

Article 1: San Francisco Women Artists is a nonprofit arts organization whose mission is to promote and encourage women artists.

Section 1: The name of the organization shall be San Francisco Women Artists, or in its abbreviated form; S.F.W.A.

Section 2: The nonprofit organization incorporated under the laws of the state of California and is organized primarily for the further development of women in the visual artists, art related charities and educational purposes.

Article 2: MEMBERSHIP

Section 1: Classes of Membership

The membership shall consist only of the members of the Board of Directors, Artist Council and a break down of membership types: General Membership, Artist Membership, Honorary, Patron, and Student.

GENERAL MEMBERSHIP

1. A candidate for GENERAL membership may be anyone interested in the aims of S.F.W.A

ARTIST MEMBERSHIP

2. Open to any San Francisco Bay Area artist who wishes to submit work to be juried or approved into SFWA's outside exhibition opportunities.

HONORARY MEMBERSHIP

3. An HONORARY member may be anyone who is eminently distinguished in the Arts or who has rendered outstanding service to S.F.W.A.

STUDENT MEMBERSHIP

4. Open to any San Francisco Bay Area artist, 18 years or older, enrolled in an accredited art school, fulltime. Must be approved by SFWA board prior to acceptance.

PATRON MEMBERSHIP

5. Open to anyone who contributes to SFWA through a higher level of financial support.

Section 2: Admission to Membership

ADMISSION FOR MEMBERSHIP

1. All applications for membership must be made in writing on the prescribed form accompanied by payment of one year's dues plus application fee. Names of the new members shall be announced in the Bulletin. A copy of the constitution and By-Laws shall be available on request.

APPLICATION FORMS FOR MEMBERSHIP

2. Application forms shall afford space for full name, address and telephone number of the applicant and information on training, experience, and interests. exhibitions, awards conferred and any other pertinent information. The application form shall include basic information on privileges and responsibilities of membership.

ADMISSION FOR HONORARY MEMBERSHIP

3. Any member for any individual may propose honorary membership to the board. Upon Approval, the new Honorary Member shall be notified in writing and the name of the member announced in the bulletin.

REINSTATEMENT

4. Any member, having resigned from S.F.W.A or having been dropped from the roster as the result of non-payment of dues, is eligible for reinstatement. Application must be made in writing and accompanied by one year's dues and application fees.

DELINQUENT MEMBERS

5. Members shall be billed annually for dues at least one month before payment is due. Members shall be declared delinquent and dropped from membership if they fail to make payment within the time specified by the board. Fees received later than 30 days shall be subject to a "late fee". This fee amount shall be determined by the board.

Section 3: Privileges and Responsibilities

PRIVELEDGES OF MEMBERSHIP

1. Artist, General, and Patron Members may: a) attend and vote at any General meeting b) attend critiques, classes and other SFWA functions, c) receive a bulletin and d) have access to any other SFWA benefits. Both General and Artist Members are eligible for the Board and all other organizational positions. Only General and Artist Members are eligible for Membership on the Artist Council.
2. Student and Artist Members have the privilege of submitting work to a juried SFWA exhibit or screening. Such work must be original and not be done under supervision. Membership does not imply automatic acceptance of work in any show and the word of the jury is final. There will be one non-juried show pre-approved by Board.
3. Honorary members shall receive the bulletin and may attend General meetings with the right to vote. No dues shall be assessed against any Honorary member.
4. The dues must be kept current as determined by the Board. The privilege of submitting work for exhibition requires active participation as defined by the board and/or in lieu fee. Membership does require gallery/exhibition staffing as needed.

ARTICLE 3- ANNUAL MEETINGS

GENERAL MEETINGS

1. Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. There will be at least (3) but no more than four regularly scheduled business meetings per year. Each meeting may include a program and/or social event as well as the following designated organized business:

- OCTOBER** Nomination and election of the Nominating Committee. Annual Reports
- APRIL** Nomination and election of the Artists Council and Board. Installation of new Board and Officers.
- JANUARY** Business Update

**GENERAL MEETING
CONTINUED..**

2. The Board may decide other programs, meetings and social events. Selection of the time and place of such meetings shall also be the Board's responsibility. All meetings are open to the General membership. Guests may attend the program/social section of the meeting.

**ARTIST COUNCIL
MEETINGS**

3. The Artist Council shall hold regular meetings once a month. Time and place of such meetings are to be determined by the Artist Council.

**BOARD OF DIRECTOR
MEETINGS**

4. The Board of Directors shall hold a regular meeting once a month. The President shall set a regular time and place for the meetings. The President with reasonable notice may call special meetings of the Board of Directors including executive sessions. Any member may audit a regular Board Meeting.

QUORUM

5. For regular and special meetings of the General membership no quorum is required; a simple majority of members present is required to pass any measure. For the Artists Council 5 members constitutes a quorum; when a quorum is present a simple majority is required to pass any measure. For the Board of Directors, 5 members constitute a quorum; when a quorum is present a simple majority is required to pass any measure.
6. The Constitution and Bylaws may be suspended for one meeting at a time by a unanimous vote of the voting members present

ARTICLE 4 – Committees

Section 1. Types of Committees:

There are two types of committees: appointed and elected.

Section 2. Appointed committees:

Appointed committees are to be determined by the Board as needed.

Section 3. Elected Committees:

There are two types of elected committees: the Nominating Committee, The Artist Council. The Board may create committees as needed, etc. The President will appoint all committee chairs with the assistance and approval of the Board.

BOARD COMMITTEE

1. Board: elected officers of the organization, whom shall govern the affairs and establish the policies of S.F.W.A The Board shall have the power to construe the provisions of the Constitution and Bylaws.
2. The Board shall monitor, guide and disperse the financial aspects of the organization. The Board is responsible for overall policy and direction of the Artist Council, and delegate's responsibility for day-to-day operations to the different committees.
3. The Board receives no compensation other than reasonable expenses.
4. Each chair/Director may appoint as many committee members as necessary to carry out the functions of the committee.
5. The Board shall have up to 10 and not fewer than 7 members. The jobs are as follows:

President.

1. The President shall supervise the Organization's activities and carry into effect the decisions of the Board. The President shall preside at all meetings of the Organization, both General and Board.
2. The President shall appoint chairmen and members of all Committees except where otherwise stated.
3. The President shall sign all written contracts or obligations of the Organization pending Board approval.
4. The President shall function as ex-officio member of all committees except the Nominating Committee; make a report at the October General Meeting of the progress of the Organization during the past year with recommendations for the coming year; and may have such other powers and duties as the by-laws may direct. The President shall carry out the duties of the office in such a way as to promote the effective operation of the Organization.
5. The President may serve two consecutive year long terms and is eligible for re-election after two years absence from the office.
6. The President may sign checks, contracts, and obligations authorized by the Board. The President shall be bonded as provided in Article 6..
7. The President may invite members or non-members to Board meetings.

Vice President.

1. The Vice President is responsible for duties or special projects as may be prescribed by the President and/or SFWA Board of Directors.
2. In the absence or disability of the President, the Vice President shall perform all duties of the President, which shall have the same validity and binding effect as if done by the President.
3. The Vice President may sign checks and must be bonded as provided by Article 6.

Exhibitions Director.

1. The Exhibitions Director shall be responsible for the successful development and implementation of exhibits sponsored by the Organization including acting Board representative for the Artists Council and all outside exhibit activities.
2. In the absence or disability of both the President and Vice President, the Exhibitions Director shall preside.

Communications Director.

1. The Communications Director is responsible for the coordination and successful implementation of publicity for the organization's exhibits and activities, marketing projects, the members Bulletin and content updates for website.

Membership Director.

1. The Membership Director shall manage and coordinate all Organization members administration including but not limited to registering new and renewing members, assigning members to volunteer duties, new members

welcome activities, and maintenance of the membership database information.

2. The Membership Director shall be responsible for providing the Exhibitions Director a list of eligible members for any given Organization activity.

Treasurer.

1. The Treasurer shall act as custodian of all funds of the Organization; shall keep the funds of the Organization in financial institutions approved by the Board; shall pay or manage the payment of all bills as authorized by the Board; shall submit a financial report at each Board meeting and submit an annual financial report at the end of the year; and shall be accountable to the Board for all funds of the Organization. In the absence or disability of the Treasurer, the assistant treasurer shall act as treasurer.
2. The Treasurer is chair of any Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income.
3. All checks drawn over a certain amount (as determined by the Board) shall require the signatures of any two of the three following: President, Vice president or Treasurer.
4. The Treasurer shall keep books of accounts of all funds received and disbursed. The books shall be accessible at all reasonable times to members of S.F.W.A.
5. The Treasurer must serve on any committee having to do with finances.

Assistant Treasurer.

1. In the absence or disability of the Assistant Treasurer, the President shall act as Assistant Treasurer.
2. The Assistant Treasurer is responsible for duties or special projects as may be prescribed by the President and/or SFWA Board of Directors.

Recording Secretary.

1. The Recording Secretary shall attend all General Meetings of the Organization and of the Board of Directors. The Recording Secretary shall keep a full and correct record of the proceedings of these meetings and forward to the President a copy of Board minutes at least one week before the next Board meeting.
2. The Recording Secretary shall file a copy of all proceedings, send a copy to bulletin editor and file any relevant papers in such a way to be available to the membership.

Correspondence Secretary.

1. The Correspondence Secretary shall be responsible for all external communication required of the organization, such as thank-you letters to donors and sponsors.

2. In the absence or disability of the Recording Secretary, the Correspondence Secretary shall act as Recording Secretary.

Parliamentarian.

1. A Parliamentarian shall attend all general and Board meetings. The Parliamentarian shall be responsible for ensuring that the organization is abiding by the By-Laws, the S.F.W.A Constitution, the corporate requirements of operation and the Robert's Rules of Order.
2. The Parliamentarian may vote at General meetings but may not vote at Board meetings.

REPLACEMENT OF ABSENT MEMBERS

1. When a vacancy on the Board exists, the Recording Secretary and in her absence the Correspondence Secretary, may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

RESIGNATION, TERMINATION AND ABSENCES.

1. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if she/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

NOMINATING COMMITTEE

1. A three member Nominating Committee shall be elected by ballot at the October General Meeting. Nominations for membership on the Nominating Committee shall be made from the floor. No name may be placed in nomination without permission of the nominee. The three candidates receiving the greatest number of votes shall be declared elected.
2. This committee shall meet on a regular basis from the time of their election to seek, select and nominate a slate of officers and Directors of the Board and Artist Council for the forthcoming year. At the President's request they shall assist the President in finding the chairs for appointed committees and filling vacancies.
3. The slate selected by the Nominating Committee shall be presented to the membership in writing by January's General meeting. Nominations for alternatives for any position on the slate presented by the committee may be made from the floor at the April General meeting provided that the person nominated from the floor agrees to the nomination in writing. Election shall be done by written ballot when more than one person is nominated for any position; otherwise election may be by voice.
4. Members of the Nominating Committee may not serve for two consecutive years.

Artist Council Chairs

1. The Artist Council Co-Chairs shall share supervision of the Artist Council's activities and carry into effect the decisions of the Artist Council and the organization's Board (as represented by the Exhibition Director).

2. The Artist Council Co-Chairs shall share in presiding at all meetings of the Council, appoint Program Coordinators, Show Chairs, and members of all Committees except where otherwise stated; communicate and get prior approval for any written contracts or obligations of the Organization; shall function as ex-officio member of all Council committees; make a report at the October General Meeting of the progress of the Council during the past year with recommendations for the coming year; and may have such other powers and duties as the by-laws may direct.
3. The Artist Council Co-Chairs shall carry out the duties of the office in such a way as to promote the effective operation of the Council and the Organization.

Exhibition Coordinator

1. The Artist Council Exhibition Coordinators shall share in the securing, coordinating, and implementing of outside exhibition opportunities.
2. The Exhibition Coordinators shall assign all necessary sub-committee positions and ensure that all members participating in the event are fulfilling their required duties to volunteer to ensure the exhibit is a success.
3. The Artist Council Co-Chairs and ultimately the Board's Exhibition Director are responsible for resolving any inconsistencies and disputes for all exhibition events.

Art Fair Coordinator

1. The Artist Council Art Fair Coordinators shall share in the securing, coordinating, and implementing of outside art fair opportunities.
2. Art Fairs will have no jury process and the Art Fair Coordinators will act as Screeners, to make sure entries meet a certain level of quality requirement by our organization to be included in an Art Fair that S.F.W.A. is sponsoring.
3. The Artist Council Co-Chairs and ultimately the Board's Exhibition Director are responsible for resolving any inconsistencies and disputes for all art fair events.

Community Space Coordinator

1. The Artist Council Community Space Coordinators shall share in the securing, coordinating, and implementing of outside rotating art exhibits in local community spaces.
2. The Artist Council Community Space Coordinators shall understand the specific requirements of each Community Space and act as Screeners to make sure submitted artwork meets the requirements of the Community Space as determined by the owners of the Community Space.
3. The Artist Council Co-Chairs and ultimately the Board's Exhibition Director are responsible for resolving any inconsistencies and disputes for all community space events.

COUNCIL MEETINGS

The Artist Council shall have twelve scheduled meetings a year. Special meetings may be called as needed by either the Co-chairs for the Artist Council or the President of the Board. Members may audit.

COUNCIL MINUTES

The Artist Council shall be responsible for recording their own minutes. A copy of the minutes shall be forwarded to both the Chairs of the Artist Council, the Bulletin Editor and the President of the Board in time for the next Board meeting.

REPLACEMENTS OF ABSENT MEMBERS

Any member of the Artist Council absent for three meetings without acceptable reason or who is unable to continue as a member of the Artist Council shall be replaced by appointment by the President of the Board with the assistance of the Nominating Committee and the approval of the Board.

Article 5: Awards

PRIZES

1. Certificates of Award may be given at any juried S.F.W.A . exhibition. The number of non-financial awards is to be determined by the Co-Chairs of the exhibit. The Board may also create monetary prizes including ongoing awards. Such awards must be included in the budget as a separate item.
2. Members or non-members with the approval of the Board may donate prizes to the organization.

SCHOLARSHIPS

Scholarship grants may be awarded at the discretion of the Board provided that there is adequate funding.

Article 6: Finances

FISCAL YEAR

The fiscal year shall be January 1 to December 31.

BONDING

The President, Vice President, and Treasurer shall be bonded, the amount of coverage to be determined by the Board. This expense shall be included in an annual budget.

BANKING

Checking accounts shall be established and maintained as needed for the transaction of business. Interest bearing accounts shall be established and maintained as needed.

DUES

Dues shall be fixed by the Board of Directors and reviewed each June. Annual dues are payable as determined by the Board. The Board as needed shall establish fees and fines.

BULLETIN

A subscription to the S.F.W.A. Bulletin may be made available to non-members upon written request to the Board at a fee determined by the Board.

FUNDRAISING

The Board must approve all fundraising.

MONEY

The Board must approve all organizational expenses over a minimal amount determined by the Board in advance. Ordinary expenditures may be approved through the framework of a budget, allocating funds to be administered by committee chairs. There may be a petty cash fund, the amount and use to be determined by the Board.

ARTICLE 7 – AMMENDING THE BY-LAWS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of The San Francisco Women Artists also known as S.F.W.A. on February 16, 2004.