

BYLAWS OF THE
THE ARTISTS' STUDIO Association

ARTICLE I

1. Name and Location. These are the bylaws of the Artists' Studio Association (hereinafter the Association). The Artists' Studio Association is located in Lincoln City, Lincoln County, Oregon.
2. Principal office. The principal office of the Association is located at 620 North East Hwy.101, Lincoln City, OR 97367.
3. Purpose. This Association is formed to engage in a lawful activity for which such Associations may be organized under Oregon law, and to serve as a means through which individuals can meet and take action with regard to administration, management and operation of the Artists' Studio Association.
4. Composition of the Association. Memberships of the Association are open to the public as defined herein.

The Association shall be composed of all individuals in good standing, as defined herein. A member who is not in good standing, therefore ceases to be a member.

5. Applicability of Bylaws. All members using the Artists' Studio Association property shall be subject to these bylaws and to all the rules and regulations which may be promulgated hereunder.
6. The Artists' Studio Association Constitution. In addition to these bylaws, the Association members and all persons using Association property are subject to the Constitution of the Artists' Studio Association, and any rules and regulations promulgated thereunder.

ARTICLE II

1. Definitions. As used in these bylaws the terms set forth below shall have the following meanings:

1.1 Association means the nonprofit organization formed to serve as the Artists' Studio Association as provided in the Association constitution.

1.2 Member means and refers to every person, or entity who holds a membership in the Association established hereunder.

A. Individual

A membership obtained through the payment of dues or fees for a specified period, as determined and established by the Association Board of Directors,. An individual active member is entitled to all programs, privileges, rights and benefits afforded any other Association member in like status.

B. Life

In exceptional circumstances, as determined by the Board of Directors and approved by majority vote of the Association membership (excluding the

candidate), a life membership may be granted to an individual. A life membership is gratis and the member will enjoy all the benefits of an individual active member.

1.3 Good standing. An individual who has paid in full all Association dues or fees, is a member in good standing

1.4 Voting interest means the right to cast one vote, if in good standing.

ARTICLE III

MEETINGS OF THE ASSOCIATION

1. Place Of Meeting. The Association shall hold meetings at its principal office in Lincoln City, or, in the event this is impracticable, at such suitable place convenient to the members as may be designated by the Board of Directors

2. Annual Meeting. The regular annual meeting of the Association shall be held each year at a time determined by the Board of Directors for the transaction of such business as may properly come before it.

3. Special Meetings. Special meetings of the Association may be called by President or by majority of the Board of Directors, and must be called by such officers upon receipt of a written request from at least 25% of the members having voting interests, stating the purpose of the meeting. Business transacted at any special meeting shall be confined to the purpose statement in the notice.

4. Notice Of Meetings. Notice of all annual and special meetings of the Association setting the time and place and the purpose for which the meeting is being called, shall be given by the President or Secretary as a public announcement, electronically or otherwise, to the membership (members are expected to assume their share of this responsibility by keeping themselves informed of the Association's activities).

5. Voting Interests. Each member in good standing shall have one vote in Association meetings.

6. Quorum Of Members. At an annual meeting of the Association, 15% of the voting interests, present in person, shall constitute a quorum.

7. Majority Vote. The vote of 51% or more of the voting interests present in person at a meeting shall be binding upon all voting interests for all purposes except where a higher percentage is required by the Constitution or by these bylaws.

8. Order Of Business. The Association President or the Association Vice President, in that order, shall preside at meetings and determine the agenda and order of business.

ARTICLE IV

QUALIFICATIONS FOR MEMBERSHIP

1. Membership in this Association shall be limited to those individuals who are either (a) residents in Lincoln County, Oregon, or (b) individuals who are not Lincoln County residents but who shall have been approved for membership, as set forth herein, by the Board of Directors.
2. Each application for membership must be in writing.

ARTICLE V

WITHDRAWAL AND EXPULSION OF MEMBERS

2. A member may withdraw from this Association at any time. All amounts paid on entrance for membership fees of any kind shall be non-refundable.

A member may be expelled only by unanimous vote of the Board of Directors present at a regular meeting or special meeting called for that purpose, and then only if such member has been properly notified in writing of the contemplated expulsion action by the board, and only after an opportunity has been given to the member to be heard, including any and all evidence such member may wish to provide.

All amounts paid on entrance for membership fees of any kind shall be refunded to such expelled member on a pro rata basis from available Association funds, but only after deducting any and all amounts due the Association by such expelled member.

ARTICLE VI

ELECTIONS

1. At least 30 days prior to each annual meeting, the President of the Board of Directors may appoint a nominating committee of not less than three members. It shall be the duty of the nominating committee to nominate at the annual meeting at least one qualified member for each vacancy of the Board of Directors.
2. After nominations of the nominating committee have been placed before the members, the President of the Board shall call for nominations from the floor. When nominations are closed, a verbal vote shall be taken by the President, tallied, and results announced. All elections for Director shall be determined by plurality vote and shall be by voice, except where a majority vote of the Association members present asks for a vote by ballot. If the President so desires, the ballot may be taken, tallied, and results announced by his duly appointed representative or representatives.
3. Elections may be by separate voice vote for each vacancy or may be by one voice vote for all vacancies.
4. No member shall be entitled to vote by proxy.
5. No member shall have more than one vote.
6. Within 30 days after their election or appointment, a record of names and titles of the members of the board shall be prominently displayed in the Artists' Studio Association building where it is visible to members.

ARTICLE VII

BOARD OF Directors

1. All of the Directors shall have been a member of this art Association and be in good standing. The number of Directors shall be a minimum of four, and shall be changed only by amendment to these bylaws. A copy of the amendment covering any increase or decrease in the number of Directors shall be filed with the Secretary. No temporary reduction in the number of Directors may be made unless such vacancy exists as a result of deaths, resignations, or any other action provided by these bylaws, and when such temporary vacancy does exist it shall be duly filled in an expeditious manner.
2. Regular term of office for each director shall be for a period of two years; provided the Directors shall hold office until the election of their successors. The regular terms shall be so fixed at the beginning, or upon any increase or decrease in the number of Directors, that approximately an equal number of regular terms shall expire in the annual meeting when elections are held, i.e., terms of Directors may be staggered.
3. Vacancies (other than for expiration of regular terms) in the Board of Directors, caused by any reason other than the removal of a director by vote of the Association membership, shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so appointed shall be a Director until a successor is elected to fill the unexpired term at the annual meeting of the Association or the next special meeting of the Association called for that purpose. A Director removed from office by vote of the Association members shall have the vacancy filled in the same manner.
4. Meetings of the Board of Directors shall be held periodically, the date, time and place to be selected by the Directors. The President of the Board, or in his absence the Vice President of the Board, may call a special meeting of the Board of Directors at any time and shall do so upon request of any three Directors. The President of the Board, or in his absence the Vice President of the Board, shall fix the time and place for special meetings unless the Board prescribes otherwise. Notice of all meetings of the Board of Directors shall be given in such manner as the Board of Directors may from time to time prescribe.
5. At all separate or independent meetings of the Board of Directors, the majority of the Directors shall constitute a quorum for the transaction of business. The vote of the majority of the Directors present at a meeting at which a quorum is present, shall constitute a decision of the Board. In the event of a tie vote, the vote of the President shall constitute a decision of the Board. If any meeting of the Board of Directors has less than a quorum present, a majority of those present may recess the meeting.
6. The Board of Directors may appoint a membership officer to serve at its pleasure, other than the Treasurer, to approve the applications for membership under such conditions the Board in these bylaws prescribe.
7. The Board of Directors shall have the general management of the affairs, funds, and records of the Art Association. In addition to these duties customarily performed by Boards of Directors and those set forth elsewhere in these bylaws, the Board of Directors shall:
 - A. Determine from time to time the annual fees to be paid by each member, as defined in article II

- B. Prepare, with legal assistance deemed necessary, the lease agreements for any and all Association property. In this connection, all past Directors of the Association in good standing may be invited by the board President or Secretary either verbally or in writing, to attend all board meetings dealing with preparation of all Association lease agreements. Past Directors will have no vote in the board's decisions, but will be encouraged to participate as advisors and historical consultants in all board deliberations.
8. Compensation: No Director or other administrative officer or staff member shall receive any compensation from the Association for acting as such, unless such compensation is approved by majority vote of the voting members.
9. Liability and Directors: The Directors or their administrative staff, if any, shall not be liable to the Association or its members for any mistakes of judgment, negligence, or otherwise, except for their own willful misconduct or bad faith.
10. Removal of Directors: At any regular or special meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by majority vote of the voting interests present in person. Any successor shall be elected at that meeting to fill the vacancy that's created. The notice of any such meeting shall state that such removal is to be considered, and a Director whose removal has been proposed shall be given an opportunity to be fully heard at the meeting.
11. Powers and duties: The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Association, except such powers and duties as by law or the Constitution or by these bylaws may not be delegated to the Board of Directors.

ARTICLE VIII

OFFICERS

1. Designation. The principal officers of the Association shall be the President, Vice President, Treasurer, and the Secretary; all mandatory positions that can be held only by persons holding a voting interest; all of whom shall be elected by majority vote by the Board of Directors from their members. No one individual may hold more than one of these officer positions at any one time. The Directors may appoint such other officers as in their judgment will be necessary for administration of the Association. The President or in his absence or inability to act, the Vice President, will preside at board meetings; in the absence of both, the Treasurer will preside.
2. Election Of Officers. Election of officers of the Association will be accomplished annually. Such officers will be elected by the Board of Directors within 30 days following the Association annual meeting and shall hold office at the pleasure of the board. If any office shall become vacant, the Board of Directors shall appoint a successor to fill the unexpired term
3. Removal Of Officers. Upon the affirmative vote of a majority of the Directors, any officer may be removed, either with or without cause, and his successor may be elected at a meeting of the board, or any special meeting of the board called for such purpose.

ARTICLE VIV

GENERAL RECORDS

1. The Board of Directors shall keep detailed records of their actions and of the minutes of the meetings of the Board of Directors The Treasurer shall have custody of all funds, securities, valuable papers, and other assets the Association; the Treasurer may sign all checks, drafts, notes and other obligations of the Association but in this connection the President will also be signatory with the Treasurer for amounts over \$_____; the Treasurer shall provide and maintain a full and complete record of all assets, liabilities, income and expenses of the Association.

ARTICLE X

AMENDMENT TO BYLAWS

1. How Proposed. Amendments to the bylaws shall be proposed by either a majority of the Board of Directors or by 25% of the voting membership. The proposed amendment must be received in writing and shall be included in the notice of any meeting at which action is to be taken thereon.
2. Adoption. A resolution adopting the proposed amendment maybe proposed by either the Board of Directors or by the holder of a voting interest and may be approved at a meeting called for this purpose. Such resolution must be approved by 66 2/3% of the voting membership present. Voting interests may not vote by proxy.
3. Execution And Recording. An amendment shall not be effective until certified by the President of the Association; it will be recorded as part of these bylaws.

ARTICLE XI

1. Conflicts. These bylaws are intended to comply with Oregon State and Lincoln County Law, and the Association constitution. In case of any irreconcilable conflict, such statute shall control over these bylaws or any rules and regulations adopted hereunder.

State of Oregon)
)
 County of Lincoln) ss

I, Arlon Gilliland, hereby certify that I am the duly elected, qualified and acting President of the Artists' Studio Association and the within and foregoing is a full, true and complete copy of the bylaws of said Association, duly adopted by the Board of Directors on the (fill in date, year)

In witness where of, I have hereunto set my official signature this (fill in date, year)

President

State of Oregon)

County of Lincoln)
) ss

BE IT REMEMBERED, that on this (fill in date, year) before me, the undersigned, a notary public in and for said county and state, personally appeared the within named Arlon Gilliland known to me to be the identical individual described in and who executed the within instrument and acknowledged to me that he executed the same freely and voluntarily.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal the day and year last above written.

Notary Public for Oregon

My Commission expires _____

THE ARTISTS' STUDIO ASSOCIATION

CONSTITUTION

ARTICLE I

The name of this organization is the Artists' Studio Association and its duration shall be perpetual. The Artists' Studio Association is a new corporate name and replaces the present corporate name of Lincoln County Arts Center Association. This ARTICLE I is therefore an amendment to the corporate name, such amendment having been adopted pursuant to ORS 61.370 by unanimous vote of the Association members at a meeting held at 620 NE Hwy 101, Lincoln city, Lincoln County, Oregon, on December 8, 1981.

The Artists' Studio Association is a nonprofit Oregon corporation owned and operated by artists and individuals with membership as set forth herein. A Board of Directors elected from the active membership maintains the Association property and acts as a governing body. The legal description of the property subject to this Constitution is attached as exhibit A. Such described real property, together with other real property, if any, annexed thereto and made subject to this Constitution pursuant to the bylaws, shall, for the membership, constitute the Artists' Studio Association artist community.

ARTICLE II

The objective of the Association is to maintain within the community and art Center wherein a program of art activities shall be presented as a public service.

ARTICLE III

The purpose for which this Association is organized is to encourage public participation in the experience of the arts, to support living American artists by exhibition, purchase and promotion, to initiate and or support movements for the cultural advancement for beautification and artistic enrichment of the community, to institute and to conduct programs which will provide assistance to the community in obtaining exhibitions and other art activities, to purchase, collect and preserve examples of American art in all fields, to establish and develop an art library as a part of the Art Association and to promote research in art subjects; further, to engage in any lawful activity for which an Incorporated, nonprofit organization may be organized under Oregon law.

ARTICLE IV

The Association shall be authorized to have members as provided by the bylaws adopted by Its Board of Directors.

ARTICLE V

Known all my men by these presents, that this Artists' Studio Association constitution, drafted and adopted December 8, 1981 by said organization's duly elected and qualified Board of Directors, which supersedes any and all prior constitutions of the Association regardless of any prior name by which the organization made been known, was approved, affirmed and ratified by majority vote of the active membership present, on December 8, 1981

State of Oregon)
) ss
County of Lincoln)

I, the undersigned duly elected, qualified and acting President of the Artists' Studio Association, here with execute before going and certifying to clarity within an foregoing statements for a full, true and complete copy of the Constitution of said Association, duly adopted by the active membership on the eighth day of December 1981.

Hugh A. Mac Lean, President

EXHIBIT A

DESCRIPTION OF PROPERTY TO WHICH DETACHED CONSTITUTION PERTAINS

All of that certain property designated as lots 11, 12, 15, 16, 17 and 18, block 1, located in Lincoln city, Lincoln County Oregon (NW1/4, NE1/4, Sec 15 T.7S R.1. 1W. W.M. in Lincoln County, Oregon) (Map 7 11 15AB, DeLake and Part of 2nd Addn. to Delake includes this property)