

## **BYLAWS OF THE CHARBONNEAU ARTS ASSOCIATION**

**Approved March 12, 2025**

### **ARTICLE 1**

#### **Establishment**

1.1. The name of the organization is the Charbonneau Arts Association. Also, the name is referred to as CAA. The name is also associated with names of major events such as the annual Charbonneau Festival of the Arts, Music Festival, Music Stage Series, Wilsonville Jazz Festival at Charbonneau, Jazz@Charbonneau and others that may be approved by the Board of Directors.

1.2. This organization shall operate in Charbonneau, Wilsonville, Oregon, and its surrounding communities.

1.3. This organization shall continuously maintain a registered agent as required by the Oregon Non-Profit Corporation Act. The Board of Directors of this organization shall also serve as the Board of Directors of the corporation. The registered agent may or may not be a member of the Board.

1.4 This is an independent non-profit organization established to promote “young artists.” The historic annual Arts Festival plus a Music Festival and a Music Stage Series, raises money to support the fine art and performing arts programs at Canby and Wilsonville High Schools and others approved by the Board of Directors.

1.5 The bylaws of this organization are consistent with federal, state, and local laws.

### **ARTICLE 2**

#### **Principles and Goals**

2.1 This organization is formed exclusively for the support of young artists and community enrichment of the arts under section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.

2.2 The goals of the Charbonneau Arts Association are:

- To provide a venue for the appreciation and promotion of visual arts, performing arts, and other fine arts
- To create opportunity for local public high school students to exhibit and demonstrate their art, and perform musically
- To raise funds to provide ongoing support for the public school arts and music programs in the Wilsonville and Canby areas of Clackamas County, Oregon.

## ARTICLE 3

### Membership

- 3.1 Membership will consist of a Board of Directors and members of standing committees.
- 3.2 The organization is closed to open membership.
- 3.3 Volunteers in our community serve on the arts festival and music committees.
- 3.4 Supporters, affiliates, sponsors and alliances will be allowed to continue supporting our association through donations and as festival participants, volunteers, and the like.
- 3.5 Supporters, sponsors, or volunteers will not take part in the voting or decision-making process of this association.
- 3.6 Any financial support made by the community or affiliates is done so for the sustainability of the Charbonneau Arts Association, its annual festival, music events, and other activities appropriate to its Principles and Goals.

## ARTICLE 4

### Board of Directors

- 4.1 **General Powers and Duties.** The affairs of the organization shall be managed by the Board of Directors. The Board of Directors shall devise and execute such measures as it deems proper and expedient to promote the purposes of the organization and to best protect the interests and welfare of the organization.
- 4.2 **Number, Tenure, and Qualifications.** The number of the Board of Directors shall be no fewer than four (4) and no greater than 12. Any change in the number of board members shall be decided by majority vote of the Board. The Executive Committee of the Board will consist of the President, Vice President, Secretary, and Treasurer. Executive Committee positions may be shared such as "Co-Treasurers".
- 4.3 Election of members to the Board of Directors shall be decided by a majority vote of the board at the monthly meetings. Each Board of Director holds office until the next annual meeting and until a successor has been elected and qualified. The term of office for each board member shall be three years, with the option of re-election for an additional three years. A director may be elected to serve an additional 3-year term, without limits. See ORS 65.314 regarding limitations.
- 4.4 **Annual Meeting:** The Board of Directors will meet annually to discuss the association, review the association Bylaws, review its annual financial statement, appoint new members, and elect officers.
- 4.5 **Monthly Meetings:** Monthly meetings will be held and announcements will be made at least one week prior to the meeting, and provide date and time of such meeting. These meetings will discuss the goals and outcomes of the association, provide financial reports and

update the status on its annual arts festival, publications, website, and other appropriate activities.

**4.6 Special Meetings.** Special meeting of the Board of Directors may be called or requested by the President, or by a majority of the Board of Directors. The person or persons who call such a special meetings may fix the time and place.

**4.7 Notice.** Notice of any special meeting of the Board of Directors shall be given not less than 10 days nor more than 90 days before the meeting. Notice may be made by phone, email, or letter and shall state place, day and time of such special meeting. The organization's Bylaws and Articles of Incorporation may not be amended without providing adequate notice thereof and the votes of the Board.

**4.8 Quorum.** At least one half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than half of the Executive Committee are present at a given meeting, the Executive Committee members present may choose to adjourn the meeting without notice.

## **ARTICLE 5**

### **Officers and Committees**

5.1 The elected officers will be President, Vice President, Secretary, Treasurer. They will be elected from the active Board of Directors. There will be up to six (6) members at large, including ex officio members, who may be appointed to chair standing committees, including Communications, Donors & Sponsors, School Relations, and the Festival Organizing Committee.

5.2 The Board of Directors may form ad hoc Committees as needed.

5.4 Committee Chairs will be appointed by the President and confirmed by the Board of Directors. As members of the board, all chairs are required to attend board meetings.

## **ARTICLE 6**

### **Elections and Removal**

6.1 The elected officers will be President, Vice President, Secretary, and Treasurer. They will be elected from the recommendation of the President and with the supported majority vote by the Board.

6.2 The Board of Directors at the recommendation of the president will vote on new board members. If a vacancy occurs, for whatever reason, it may be filled by the Board at the recommendation of the President in a regular meeting.

6.3 All board members, including ex officio members, serve at the pleasure of the board. A majority of the vote of the board, at the recommendation of the Executive Committee, is sufficient to terminate their tenure for any reason.

## **ARTICLE 7**

### **OFFICERS and DUTIES**

7.1 The Board of Directors, comprised of the Board and the standing committee chairs, shall have full power and authority over the affairs of the Charbonneau Arts Association.

7.2 The duty of the President is to direct and manage the affairs of The CAA and preside over all meetings.

7.3 In the absence of the President, the Vice President shall preside at meetings and perform other duties of the President.

7.4 The Secretary is to keep minutes of business meetings and board meetings, to conduct correspondence, and to maintain a record of the membership or to see that a record is maintained by a membership records chair.

7.5 The Treasurer shall keep all funds, make payments of debts and expenses when authorized by the Executive Board, keep accounts of all monies received and expended, and render an accounting when called upon by the Board or general membership. The Treasury records shall be audited by an independent person(s) whenever there is a change of treasurer.

7.6 The most immediate past president may serve in an *ex officio* advisory role with a term of up to three (3) years. An immediate past president *ex officio* (PPEO) is a board director with full director privileges—able to vote and participate on board committees, but is not a member of the Executive Committee. They will have fiduciary responsibilities like all other board directors.

## **ARTICLE 8**

### **Meetings**

8.1 The CAA shall have regular meetings each month, with the possible exception of November and December.

8.2 Board meetings shall be held monthly with meeting dates and times at the discretion of the Board. These meetings are open to volunteers, community advisors, sponsors and committee chairs.

8.3 Special business meetings may be called by the Executive Board and will be presided over by the President.

## **ARTICLE 9**

### **Dues**

9.1 There are no annual dues under the operation of the CAA.

9.2 All Board of Directors and committee members are volunteers.

## **ARTICLE 10**

### **Changes to Bylaws**

10.1 Changes to the Bylaws shall be enacted on the basis of a majority vote by the Board at an announced meeting.

**ARTICLE 11**  
**Dissolution**

11.1 In the event that the CAA dissolves or otherwise ceases to function as an operating organization, the net assets remaining after expenses of dissolution or cessation of operation shall be distributed to the arts programs at Canby and Wilsonville High Schools, or such other educational organization which qualifies as an educational organization under Section 501(c)(3) of the Internal Revenue Code, and the regulations thereunder, or corresponding provisions of subsequent federal tax laws, and designated for use by the Art Departments of such recipient organizations, as determined by the Board of The CAA.

Revised 12/30/2020 and approved by the Board of Directors on January 27, 2021.

Revised 09/11/2022 and approved by the Board of Directors on September 11, 2022.

Revised 12/13/2023 and approved by the Board of Directors on December 13, 2023.

Revised 2/5/2025 and approved by the Board of Directors on March 12, 2025.

John McLain \_\_\_\_\_

Board Secretary, Charbonneau Arts Association