Board Meeting of the fiscal year. Special meetings may be called by the President when needed. The majority of Board members of the Board will count as a quorum of the Board.
- J. Members of the DAC may attend meetings of the Board with the approval of the Board of Directors, but may not vote.
- K. Conflict of Interest:
 - a. No member of the Board, or of any committee, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the DAC. Each individual shall disclose (annually, by signing a Conflict of Interest Policy form, and verbally when immediately relevant) any personal interest, which he or she may have in another matter pending before the DAC and shall refrain from participation in any decision on such matter.
 - b. Any member of the Board, or of any committee, who is an officer, board member, committee member, or staff member of a borrower organization or a loan applicant agency, shall identify his or her affiliation with such agency or agencies; further, in connection with any Board action specifically directed to that agency, he/she shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the rest of the full Board.

- c. All members of the Board, and members of all committees, shall refrain from obtaining any list of DAC members for personal or private solicitation purposes.
- L. Confidentiality Policy:
 - a. Board Members have an obligation to maintain the confidentiality of Board, corporate, employee and member information in accordance with applicable ethical and legal standards. Board Members shall use confidential information only as needed to perform legitimate duties as a Board Member affiliated with the DAC.

ARTICLE V - OFFICERS

- A. The elected officers, of the Desert Art Center, shall be known as the Executive Committee and shall consist of the President, Vice-President, Secretary, Treasurer, and *Resource Development/Fundraising Chair. (amendment #1)*
- B. The term of elected officers will be two years. An elected officer may be elected for additional terms.
- C. The President shall be chair of Board and shall preside at all regular and special meetings; appoint chairs of the standing committees, with assistance and ratification of the Board; shall be an ex-officio member of all committees except the Nominating Committee as described in Article VI.
- D. The Vice-President shall assist the President and preside in the absence of the President.-
- E. The Secretary shall record the minutes of the DAC at any official meeting including full Board meetings, Executive Committee Meetings and General Member Meetings; shall have charge of all minutes belonging to the DAC and shall provide a copy of any minutes to the Board within fourteen days after each meeting. The Secretary shall handle designated correspondence of the DAC; shall keep on file all assigned communications received and of all assigned letters sent; shall give all notices required or permitted by the Bylaws;
- F. The Treasurer shall coordinate the receiving and depositing of all monies in the bank designated by the Board, and keep a record of all receipts and disbursements, and make a monthly and annual report to the DAC in writing. The Treasurer shall be chair of the Finance Committee as described in Article VII. The treasurer shall insure that all payments are made within the budget and expenditures outside the budget shall require the approval of the Executive Committee in advance of the expenses being incurred.
- G. *The Resource Development/Fundraising Chair shall oversee all DAC fund raising activities. (amendment #1)*
- H. Each member of the Executive Committee must actively participate as a member of at least one Standing or Ad Hoc committee as described in Article VII.
- I. The duties of the Executive Committee are:
 - a. Take necessary action for the proper functioning of the DAC in between the regular Board Meetings
 - b. Arrange for special Board meetings, when deemed necessary or appropriate, to discuss and act on agenda items that cannot be incorporated into a regular meeting agenda because of time constraints.
 - c. Authorize expenditures, outside the budget, without consent of the full Board, not to exceed \$500 between regularly scheduled Board Meetings, for the proper functioning of the DAC.
- J. The Executive Committee may, without modification to these By-Laws, enter into contract with person or persons to manage the Corporation.
- K. All members of the Board may attend an Executive Committee meeting, however, those not on the Executive Committee may not vote.

ARTICLE VI – ELECTIONS

- A. A Nominating Committee shall be appointed by the Board in the Fall of each odd numbered year to select members for the elected offices. The committee shall consist of:
 - a. Two (2) Board Members excluding the president
 - b. One (1) non Board Member
- B. The Nominating Committee shall notify the membership one month prior to presenting the candidates for office who have consented to run for office and are eligible to serve
- C. The Nominating Committee shall present the candidates for each office who have consented and are eligible to serve at the Spring General Membership meeting. Nominations may also be made from the floor. Nominations from the floor must have the advance approval from the person(s) being nominated. Voting will take place at the Spring General Membership meeting and only require a majority vote of valid members attending the meeting.
- D. The newly elected officers shall be installed and take office at the May Membership Reception.

ARTICLE VII - COMMITTEES

- A. Each Standing Committee Chair must be a member of the Board of Directors. An elected officer of the Board may be named to a Committee Chair position or a Committee Chair may be elected to the position and to the Board by a majority of the existing Board Members. Committee Chair elections shall take place in odd-numbered years. The term of the Committee Chair shall be for two years since he/she is serving as a Board Member. There shall be no limits to the number of terms a Committee Chair may serve. Renewal of a Committee Chair's term shall be with the agreement of the Committee Chair and with the approval of a majority of the Board. Vacancies in a Committee Chair position shall be handled in the same manner as stated in Article IV, Section E.
- B. Each Standing Committee Chair shall be a member of the Board of Directors.
- C. Art Enrichment Committee shall be responsible for scheduling all DAC programs (demonstrations, speakers etc.) for the DAC outreach program and responsible for all public meetings.
- D. DAC Adult Class Coordination Committee shall oversee and coordinate all aspects of managing Art Classes offered by the DAC including establishing class schedules and locations, Instructors Bios, and making recommendations to the Board of new classes.
- E. The Events Committee shall coordinate refreshments, set-up and clean-up for all gallery openings, and other DAC events.
- F. Finance Committee shall establish and monitor the DAC annual budget and maintain the DAC Financial Procedures Manual.
- G. Gallery Coordination Committee shall coordinate all gallery shows including art intake, hanging and display of Art, and removal of Art; and shall maintain and make recommendations to the Board on the Gallery Procedures Manual.
- H. Membership Committee Chair shall:
 - a. Be in charge of handling all paperwork on new members, issue bills for membership dues and maintain and update the membership directory with current dates, names, addresses, phone numbers, e-mails, etc. of all members.
 - b. Lead the new member orientation sessions.

- I. Promotion Committee shall be in charge of all promotion and publicity for the DAC. All promotional information on DAC events shall be cleared by this committee.
- J. *The Member At Large shall represent the general membership on issues of interest or concern, particularly those that arise outside of the Standing Committee structure. (amendment #1)*
- K. School Outreach Committee shall coordinate the DAC's relationship to the public schools, develop outreach programs to the school, oversee the Student Art Show and oversee the DAC Scholarship program and make recommendations to the Board on the distribution of the DAC Art Education Fund.
- L. Volunteer Coordination Committee shall oversee the volunteer gallery representatives working in the gallery.
- M. AD Hoc Committees may be set up by the Board for special or limited events, but the chairs of AD Hoc Committees shall not serve on the Board but will report to the Board when requested. AD Hoc Committees include, but are not limited to the following:
 - a. Art Fair: shall coordinate the DAC annual weekend Art Mart or Fair
 - b. Annual High School Art Show: Coordinate with the Palm Springs Unified School District for gallery show of high school art
 - c. The History Committee Chair shall compile an accurate record of the work and activities of the DAC annual booklets, advertisements, photos of activities, etc. A yearly report shall be presented to the Board at the final Board meeting of the fiscal year.

ARTICLE VIII - CONTRACTS & LIABILITIES

- A. Contracts or indebtedness made or entered into by any of the officers of the Desert Art Center Incorporated shall not be valid without the previous authorization or subsequent ratification of the Executive Committee, and shall be reported to the members at the next succeeding monthly meeting.
- B. No member of the Incorporation, either regular or otherwise, shall be personally liable for any debts, liabilities, and/or obligations of this Incorporation.
- C. The DAC shall maintain General Liability Insurance and Directors and Officers (D&O) Insurance policies.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

- A. The Desert Art Center shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, and in accordance with that law, indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceedings arising by reason of the fact that any such person is or was an agent of the corporation. For purposes of this section an "agent" includes any person or organization that is or was a Board Member, Executive Director, employee, or other agent of the corporation.
- B. The Corporation may, to the maximum extent permitted by California Nonprofit Public Benefit corporation Law or the Employee Retirement Income Security Act (EIRSA), purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability.

ARTICLE X - GENERAL RULES

- A. The fiscal year of the Incorporation shall be July 1 to June 30 each year.
- B. Audits shall be made at the discretion of the Board whenever they may deem it necessary in compliance with any legal requirement, but not less than every two years.
- C. All question of order not provided for in the by-laws shall be decided by the most recent addition of Roberts' Rules of Order.

ARTICLE XI - DISSOLUTION

- A. In the event of the dissolution of the corporation, after paying or providing adequately for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund , foundation or corporation which shall be selected by the Board of Directors; which select fund, foundation or corporation shall be operating in the County of Riverside, California , for charitable or educational purposes and which has established its tax exempt status 501(c)(3) of the Internal Revenue Code.

ARTICLE XII - AMENDMENTS

The Board of Directors may propose amendments to these Bylaws. Such amendments must be sent to all members of the DAC, a minimum of 14 days prior to a regular or special General Meeting. Approval of the proposed amendment will require a two-thirds (2/3) majority vote of those members present at that meeting of the corporation.

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Approved: October 12, 2013 @ Fall General Meeting

Brad Zylstra
Chairman of the Board of Directors

Susan Smith Evans
Secretary of the Board of Directors

Amendment #1: Approved April 21, 2018 @ Spring General Meeting

Ian Cooke
Chairman of the Board of Directors

Marilyn Froggatt
Secretary of the Board of Directors