

BY-LAWS
OF
WHAM ART ASSOCIATION
An Arizona Nonprofit Corporation
Revised April 18, 2012

ARTICLE I
Organization

- 1.1 Name- The name of this non-profit corporation is “WHAM Art Association” also referred to herein as WHAM (What’s Happen’n Art Movement).
- 1.2 Principle Office. The principle office of the Corporation shall be its known place of business in Surprise, Arizona.
- 1.3 Address: The current address for the corporation is: 19675 N. Cobblestone Ct., Surprise, Arizona, 85374

ARTICLE II
Purposes

- 2.1 Charitable, Scientific, and Educational. The Corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to arts & culture, within the meaning section 501 (c) (3) of the Internal Revenue Code to conduct any lawful affairs for which nonprofit corporations may be incorporated pursuant to A.R.S. Title 10, Chapter 5.
- 2.2 The Corporation intends to stimulate and encourage creative works in the Visual Arts in order to provide educational opportunities for members and the community so that they may develop further artistic skills and appreciation. The corporation’s mission is to promote and enrich community-wide awareness of local art activities.
- 2.3 Dividends Prohibited. The Corporation is not formed for pecuniary or financial gain, and not part of the assets, income, or profit of the corporation is distributable to, or will inure to the benefit of, its Directors or officers or other private individuals: provided, however, that nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or Directors of the Corporation and reimbursement of expenses incurred in connection therewith.
- 2.4 Non Discrimination. The Corporation is committed in its dealings to a policy, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation or age.

ARTICLE III

Membership

3.1 Members are persons who desire to actively support the mission of WHAM by participating in meetings and activities. Members may be professional, amateur, or art advocates. Members are required to pay dues annually to maintain membership and the membership shall expire twelve (12) months following the date due are required. Membership dues and additional classification of membership will be dictated by the Rules & Guidelines documentation of the corporation's procedures documents. (See attachment A)

Members have the right to:

- 3.1.a. Vote at general meetings (cease on termination of membership)
- 3.1.b. Hold Office
- 3.1.c. Participate in all activities of the association
- 3.1.d. Receive art opportunities and communication through announcement emails and newsletters.

3.2. No Member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association.

ARTICLE IV

Dues and Fees

4.1. Annual dues shall be set by a vote of the membership and be payable on or before January 1 of each year. The amount of the dues is set forth in the corporations Rules & Guidelines, attachment A.

4.2. A fee for registration to attend or participate in WHAM's sponsored art sales, shows, workshops or courses may be charged, as necessary.

4.3. Sales by members at WHAM sponsored events maybe subject to a percent of sale as a commission that is paid to WHAM's treasurer.

ARTICLE V

General Meetings and Member Responsibilities

5.1. Members meet every other month through the year constituting six (6) general meetings. Each member shall have one (1) vote in organizational matters only, no vote in managing the corporation. Membership may vote at the general meetings in person or be required to vote in writing in an email.

ARTICLE VI

The day to day activities and function of WHAM Art Association shall be managed by elected Officers.

6.1. Officers shall include a President, Vice President, Secretary, Treasurer and Business Manager.

6.2. A Nominations Committee consisting of three (3) additional members, will prepare a slate of officer candidates prior to elections. Additional candidates may be nominated from the floor before the vote is conducted during the annual meeting of Members.

6.3. Officers shall be elected for a two-year term by the membership and shall be eligible for re-election for only two consecutive terms, unless the Board of Directors determines otherwise. An Officer unable to serve out his/her term shall submit his/her resignation in writing.

6.4. Officers are expected to attend all Board of Directors meeting.

ARTICLE VII

Duties of Officers

7.1. The Officers shall preside at all meetings of both the Members and the Board of Directors as follows:

7.1.a. President – The President shall provide leadership consistent with these Bylaws, policies and rules of WHAM Art Association. The President shall, subject to the control of the Board, have all of the general powers and duties which are usually vested in the office of President including, but not limited to the power to appoint committees from among the members or directors at his/her discretion in order to conduct the affairs of WHAM Art Association. The President, or representative, shall represent WHAM in community activities concerning the corporation's mission.

7.1.b. Vice-President—The Vice President, in the absence of the President shall perform all duties of the President; act as host/hostess for WHAM at regular meetings and functions, along with sitting on any committees that need their support.

7.1.c. Secretary—The Secretary shall be responsible for recording, publishing and distributing to Board members, minutes of each meeting of the Board of Directors, and a brief summary of General Meetings if requested of officiating officer. The Secretary shall be in charge of maintaining a file of official documents, letters, and non-financial records, answer all correspondence, and read minutes of a previous meeting.

7.1.d. Treasurer—The Treasurer shall keep all funds of the corporation properly deposited in its name. The Treasurer shall present a written report at each meeting of the Board of Directors and more often if requested by the Board. If deemed advisable by the Board of Directors, the Treasurer may be requested to give bond in such amount as the Board may determine.

7.1.e. Business Manager- The Business Manager shall provide advisory and assistant to the President in supporting WHAM's activities in relationship to events with other organizations, which includes attending business meetings between organizations when the president is not able to attend, as well as the being the advisor to chairpersons of fundraising events.

ARTICLE VIII Board of Directors

There shall be nine (9) members of the Board of Directors consisting of the four (4) officers listed in Article VI above and an additional five (5) qualified persons who meet the criteria to ensure that these Bylaws are followed.

8.1. The control and management of the affairs of the corporation shall be vested in a Board of Directors composed of not less than three (3) nor more than twenty-five (25) persons ; or as fixed by the By-laws. The Directors shall be appointed at the annual meeting of the Directors by WHAM Art Association, and each Director elected shall hold office until his or her successor is elected and qualified. In addition, the Board of Directors may appoint additional individuals to sit as ex-officio members of the Board.

8.2. All Directors of the Corporation shall hold office at the discretion of the majority of the Board of Directors. The initial term of office for the officers of WHAM shall be for (2) year terms, and five (5) Directors, three (3) year terms; to eliminate possibility of all new board members at once; beginning January 1 following the election of the Board of Directors.

8.3. The duties of the Board of Directors shall be to govern the affairs of the Corporation and formulate and adopt policy that is consistent with its purpose and objectives.

8.4. Directors shall receive no compensation for their services.

8.5. A majority of the Board is required to authorize any member of the board to enter into any contract or execute any instrument in the name of the board on behalf of the corporation. Unless so authorized by the Board of Directors, no officer or any member shall have any power or authority to bind the corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE IX

Elections of Board of Directors

- 9.1. The members of the Board of Directors shall be elected in November of each year.
- 9.2. Directors, who are not WHAM officers, shall be elected for a three (3) year term and may serve two (2) consecutive three (3) year terms. A Director that serves two consecutive terms must resign from the Board of Directors for one year before being eligible for re-election to the Board of Directors.
- 9.3. A Board Development committee of not less than three (3) members shall be appointed by the Executive Committee of the corporation not less than ninety (90) days prior to the election.
- 9.4. The Board Development committee shall present a slate of nominees to all active members of the Board of Directors not less than thirty (30) days prior to the election.
- 9.5. Nominations other than those recommended by the Board Development committee, and any names subsequently filed with the Chairman, may be made by any active Board member as write-in candidates of the ballot.
- 9.6. All voting shall be made by ballot. All ballots shall include spaces for write-in candidates. Those nominees receiving the highest number of votes shall be declared elected to the Board of Directors.
- 9.7. In the event a vacancy should occur on the Board of Directors, the remaining members of the Board of Directors shall have the power to appoint an alternate director to fill the existing vacancy for the remainder of that existing term.

ARTICLE X

Officers and Duties of Board of Directors

The Officers of the Board of Directors shall consist of a President, Secretary and a Treasurer. Their terms of office shall be consistent with their elections as in Article IX.

10.1. The President of the Board of Directors shall preside at all meetings of the corporation and shall perform all duties incident to this office. The President shall appoint all committees, with the exception of the Nomination Committee, and at the Annual Meeting present a full report of the work of WHAM Art Association.

10.2. The Secretary shall keep a record of all proceedings of all meetings of the Board of Directors.

10.3. The Treasurer shall keep all funds of the corporation properly deposited in its name. The Treasurer shall present a written report at each meeting of the Board of Directors.

ARTICLE XI

Meetings of the Board of Directors

11.1. The Annual Meeting of the Board of Directors shall be held in the first quarter of each fiscal year; the date, time and place determined by the Board of Directors.

11.2. A special meeting of the Corporation may be called by any member of the Board of Directors at such times as are deemed advisable

11.3. The Board of Directors shall meet not less than five (5) times each fiscal year. The Board of Directors shall determine the month and the time for each meeting.

11.4. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the articles of incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors then present adjourn the meeting to another time or place, without a notice other than announcement at the meeting until a quorum shall be present.

ARTICLE XII

Resignation and Expulsion of Board of Directors

12.1. The absence of any member of the Board of Directors from three (3) consecutive regular meetings without an excuse deemed valid (and so recorded) shall be construed as a resignation from the Board of Directors.

12.2. Any member may be expelled by the Board of Directors for cause. Such action shall require the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

12.3. No refund of dues shall be made to any member of the corporate membership.

12.4. The following named persons were elected Members and Directors by the incorporator of the corporation by request in April, 2011, for the term expiring on the date of the Annual Meeting of Members in November, 2011; or until their successors are elected and qualified, and constitute the First Board of Directors: Ken Killmon; Connie J. Whitlock; Ronda Miller; Mary E. Odom; P.J. Killmon; Helen Gilmore; Tito Sebastiani, and Jim Whitlock.

The Directors shall have the power to adopt, amend, rescind, and repeal By-laws and to amend these Articles.

ARTICLE XIII
Committees

13.1. All committees of corporation of the Board of Directors shall be appointed by the Chairman of the Board unless other provisions for their selection is made by the Board of Directors. Standing Committees for the corporation may be Board of Development and Finance and Development.

13.2. All committees of the WHAM ART ASSOCIATION organization shall be appointed by the President or his/her designee unless other provisions for their selection is made by the Board of Directors. Standing Committees for the organization may be Nomination Committee, Historian, Hospitality, Membership, Newsletter Editor, Website, Publicity, Education, and Special Events. Other Committees may be formed as activities dictate, i.e. Fine Art Festival, Art Associations Liaison, etc.

ARTICLE XIV
Indemnification

14. 1. The Corporation shall indemnify members, directors, officers, employees and agents of the Corporation pursuant to A.R.S. S10-1005 (C).

ARTICLE XV
Personal Liability

15.1 The personal liability of the Directors to the corporation for monetary damages based on a breach of fiduciary duty as a director shall be eliminated by virtue of the business judgment rule, excepting:

- 15.1.a. Any breach of the director's duty of loyalty to the corporation or its members.
- 15.1.b Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law.
- 15.1.c. A violation of A.R.S. S10-1026.
- 15.1.d. Any transaction from which the director derived an improper benefit.

ARTICLE XVI

Fiscal Year

16.1. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

ARTICLE XV

Incorporator

15.1. The name, resident and post office address of the INCORPORATOR is:
CONNIE J. WHITLOCK, 19675 N. Cobblestone Ct., Surprise, AZ 85374.

ARTICLE XVI

Dissolution

16.1. No member shall possess any property rights in or to the property or assets of the corporation. In the event of the dissolution or winding up of the corporation, all assets, after payment and discharge of all obligations and liabilities of the corporation, shall be transferred to such organization or organizations as may be selected by a majority vote of the Board of Directors, which organization or organizations must be organized and operated exclusively for charitable and/or educational purposes.

ARTICLE XVII

Amendments

17.1. These By-laws may be amended by a majority of the Board of Directors at a regular meeting in which a quorum is present. Notification of the proposed changes shall be mailed to each member of the Board of Directors not less than five (5) days prior to the meeting.

These By-Laws have been adopted by a majority vote of the members in a request for vote in written response or by email meeting on _____.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this _____ day of _____ 2011.

Connie J. Whitlock, President

Mary E. Odom, Secretary

STATE OF ARIZONA)

COUNTY OF MARICOPA) ss.

On this the _____ day of _____, 2011, before me, the undersigned officers, personally appeared Connie Whitlock and Mary E. Odom, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.

NOTARY PUBLIC

My Commission Expires:
