

BYLAWS OF NORTH BANK ARTISTS COMMUNITY PROJECT

A Washington nonprofit corporation

ARTICLE I ORGANIZATION

The name of the organization shall be North Bank Artists Community Project (NBACP), which name may be changed by the board of directors.

ARTICLE II PURPOSES

The following are the purposes for which NBACP has been organized:

The mission of the North Bank Artists Community Project is to provide artists with workable, affordable studio space, cooperatively run gallery display space and educational experiences in the business of art.

Practicing professional artists may have representations of their work in company's gallery, including the active promotion of the artist's work and, within the limitations of space, the exhibition of the artist's work within the gallery. Artists may exhibit in but cannot be exclusively represented by any other art gallery in the Vancouver, Washington or Portland, Oregon area, as this would limit their ability to show in the North Bank Gallery, and could compromise the percentage commission received by the artist.

ARTICLE III BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of a maximum of five (5) directors, which shall include the officers of this organization. At least one of the directors elected shall be a resident of the State of Washington and a citizen of the United States.

The directors shall be chosen at the annual meeting of this organization and they shall serve for a term of three (3) years or until their successor is duly appointed. A director may be removed upon the vote of a majority or 2/3 of the remaining board members. Vacancies in the Board of Directors will be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Board of Directors will have the control and management of the affairs and business of this organization. The Board of Directors will only act in the name of the organization when it is regularly convened. The meetings of the Board of Directors will be held regularly on the first Sunday of every month. The annual meeting of the Board of Directors (to conduct such business as electing new directors) shall be held on the first Sunday of April each year, commencing in 2004. Unless provided by written notice to the contrary, the meetings shall be held at the Company's principal business office. Two-thirds (2/3) of the members of the Board of Directors constitutes a quorum at any meeting of the directors. Each director has one vote and voting may not be done by proxy. A vote of the majority of the directors shall be the vote of the Board of Directors; provided however that a director shall not vote upon their own re-election.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

The President of the organization by virtue of his/her office is Chairman of the Board of Directors.

No director shall by reason of his position be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a director from receiving any compensation from the organization for duties other than as a director.

ARTICLE IV OFFICERS

Company's officers shall be elected at the annual meeting of the Board of Directors and shall serve for one (1) year terms, or until their successors are duly appointed. Any two or more offices may be held by the same person, except the offices of president and secretary. An officer may be removed upon the vote of a majority of the board members. Vacancies will be filled by a vote of the majority of the members of the Board of Directors for the balance of the year.

The President will by virtue of his/her office be Chairman of the Board of Directors and shall preside at all board meetings. He/she will present at each annual meeting of the organization an annual report of the work of the organization. He/she will appoint all committees, temporary or permanent. He/she will be one of the officers who may sign the checks or drafts of the organization. He/she will have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his/her office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.

The Secretary will keep the minutes and records of the organization in appropriate books. It will be his/her duty to file any certificate required by any statute, federal or state. He/she will give and serve all notices to board members of this organization. He/she will be the official custodian of the records and seal of this organization. He/she may be one of the officers required to sign the checks and drafts of the organization. He/she will submit to the Board of Directors any communications that are addressed to him/her as Secretary of the organization. He/she will attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer will have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He/she must be one of the two officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He/she will render at stated periods as the Board of Directors determine a written account of the finances of the organization and such report will be physically affixed to the

minutes of the Board of Directors of such meeting. He/she will exercise all duties incident to the office of Treasurer, including tax preparation and reporting.

Officers will by virtue of their office be members of the Board of Directors.

No officer shall by reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer from receiving any compensation from the organization for duties other than as an officer.

ARTICLE V SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE VI COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. All committees are expected to work within the budget established by the membership. All committees shall be comprised of at least two board members. All committee heads are responsible for making reports at each monthly board meeting. Ad-hoc committees shall be formed as necessary.

The permanent committees shall be:

- 1.) Exhibition Committee – responsible for selecting, designing and implementing exhibitions of art work in the NBACP gallery, on a schedule to be determined by the committee members.
- 2.) Public Relations/Marketing Committee – responsible for the public relations and marketing of North Bank Artists Community Project events and exhibitions.
- 3.) Fund Raising/Community Relations Committee
- 4.) Program/Planning/Educational Outreach Committee

ARTICLE VII AMENDMENTS

March 23, 2003

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the board members.

Approved and adopted by the Board of Directors this 23rd day of March, 2003.

Rebecca Seymour, Secretary

AMENDMENTS

May 20, 2003

1) Article IV: Officers, last paragraph, is amended to read as follows:

No officer shall by reason of his office be entitled to receive any salary or compensation.

Approved and adopted by the Board of Directors this 20th day of May, 2003.

Rebecca Seymour, Secretary

November 4, 2007

1) Article III: Board of Directors, second paragraph, is amended to read as follows:

The directors shall be chosen at the annual meeting of this organization and they shall serve for a term of two (2) years or until their successors are duly appointed.

2) Article IV: Officers, first paragraph, is amended to read as follows:

Company's officers shall be elected at the annual meeting of the Board of Directors and shall serve for two (2) year terms, or until their successors are duly appointed.

3) Article IV: Officers, second to last paragraph, is amended to read as follows:

Officers will by virtue of their office be members of the Board of Directors. Their term as a director will run concurrent with their term as an officer.

4) Article VI: Committees, first paragraph, is amended to read as follows:

All committees shall be comprised of at least one (1) board member.

The permanent committees shall be:

- 1.) Gallery Committee – responsible for selecting, designing and implementing exhibitions of artwork in the NBACP gallery, on a schedule to be determined by the committee members.*
- 2.) Promotions Committee – responsible for public relations and marketing of NBACP events and exhibitions.*
- 3.) Fundraising Committee – responsible for the development of funds necessary to carry out NBACP's mission statement.*
- 4.) Education/Community Outreach Committee – responsible for fulfilling the educational component of NBACP's mission.*

- 5.) *New Member Committee – responsible for the selection, welcome and retention of NBACP membership. Types of membership include:*
- a. Studio – has been juried in and has studio space at North Bank Artists Gallery. Pays studio rent.*
 - b. Affiliate – has been juried in and has studio space elsewhere. Pays monthly fee.*
 - c. Student – has been juried in, has studio space elsewhere, and is attending school. Pays reduced monthly fee.*
 - d. Benefactor – a generous volunteer of time and expertise to further the mission of NBACP. No dues required.*

Approved and adopted by the Board of Directors this 24th day of November, 2007.

Anne John, Secretary

Long Distance Members – has been juried in and has studio space elsewhere. Pays monthly fee, attends at least 2 General Membership meetings per year, and attends First Fridays for those shows that include their work.