

**BYLAWS
OF
THE WOMEN’S CAUCUS FOR ART
COLORADO CHAPTER
Adopted January 29, 2006**

**ARTICLE I
Offices of the Corporation**

- Section 1.1 Principle Office. The principle office of the Corporation, herein also referred to as “WCA-CO”, shall be at 6446 S. Crocker St., Littleton, Colorado, 80120 or such other principle office as the Board of Directors may from time to time designate.
- Section 1.2 Other Offices. The Corporation may also have offices at such other places within the State of Colorado where is doing business, as its business may require, and as the Board of Directors may from time to time by resolution designate.

**ARTICLE II
Purposes**

- Section 2.1 Purposes. The Corporation, a charitable, educational and literary organization, shall represent and work to advance the concerns of women artists, art historians, museum professionals and other visual arts professionals. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

**ARTICLE III
Members**

- Section 3.1 Qualifications. Any person who subscribes to the purpose and policies of the Corporation may become a member of the Corporation, subject to compliance with the provisions of these Bylaws. Membership in the Corporation shall be available without regard to gender, ethnicity, culture, national origin, sexual preference, financial status, social status, age, disability or religion.
- Section 3.2 Application for Membership. Persons may become members at different levels by filling out and delivering to the Corporation a written application available from the Corporation on a form as shall be prescribed from time to time by the Board of Directors. The Board of Directors shall have the authority to accept or reject an application for membership.
- Section 3.3 Classes of Members. The Board of Directors may at its sole discretion designate one or more classes of membership. Membership in the Corporation includes membership in the Women’s Caucus for Art National organization.
- Section 3.4 Privileges of Membership-Women’s Caucus for Art- National (WCA)
1. Members are eligible to vote on any matter submitted to a vote of the members, and to hold office.
 2. Members in all classes shall receive the WCA newsletter and other notices and publications directed to members when published, sent electronically or by mail or given.

3. Members may consult with WCA officers and WCA committees, and use all services established by WCA in accordance with the policies established by the WCA Board of Directors.
4. Members are entitled to attend any general meetings of members and any educational or other conference sponsored by WCA, which the Board of Directors has specified, shall be opened to members generally.
5. Members shall not be liable for any debts or obligations of WCA and shall not be subject to any assessment therefore, and shall have no obligation relating to membership other than the dues established pursuant to the terms of the WCA Bylaws.

Section 3.5 Privileges of Membership-Women's Caucus for Art- Colorado Chapter (the Corporation)

1. Members are eligible to vote on any matter submitted to a vote of the members, and to hold office.
2. Members in all classes shall receive the Corporation newsletter and other notices and publications directed to members when published, sent electronically or by mail or given.
3. Members may consult with Corporation officers and committees, and use all services established by the Corporation in accordance with the policies established by the Board of Directors
4. Members are entitled to attend any general meetings or special meetings of the members and the Board of Directors, and any educational workshop or other conference sponsored by the Corporation, which the Board of Directors has specified, shall be opened to members generally. Members are responsible to pay any individual fees associated with educational workshop or other conference.
5. Members shall not be liable for any debts or obligations of the Corporation and shall not be subject to any assessment therefore, and shall have no obligation relating to membership other than the dues and responsibilities established pursuant to the terms of these Bylaws.
6. Members are entitled to submit artwork for display at all exhibits sponsored by the Corporation pursuant to any regulations, policies and/or special arrangements determined by the Board of Directors, exhibit curators and/or venue director or curator(s).

Section 3.6 Responsibilities of Membership.

1. Participation Members are required to volunteer no less than four (4) hours per year on one or more committees of the Corporation. Members may sign up for the committee of their choice at the time of membership application, including renewal. If no choice is made on the application, the Board of Directors shall assign the member to a committee.
2. Members are required to read and follow the WCA-CO Professional Standards as published by the Corporation. All members can download a copy of the Standards from the website, or receive a copy from the Membership Committee. Failure to follow the Standards may result in the member being ineligible to enter artwork in the next scheduled WCA-CO show. Further infractions may result in Formal Review by the Board. Ineligibility shall be at the discretion of the Board of Directors pursuant to the Formal Review process described in these Bylaws.

Section 3.7 Voting. Each member is entitled to one vote on each matter submitted to a vote of the membership. Cumulative voting is not allowed. A member entitled to vote may vote in person or by proxy executed in writing by mail in good faith or by established electronic means (if such voting is saved and recorded in hard copy form) or telephonic means (if such voting is recorded in written form) by the member or her/his duly authorized attorney-in-fact. No proxy shall be valid after thirty (30) days from the date of its execution, provided such proxy is delivered in advance of such vote to the Secretary of the Corporation.

Section 3.8 Dues. Membership dues may be charged in such amounts as may be determined by the Board of Directors. Any fees and dues that are paid shall become the property of the Corporation. A member shall be considered to be in good standing when dues are paid to the Corporation and when the member has satisfied all requirements of membership as stated in these Bylaws for the year of membership prior to renewal of membership if applicable. The duration of membership in relation to dues is one year. Members in good standing may renew membership each year.

Section 3.9 Termination and Ineligibility of Membership. The membership of any member of the Corporation shall automatically terminate on her or his written request for such termination delivered to the Corporation personally or by mail in good faith, or upon the death of such member, or upon non-payment of dues or upon determination by formal review of the Board of Directors.

Section 3.10 Formal Review Process for Complaints, Termination and Ineligibility of Membership. Complaints, termination and ineligibility of membership by formal review shall proceed as follows:

1. Any member(s) may file a complaint in writing given personally or by mail in good faith to the Board of Directors about the conduct of any member(s).
2. The member(s) named in the complaint shall be asked to attend the next regular meeting of the Board or a special meeting of the Board to be given an opportunity to address the complaint.
3. The Board shall deliberate and vote on the severity of the complaint and appropriate action as determined by the Board.
4. The Board shall notify the member(s) named in the complaint by mail in good faith as to the determination of the Board.
5. The Board may terminate and make ineligible any member who (a) refuses to meet with the Board, and/or (b) has received two (2) or more complaints to which the Board has reviewed and determined the complaints to be valid and serious, and/or (c) has chosen to continue the conduct that initiated the complaint(s).

Action on complaints, termination and ineligibility of membership shall be at the sole discretion of the Board of Directors.

Section 3.11 Meetings of Members. An annual meeting of the members shall be held in September at such time and place as shall be determined by the Board of Directors. At each annual meeting, an election for directors of the Corporation shall be held. Special meetings of the membership may be called by the President or by the directors of the Board. Regular meetings of members may be scheduled at the discretion of the Board of Directors. Notice shall be given to members stating the place, day and hour (and in case of special meetings, the purpose) of an official meeting of members. Notice shall be delivered personally, by established electronic means or by mail in good faith to each member at the address(s) reflected in the Corporation records not less than seven (7) or more than fifty (50) days before the date of each meeting.

Section 3.12 Quorum. Members holding one-seventh (1/7th) of the votes entitled to be cast on the matter to be voted upon are represented in person or by proxy shall constitute a quorum. The decision of the majority of the members eligible to vote, which are present at a meeting at which a quorum is present, shall be the act of the members.

ARTICLE IV **Board of Directors**

Section 4.1 Number and Election. The business and affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) but no more than nine (9) members, which number

may be increased or decreased at any time by the action of the Board of Directors. The initial members of the Board of Directors of the Corporation set forth in the Articles of Incorporation shall serve until their successors are elected and qualify following an election of the directors to be held at the first annual meeting of the members. Thereafter, an election for directors shall be held at each annual meeting of the members.

- Section 4.2 Term of Office. The initial members of the Board of Directors of the Corporation shall serve a term of one (1) year. At the time the Board of Directors appoints initial additional members of the Board, it shall fix the term of office of each additional member for one (1) year. At the expiration of the initial term of office of each respective director, her or his successor shall be elected to serve a term of one (1) year. The Board may at its discretion set term limits.
- Section 4.3 Qualification of Board Members. In order to serve as a member of the Board of Directors, a person must be a member of the Corporation. No person shall be denied the opportunity to serve as a member of the Board based on gender, ethnicity, culture, national origin, sexual preference, financial status, social status, age, disability or religion. The Board of Directors shall determine such other qualifications to serve as a member of the Board.
- Section 4.4 Removal of Directors. A director may be removed by a majority vote of the other directors at a duly held meeting of the directors, after notice is given pursuant to these Bylaws.
- Section 4.5 Vacancies. Any vacancy that shall occur on the Board of Directors shall be filled by appointment upon the majority vote of the remaining members of the Board. A director appointed to fill a vacancy shall be appointed for the unexpired term of her or his predecessor in office. Any director appointed to fill a vacancy created by an increase in the number of directors shall serve for such term designated by the Board of Directors.
- Section 4.6 Regular and Special Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held quarterly. All regular meetings of the Board shall be open to the members of the Corporation and to the general public under the procedures that may be adopted from time to time by the Board. Any member of the Board may call special meetings of the Board. Notice of regular and special meetings of the Board shall be given as set forth in these Bylaws.
- Section 4.7 Quorum. A majority of the number of current directors established by these Bylaws shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 4.8 Place of Director's Meetings. Meetings of the Board of Directors may be held either within or without the State of Colorado, at the offices of the Corporation, or at such other place as may be designated in the notice of such meeting. The Board will make every effort possible to ensure that the meetings are held in facilities that are fully accessible to persons with disabilities.
- Section 4.9 Notice. Notice of any meeting of the Board of Directors shall be delivered personally, by established electronic means or by mail in good faith to each member at the address(s) reflected in the Corporation records not less than seven (7) or more than fifty (50) days before the date of each meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of such meeting.

Section 4.10 Action by Directors Without a Meeting. Any action to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, or by established electronic means, setting forth the action so taken is signed by all the directors entitled to vote. Such consent action may be the result of action taken orally by telephone with the results recorded in writing. The written consent action shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents filed with the Secretary of State of the State of Colorado, or otherwise.

ARTICLE V

Officers

- Section 5.1 Officers. The officers of the Corporation shall be a president, four (4) vice-presidents, a treasurer, a secretary, and such other officers as may be elected in accordance of the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. The same person may hold any two or more offices. Each officer shall be the chairperson of a corresponding committee as set forth in these Bylaws and shall serve as a member of the Board.
- Section 5.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board to be held after the annual member's meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created or filled at any meeting of the Board. Each officer shall hold office until her or his successor shall have been duly elected and qualified.
- Section 5.3 Removal of Officers. The Board may remove any officer elected or appointed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, after notice of a meeting where such action is to be considered is given pursuant to these Bylaws.
- Section 5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
- Section 5.5 President. The president shall be the principle executive of the Corporation and shall in general supervise all of the business and affairs of the Corporation. The president shall preside at all meetings of the Board of Directors. The president may sign any instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation. The president may execute any other instrument in connection with the day-to-day operation of the business of the Corporation and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board from time to time, including chairing the Executive Committee.
- Section 5.6 Vice-Presidents. There shall be a minimum of four (4) vice-presidents as follows: vice-president of exhibitions, vice-president of marketing, vice-president of membership and vice-president of archives. Each vice-president shall chair their respective committee and shall perform the duties described in these Bylaws. In the absence of the president, or the president's inability or refusal to act, an interim president shall be elected by the Executive Committee and appointed by the Board and shall perform the duties of president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson or president.

Section 5.8 Treasurer. The treasurer shall attend all meetings of the Board of Directors and Members, and shall have charge and custody of and be responsible for all funds, negotiable instruments and other securities, and financial records; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trusts companies, or other depositories as shall be selected in accordance with these Bylaws; prepare or cause to be prepared the income tax returns and tax reports and tax forms of the Corporation; prepare and provide to the Board and members such financial reports as directed by the Board at such times and frequency as directed by the Board; and keep and maintain a current membership list of the Corporation and provide this information to the Membership Committee in a timely manner. The Treasurer shall be the chair of the Financial Committee and be responsible for those duties that the Board of Directors shall deem the responsibility of the Treasurer and the Financial Committee.

Section 5.7 Secretary. The secretary shall keep the minutes of the meetings of the Board of Directors and of the Members in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; be custodian of the Corporate records; be responsible for handling Corporate reports to the State of Colorado and all other ministerial governmental matters except those reserved for the Treasurer. The Secretary shall be the chair of the Communications Committee and be responsible for those duties that the Board of Directors shall deem the responsibility of the Secretary and the Communications committee.

Section 5.9 Officers and Committees. The Chairpersons of the seven (7) standing committees of the Corporation shall be officers of the Corporation. Each officer as chair of a committee shall facilitate activities and be responsible for duties of the committee and report the activities of the committee to the Board of Directors or delegate a representative of the committee to report to the Board. The Board shall create and appoint or elect officers to chair committees as, from time to time, it deems necessary. The Board may at its discretion create ad hoc committees whose chairperson shall not be an officer or member of the Board.

ARTICLE VI

Committees

Section 6.1 Standing Committees. There shall initially be seven (7) standing committees of the Corporation. The committees shall be as follows:

1. The Executive Committee shall be chaired by the president and shall be charged with the initial duties of planning the regular members' meetings and Board of Directors meetings including setting place, day and hour of meetings and giving this information to the Communications Committee; setting agendas; researching and securing programming for the members' meetings; performing activities related to the governance and structure of the Corporation; and any other duties deemed appropriate by the Board of Directors and provided for in these Bylaws.
2. The Exhibitions Committee shall be chaired by the vice-president of exhibitions and shall be charged with the initial duties of researching, planning, applying for, and securing exhibits for the Corporation; training member curators; overseeing electronic and physical presentation of member's resumes and images of artwork for the purpose of securing exhibitions; and any other duties deemed appropriate by the Board of Directors and provided for in these Bylaws.
3. The Marketing Committee shall be chaired by the vice-president of marketing and shall be charged with the initial duties of researching, planning, and securing and/or producing all marketing for the Corporation generally, and Corporate exhibitions including media,

- publicity, advertising, brochures, and promotions, and any other duties deemed appropriate by the Board of Directors and provided for in these Bylaws.
4. The Membership Committee shall be chaired by the vice-president of membership and shall be charged with the initial duties of welcoming new members to the Corporation by providing new members with a packet including a welcome letter, a copy of the WCA-CO Standards, information detailing the procedure for joining the WCA-CO Yahoo group, information detailing joining the Artist Register, and any other information deemed necessary by the Board of Directors and the Membership Committee; managing the WCA-CO Yahoo group; making available name tags for the members at members' meeting and storing such nametags between meetings; answering questions from potential, new and renewing members regarding the nature, structure and activities of the Corporation; and any other duties deemed appropriate by the Board of Directors and provided for in these Bylaws.
 5. The Archives Committee shall be chaired by the vice-president of archives and shall be charged with the initial duties of photographing all Corporate exhibits and events; producing and keeping exhibit records in books provided for that purpose and on the website; and any other duties deemed appropriate by the Board of Directors and provided for in these Bylaws.
 6. The Financial Committee shall be chaired by the treasurer and shall be charged with the initial duties of collecting dues and fees; preparing budgets for the Corporation; preparing reports for the Corporation; and any other duties deemed appropriate by the Board of Directors and provided for in these Bylaws.
 7. The Communications Committee shall be chaired by the secretary and shall be charged with the initial duties of keeping minutes of the members' meetings and Board of Director's meetings; preparing copy for submission to the WCA national newsletter; gathering and publishing the Corporation newsletter; gathering and forwarding information for the Corporate website to the Webmaster; printing, preparing and distributing notices of meetings and any other necessary correspondence to members and others as necessary; preparing and sending the annual report to WCA National and to the members; and any other duties deemed appropriate by the Board of Directors and provided for in these Bylaws.

Section 6.2 Authority to Establish Committees. The Board of Directors may designate one or more ad hoc or standing committees to perform such tasks or activities that may be deemed necessary for the functioning of the Corporation. The Board shall have the authority to disband any committee established by the Board or by these Bylaws, and may remove any chairperson elected or appointed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, after notice of a meeting where such action is to be considered is given pursuant to these Bylaws.

Section 6.3 Meetings of Committees. Committees shall meet with sufficient frequency to perform the duties prescribed by the Board of Directors and these Bylaws, with committees to meet no less than quarterly. Duties and activities of the committees shall be done in general outside of regular members' meetings and Board meetings except such duties or activities that must be performed at these meetings. Each committee may adopt rules and procedures for their own government as long as such rules and procedures are consistent with these Bylaws, and are in the best interests of the committee, its members, the Board or Directors and the Corporation. Designated representatives of each committee shall report on the committee's duties and activities to the general membership and the Board at the request and direction of the Board.

Section 6.4 Removal of Members of Committees. The Board or Directors may remove any member self-appointed or appointed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 6.5 Quorum. A majority of the members of any committee shall constitute a quorum and the decision of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Any action to be taken at a meeting of a committee may be taken without a meeting if consent in writing, or by established electronic means, setting forth the action so taken is signed by all the members entitled to vote. Such consent action may be the result of action taken orally by telephone with the results recorded in writing. The written consent action shall have the same force and effect as a unanimous vote and may be stated as such in any articles or documents of the committee and Corporation.

Section 6.6 Advisors to the Board and Committees. The Board of Directors may designate one or more persons to serve as advisors to the Board or as advisors to Committees to perform such tasks or activities that may be deemed necessary for the functioning of the Corporation. The advisors shall serve at the pleasure and discretion of the Board. The advisors need not be members of the Corporation.

ARTICLE VII

Bylaws

Section 7.1 Adoption, Amendment, Repeal. These Bylaws may be amended, or repealed, in whole or part, and new Bylaws adopted by the vote or written consent of a majority of the Board of Directors.

ARTICLE VIII

Dissolution

Section 8.1 Action by the Board of Directors. This Corporation may be voluntarily dissolved upon resolution of the Board of Directors. The Board may dissolve the Corporation when the Corporation's purpose has been or no longer can be accomplished.

ARTICLE IX

Miscellaneous

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall be on a calendar year basis.

Section 9.2 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and the meeting of the Members.

Section 9.3 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Colorado Non Profit Corporation Act, or under the provisions of the Articles of Incorporation, or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 9.4 Liability. No person shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith by such person as a member of the Board of Directors or as an officer of the Corporation, if such person exercised or used the same degree of skill, prudence and diligence as a prudent person acting in like capacity and familiar with such matters would have exercised or used in like circumstances in the conduct of an enterprise.

Section 9.5 Indemnification. The Corporation shall have the same powers, rights and obligations and shall be subject to the same limitations as apply to corporations for profit as set forth in Section 7-109-101 et seq., of the Colorado Revised Statutes, as may be amended from time to time. The

Corporation's directors, officers, employees, and agents shall have the same rights as directors, officers, employees, and agents, respectively, of corporations for profit as set forth in Section 7-109-101 et seq., of the Colorado Revised Statutes. No director or officer of the Corporation shall be personally liable for any injury to person or property arising out of or committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with such situation.

Section 9.6 Arbitration. Any dispute between the Corporation or its officers or directors which is not settled amicably between the parties thereto shall be settled through binding arbitration through the facilities and under the rules of the American Arbitration Association.

The foregoing Bylaws were duly approved and adopted by the members of the Corporation on January 29, 2006.