

West Edge Artists' Co-op

Bylaws

I. Elected Offices

- A. The Board of Directors shall be elected annually by a simple majority of the co-op's Members.
 1. Nominations for annual elections shall be held at the first meeting in November
 2. Annual elections shall be held at the first meeting in December, with Members present acting as a quorum. Votes may be submitted via email or mail prior to the meeting date, or by written proxy.
 3. New officers shall assume their new positions on the first day of January of the following year.
- B. Duties of the Board of Directors include:
 1. When additional expertise is needed, such as legal or financial counsel, authorization for seeking such advice is subject to the approval of simple majority of the Board of Directors.
 2. The Board of Directors authorizes the formation and dissolution of all committees and sets the agendas and authorities of those committees
 3. The Board of Directors has the option to bring items to a vote before a meeting of the co-op's Members.
 4. The Board of Directors governs and establishes all rules for members of the West Edge Artists' Co-op.
 5. The Board of Directors must approve all fundraising, marketing and special events projects prior to presentation to the Members for approval.
 6. The Board of Directors may remove any member from co-op membership if they threaten the stability, safety or integrity of the Co-op, and a written reprimand would be ineffective or inappropriate in resolving the issue.
- C. The Board of Directors shall consist of:
 1. President
 - a. The President shall oversee all board meetings.
 - b. The President shall act as a representative/agent for the co-op in all business matters.
 - c. The President shall represent the co-op at community functions.
 - d. The President shall issue written reprimands to members who are in violation of their membership obligations.
 - e. The President shall ensure that crispy coleslaw is present at all meetings.
 2. Vice-President
 - a. The vice president shall act as president of the Board of Directors when necessary.
 - b. The Vice President shall fill the role of the Board of Directors if a vacancy should occur.

- c. The Vice President shall represent the co-op at community functions.
 - d. The Vice President shall inspect and ensure the crispness of said coleslaw at each meeting.
3. Treasurer
 - a. The Treasurer keeps all financial records of the Co-op, its income and expenses.
 - b. A Treasurer's report is given at each general membership meeting.
 - c. It is the duty of the Treasurer to alert the Membership if a shortfall is expected.
 - d. The Treasurer shall allocate funds for the purchase of all ingredients necessary for making crispy coleslaw.
4. Secretary
 - a. The secretary keeps documentation of the minutes of all general meetings for the members, and all board meetings.
 - b. The secretary shall produce the documentation of minutes of all general meetings for the members in a timely manner.
 - c. The Secretary shall send out all new member packets.
 - d. The Secretary shall represent the co-op at community functions.
 - e. The Secretary shall provide copies of the crispy coleslaw recipe to all members.
5. Executive Director
 - a. The E.D. shall oversee all general membership meetings.
 - b. The E.D. is responsible for communications to the members and general public. The E.D. keeps documentation of the communication to the members and the general public for future reference.
 - c. The E.D. shall be appointed by the Board of Directors, and will remain in office until he/she resigns or is terminated by the Board of Directors.
 - d. The E.D. shall oversee day-to-day operations of the Co-op, shall report to the Board of Directors, and shall serve on the Board of Directors.
 - e. The E.D. shall set the agenda for all general meetings
 - f. The E.D. shall represent the co-op to the general public, with appropriate input from the Board of Directors and the Membership
 - g. The E.D. will document any problems and authorize any scheduling changes.
 - h. The E.D. is responsible for scheduling and assigning duties to the co-op members.
 - i. The E.D. will maintain scheduling availability and preferences for each member artist.
 - j. The E.D. will document any problems and authorize any scheduling changes.
 - k. The E.D. shall be responsible for stirring and taste-testing the crispy coleslaw
6. Founding Board Members

- a. The four founding board members shall serve as the Board of Directors for the first two years of operation.
- b. The four founding board members will be entitled to lifetime memberships in the co-op.
- c. The four founding board members will be entitled to permanent seats on the Board of Directors.
- d. The four founding board members shall represent the co-op at community functions.
- e. The four founding board members shall be responsible for serving the crispy coleslaw at the meetings.

II. Artist Membership

A. Co-op Membership Guidelines

1. The co-op seeks artist who work at a professional level in a variety of media, and who understand and agree to the shared expectations of membership in the co-op.
2. The co-op shall exhibit art produced by regional artists, and may require proof of home address as a prerequisite to membership

B. Co-op Rights and Responsibilities

1. General Rights and Responsibilities

- a. For voting purposes, a quorum shall consist of all Members present at a regularly announced meeting sanctioned by the Board of Directors.
- b. All proposals and major decisions, especially pertaining to the budget, bylaws and polices, are subject to the approval of a simple majority of a quorum of the Membership.
- c. Any marketing and advertising that incorporates any co-op art or artist(s) is subject to the approval of a simple majority of a quorum of the Membership.
- d. Committee heads may submit written proposals to be reviewed and acted upon by the Membership.
- e. A board member may be removed at any time by a simple majority vote of the Membership, present and absent. A written warning must be given to that board member, who may offer rebuttal before the Membership vote.
- f. Power to repeal or amend the bylaws is conditional upon and subject to ratification of a quorum of the Membership.
- g. Any amendment must be presented in writing to all Members at least one week prior to the meeting at which it is to be ratified.

2. Membership Rights and Responsibilities

- a. Interested artists shall be made aware of the rules and their responsibilities prior to signing a membership contract.
- b. Memberships are for six (6) months, renewable indefinitely.
- c. Dues are due on the first of the month.

- d. Dues/consignment percentages are based on the pretax sale price of any item.
- e. A member may resign with written notification delivered to any member of the Board of Directors. The specific dates for both resignation and removal of artwork must be included in the written notification.
- f. Artists are expected to fulfill all contractual obligations.
- g. Each Member artist has full voting rights at all regularly scheduled meetings sanctioned by the Board of Directors, and may serve and vote on committees.
- h. If a signed statement is issued in writing, a Member may designate another Member as a proxy voter for an entire meeting or a specific issue.
- i. Members are expected to assist at WEACo sponsored events as needed. Artist will knowledgeable present and maintain fellow member's art.
- j. Membership dues shall be \$25.00 per month or 25% commission on sales, whichever is greater. Members may make additional individual donations to the Co-op at will. In the event WEACo is offered an opportunity to show at a venue that collects a commission, a vote will be taken regarding (1) group participation and (2) the amount collected by WEACo.
- k. Members' art shall be displayed safely and correctly. Problems with the display of art shall be brought to the Board of Directors for a final decision.
- l. Members will have access to all information about professional networking, workshops, demonstrations, seminars and special events sponsored by the Co-op
- m. Since the budget is drawn from the dues and consignment payments, the Board of directors will make the final decision on the amount of dues/consignment payments. If any, the Co-op can refund to a member who leaves the Co-op.

3. Violations of Rights and Responsibilities.

- a. Violation of membership responsibilities will result in a written reprimand from the President of the Board of Directors.
- b. Three reprimands can result in dismissal from the co-op with no refund of dues.
- c. A member may be removed from Co-op membership if they threaten the stability, safety or integrity of the Co-op, and a written reprimand would be ineffective or inappropriate in resolving the issue. The Board of Directors will make final decisions regarding removal of any member.
- d. If a member becomes two months past due on monthly membership fees they will be removed from the Co-op. That member will receive

written notice of the removal and they will have 90 days from the date of that letter to retrieve any art in WEACo's possession: be it Citywide Gallery locations or the Co-op's storage facilities. After 90 days the ownership of said art is forfeited to the West Edge Artists' Co-op/

- e. Any member that resigns or is otherwise dismissed from the co-op may not join again until old debts are settled.
- f. Any member that is dismissed from the Co-op for Failure to pay dues or misconduct shall not be eligible to reapply for six months. Any member that chooses to resign shall not be eligible to reapply for three months.

III. Finances

- A. West Edge Artists' Co-op will operate as a non-profit corporation domiciled in the state of Louisiana.
- B. The Co-op will strive to support itself through public and private funding, membership dues, proceeds from special events and commissions on art sales through the Citywide Gallery Program and the WEACo Gallery.

IV. Artist Approval/Jury Process

- A. Rights and Responsibilities of the Jury
 1. All Members present during the jury process shall be considered to be the Jury, and proxy voting shall be allowed as described in Article II, B, 2, g, h.
 2. The jury's decision on an artist's work will apply only to the medium in which the work was originally submitted.
 3. If members desire to exhibit in a medium for which they have not been juried, they must submit to a new review by the jury. This will protect the quality and diversity of media presented in the Co-op.
 4. The jury must consider and address several factors for membership and rights to exhibit; the jury has the right to refuse artists/artwork if they do not meet the following qualifications.
 - a. Professional quality of artwork and craftsmanship.
 - b. Commitment to membership responsibilities.
 - c. Diversity of existing media within the co-op.
 - d. Compatibility of temperament and personality with existing members and the community.

V. Gallery Committee/Citywide Gallery Committee

- A. Structure of the Committee
 1. The Committee is composed of at least three Members.
 2. The Committee will select one member as its chairperson.
 3. Two Committee members must be designated as first and second alternatives to assume the responsibilities of the chairperson in the event of his/her absence.
- B. Responsibilities of the Committee

1. The Committee is responsible for overseeing the safe and correct display of all artwork.
2. The Committee will create signage standards and practices for use by all artists to ensure uniform professional presentation.
3. Problems with the display of art shall be brought first to the chairperson of the Committee for a decision, and finally to the Board of Directors if the issue cannot be resolved.
4. The Committee is responsible for ensuring all contracts/agreements have been signed prior to installation of artwork.

VI. Commitment to Nondiscrimination

- A. Membership in the West Edge Artists' Co-op is voluntary and non-discriminatory.
- B. All who can use its services, and agree to share in the responsibilities required to run the co-op shall be eligible to apply regardless of race, sex, gender, sexual orientation, class, age, national origin, cultural identity, spirituality, or religious affiliation.

VII. Statement of Purpose:

The mission of the West Edge Artists' Co-op is to provide support and space for regional artists to collaborate with each other, and exhibit and produce their work. We strive to improve the overall cultural environment of Northwest Louisiana.

Adopted this _____ day of _____, 2005, by:

Deborah Buchanan Engle
Director and Founding Board Member

Theresa Ratcliff,
Director and Founding Board Member

LaDonna Hughes,
Founding Board Member

Pam Thigpen,
Founding Board Member