



AMENDED AND RESTATED BYLAWS OF SOUTHERN CALIFORNIA WOMEN'S CAUCUS FOR ART

ARTICLE I: NAME

The name of the organization is Southern California Women's Caucus for Art (hereafter referred to as "SCWCA"). It is a 501 c3 Non-profit organization.

ARTICLE II: PURPOSE

The specific purpose of the organization is to provide programs of concern to women-identifying artists ("Woman Artists"), and woman-identifying art professionals, including but not limited to art educators, art scholars, art historians, curators, and exhibition venue owners (collectively, "Woman Art Professionals") without discrimination based on religion, national origin or ethnic background, age, class, gender or sexual orientation.

SCWCA is organized, and shall be operated, exclusively for charitable and educational purposes. No part of the income of SCWCA shall be distributable to the members, directors or officers of SCWCA, except to pay for pre-approved services actually rendered or to reimburse for out-of-pocket expenses incurred on behalf of SCWCA.

ARTICLE III: MEMBERSHIP

A. ELIGIBILITY

Membership is open to all persons who support and endorse the purpose of SCWCA as stated in Article II. Membership shall not be transferable by any member, by operation of law or in any other manner.

B. MEMBERSHIP CLASSES

The Board of Directors may, in its sole discretion, designate one or more classes of membership. Membership consists of both SCWCA and National Women's Caucus for Art (hereafter referred to as "WCA") membership, unless a person belongs to the class of membership defined under B.5 below. Until otherwise designated by the Board of Directors, the classes of membership shall be as follows:

1. Regular membership is available to individuals.
2. Scholarship membership is available to those who cannot afford to pay the regular rate, as determined by the Board and Membership Chair of SCWCA.
3. Student membership is available to those who are full-time college-level students and



furnish a current student ID.

4. SCWCA lifetime membership is available (for an additional fee payable to SCWCA) to individuals who are WCA lifetime members.
5. Dual membership is available to regular members of another WCA chapter and are secondarily SCWCA members or who are SCWCA members and secondarily members of another chapter.

C. DUES

1. Each member shall pay such dues as shall from time to time be approved by the SCWCA Board of Directors. Unless otherwise noted, dues cover SCWCA and WCA membership.
2. Until otherwise established by the Board of Directors, membership dues shall cover a period of twelve months from the date of joining or renewal.
3. SCWCA and WCA dues shall be paid in one unified payment unless otherwise noted. Unified dues may be received by either SCWCA or by WCA.
4. Members who are lifetime members of WCA or whose SCWCA membership is secondary to another chapter membership shall pay SCWCA dues only and not WCA dues.
5. Members who are SCWCA lifetime members shall pay no annual chapter dues.
6. A member is to be considered in good standing when dues for WCA and SCWCA have been received by WCA and SCWCA.

D. PRIVILEGES OF MEMBERSHIP

1. Members are eligible to vote on any matter submitted to a vote of the members.
2. Members are eligible to join the SCWCA board and hold office.
3. Members will receive notices and publications directed to members, when and as published, sent, or given.
4. Members may attend any general meetings of members and any educational or other conferences or programs sponsored by SCWCA and/or WCA.
5. Members shall not be liable for any debts or obligations of SCWCA and shall not be subject to any assessment thereof and shall have no obligation relating to membership other than the dues established pursuant to the terms of these Bylaws.

ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS

A. OFFICERS AND THEIR DUTIES



The Officer positions shall consist of President, one or more Vice-Presidents, a Secretary, a Treasurer, and additional officers who shall be appointed or elected by the Board of Directors.

1. The President shall preside at all Board meetings, shall see that all resolutions of the board are carried out and shall represent the organization when called upon to do so; she shall carry out the policy of the corporation and/or other functions or activities by or under the direction of this corporation, as set by Board of Directors.
2. The Vice President shall assist in the duties of the President and shall be available to undertake other responsibilities delegated by the President.
3. The Treasurer shall handle all financial accounts of SCWCA, including but not limited to prompt and accurate accounting of all income and disbursements, preparation of the annual financial report, the filing of all applicable Federal and State taxes, and maintain insurance for the Organization.
4. The Secretary shall ensure that the minutes of all meetings are maintained, conducts correspondence for the organization, and is the keeper of all records of the organization.

B. BOARD OF DIRECTORS AND THEIR DUTIES

The Board of Directors shall be the governing body of SCWCA and shall consist of a total of a minimum of three and no more than thirteen Board positions, including the Board Officer positions, each to serve for a term of two years, not to exceed three consecutive terms.

1. The President shall perform duties as stated in A.1.
2. The Vice President shall perform duties as stated in A.2.
3. The Treasurer shall perform duties as stated in A.3.
4. The Secretary shall perform duties as stated in A.4.

The remaining directors will be expected to serve as committee chairs or be on a committee as needed. A committee Chair need not be a Board member.

C. FUNCTION OF THE BOARD OF DIRECTORS

The business of SCWCA shall be managed by the Board of Directors. The Board shall have all powers necessary or appropriate to administer its affairs.

D. MEETINGS

1. A regular meeting of the Board of Directors shall be held at least once a year. The time and place shall be determined by the President.
2. A simple majority of the Board of Directors shall constitute a quorum for voting purposes.



3. Any action required to be taken by the Board of Directors may be taken without a meeting if all the Board Directors vote in writing, and such votes are recorded in the Minutes.
4. Any one or more members of the Board of Directors may participate in a meeting by means of video conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other and speak with each other at the same time. Participation by such means shall constitute presence in person at a meeting.
5. All matters submitted to a vote of the Board of Directors shall be decided by a majority of the votes cast by the Board Directors present in person, or as defined in D.3 or D.4 above or represented by proxy at any meeting at which a quorum is present.
6. Minutes of Board of Directors meetings shall be made available to any SCWCA member.

E. REMOVAL OF OFFICERS AND DIRECTORS / VACANCIES

1. Any Officer or Director may be removed by the vote of two-thirds of the members of the Board of Directors, with or without cause.
2. In the event an Officer or Director resigns or is removed before the end of her term, the Board may appoint an interim Officer or Director to fill the vacancy until the next regular Nomination and Election as set forth below.

F. ELECTION AND VOTING

1. The Nomination period for Officers and Directors is July 1 through August 15. Members may submit nominations to the President (or nominating committee if formed).
2. Election: Voting will take place August 16 – 31. Results will be announced at the annual September all member Meeting.
3. Officers and Directors shall hold office from October 1 through September 30.

G. CONFLICT OF INTEREST

All Board members are required to report any potential conflict of interest to the Board of Directors. A conflict of interest may arise when a decision-maker for SCWCA has a financial, family, or other interest that may conflict with the decision-maker's duty to work in the best interests of SCWCA. In addition, any decision maker who has a potential interest, or has family member or other close connections with interest in a SCWCA transaction that is valued at \$500 or more must notify the Board before such transaction takes place. The Board will determine whether a conflict exists, and whether the conflicted Board member, or other individual may vote or otherwise make decisions on matters related to the conflict. All Board Members must, at least annually, disclose in writing to the Board any potential conflicts of interest.

ARTICLE V: GENERAL PROVISIONS

A. CHECKS, DRAFTS AND CONTRACTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize the President or designee to enter into any contract or execute and deliver any instrument in the name of and on behalf of SCWCA, and such authority may be general or confined to specific instances. Unless so authorized, no SCWCA Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

The Treasurer shall have charge of all funds of the organization and shall be responsible for proper disbursement of restricted funds and shall maintain proper records. In the event of the Treasurer's incapacity, the President shall be responsible for this function.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, orders for the payment of money, and other evidence of indebtedness of SCWCA, less than \$1,000, shall be signed by the Treasurer of the corporation. Checks, orders for the payment of money, and other evidence of indebtedness of more than \$1,000 must be approved, in writing, by the majority vote of the Board..

B. FISCAL YEAR

The fiscal year of SCWCA shall begin October 1 and end September 30.

C. GIFTS, GRANTS AND CONTRIBUTIONS

The Board of Directors may accept on behalf of SCWCA any gift, contribution, bequest, or grant for the general purpose or for any special purpose of the organization and such acceptance shall be acknowledged in writing.

A. The primary sources of funds shall be as follows:

1. Grants from government or private sources, and
2. Membership fees and donations solicited from the general public.

The solicitation of grants, membership fees and donations shall be implemented by a plan adopted by the Board of Directors. The plan shall ensure that the aforesaid financial activities of the corporation shall be conducted on a continual basis.

B. The incidental sources of funds shall be as follows:

The corporation may from time to time engage in traditional fund-raising activities to augment the funds raised pursuant to Section A. above. Any funds raised from incidental sources



pursuant to this shall in no event exceed the amount permitted under applicable federal and state guidelines regarding the tax-exempt status of this corporation.

D. BOOKS AND RECORDS

SCWCA shall keep:

1. Correct and complete books and records of its accounts.
2. Minutes of the proceedings of its Board of Directors.
3. The names, addresses, and emails of its members.

ARTICLE VI: AMENDMENTS TO BYLAWS

These bylaws may be amended, or any part thereof repealed by a two thirds majority vote of the membership of SCWCA present at an Annual or Special Meeting. The proposed amendment(s) shall have been submitted to the membership by electronic or written means, with the meeting notice 30 days prior to the meeting.

The foregoing Amended and Restated Bylaws were duly approved and adopted effective
July 30, 2024
