

# BYLAWS OF HONOLULU PRINTMAKERS

a non-profit corporation

~~4-23-21~~ 4-10-22

## ARTICLE I NAME

The name of the corporation shall be Honolulu Printmakers.

## ARTICLE II PURPOSE

The purpose of Honolulu Printmakers shall be to promote the advancement, appreciation and understanding of the art of printmaking and print production **and** to educate the public as to the significance of printmaking as an artistic medium.

Honolulu Printmakers is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE III EXHIBITION

Each year Honolulu Printmakers shall sponsor a juried exhibition of print or print-related works, at a time and place to be determined by the Board of Directors, open to any printmaker residing in the state of Hawai'i.

## ARTICLE IV GIFT PRINT

In order to further the purpose of Honolulu Printmakers, the corporation shall commission annually, from among current members, a limited edition print to be made available to members and the general public.

## ARTICLE V WORKSHOP

The Workshop shall provide public printmaking equipment and facilities for artists, such facilities hereafter referred to as the "workshop". The workshop shall be used to further support printmaking through educational programs and workshops, research and exhibitions.

## ARTICLE VI MEMBERSHIP AND DUES

### SECTION 1. Membership

Each member of Honolulu Printmakers shall have one vote. The ~~four~~ **three** classes of membership are as follows:

- a. Basic - benefits shall be fixed by resolution of the Board of Directors.
- b. Studio - benefits shall be fixed by resolution of the Board of Directors.
- ~~c. Patron - benefits shall be fixed by resolution of the Board of Directors.~~
- d. Professional - benefits shall be fixed by resolution of the Board of Directors.

## SECTION 2. Dues and Fees

The Board shall establish a schedule of annual dues and fees and monthly fees for the various classes of membership and for the use of workshop facilities. Payment of annual dues will be accepted anytime throughout the year. Membership will be effective for one year from the date of payment of dues. Monthly workshop fees will be effective for thirty days from the date of payment. Failure to pay dues and fees shall result in loss of membership and the use of the workshop facilities.

## SECTION 3. The Annual Gift Print

Members can purchase the Annual Gift Print at the discounted price only if paid for prior to the opening day of the Annual Printmakers show. After the opening all prints will be at the regular retail price.

# ARTICLE VII BOARD OF DIRECTORS

## SECTION 1. General

The business of the corporation shall be managed by a Board of Directors consisting of four (4) officers and not ~~less~~ fewer than three (3) board members elected by the general membership. ~~The Board shall fix the annual dues, have general supervision of the corporation and perform such duties as set forth in these bylaws.~~

~~The Board shall set direction, exercise leadership, and exercise fiduciary responsibility over the financial and other resources, and perform such duties as set forth in these Bylaws. The Board shall set fundraising strategy and targets, monitor progress, and personally participate in meeting fundraising goals, as established by the Board.~~

All directors shall serve without compensation. In no event shall any director who has made a contribution to this corporation ever receive any compensation thereafter, except by approval of the Board, after deliberation, acknowledgement, and resolution of any conflict of interest.

There shall be no discrimination on the basis of race, color, religion, sex, national origin, marital status, age, or handicap with regard to hiring, assignment, promotion, or other conditions of staff employment, use of volunteers, or delivery of services. This policy shall apply to members of the organization's governing body and its duly organized committees as well as to all other members of Honolulu Printmakers.

## SECTION 2. Election and Term of Office

Directors shall be elected each year to serve for a two (2) year term or until successors have been elected and qualified. Terms will be staggered. All terms shall begin immediately after election, ~~with every Board member receiving orientation as to governing policies, practices, finances, and program activities.~~ No member who has served on the Board for two consecutive years shall be eligible for re-election to the same office except by order of the Board.

~~Directors shall attend Board meetings regularly. More than two (2) unexcused absences may be cause for removal from the Board.~~

## SECTION 3. Personnel

The Officers shall be a president, a vice-president, a secretary, and a treasurer. The immediate past president shall serve as a board member.

The Board of Directors may appoint an Executive Director (**ED**) and may authorize a salary for the Executive Director. ~~If appointed~~ The Board shall select, oversee, and hold the ED accountable, and evaluate the ED's performance and compensation annually and in advance of any change in compensation. The Board will develop and periodically review and update, if needed, a Job Description for this position. The Executive Director shall serve at the invitation of the Board, and as an ex-officio member of the Board of Directors.

#### SECTION 4. Vacancies

In the event of the death, resignation, incapacity, or absence of the President, the Vice-President shall assume the duties of the President. In the event of the vacancy of any other office, the vacancy shall be filled by ~~presidential appointment, with the consent vote~~ of the Board.

#### SECTION 5. Committees

Committees shall be appointed by the Board of Directors as may be necessary. (See also Article IX.) Such committees may include non-Board members. The Board may also create ad hoc committees, as needed, to oversee specific or short-term projects or concerns. All committees shall be chaired by a Board member.

#### SECTION 6. Fiscal Year

The fiscal year shall be fixed by a resolution of the Board.

#### SECTION 7. Nepotism

No employee of the corporation shall be related to a member of the Board of Directors.

#### SECTION 8. Conflict of Interest

No director or employee of the corporation shall contract for any official business of the corporation which would directly affect a private undertaking in which that director or employee has a financial interest, except by approval of the Board, after deliberation, acknowledgement, and resolution of any conflict of interest.

All directors shall disclose potential conflicts at the beginning of their term, and update the Board as necessary throughout their term. Any director with a conflict of interest must recuse themselves from any deliberations and votes pertaining to that conflict.

#### SECTION 9. Resolution of Conflict of Interest

The Board of Directors shall settle conflicts of interest.

### ARTICLE VIII DUTIES OF THE OFFICERS

#### SECTION 1. President

The President shall preside at all meetings of the corporation and shall appoint chairmen of such committees as are deemed necessary to conduct the work of the corporation. The President shall perform such duties as pertain to the office and shall be an ex-officio member of all committees except the nominating committee. The President shall remain on the Board for at least one (1) year after leaving the office of President.

## SECTION 2. Vice-President

The Vice-President shall assume the duties of the President in his or her absence. The Vice-President shall **serve as the chairperson of the Annual Exhibition and be** in charge of such programs as may be specified by the Board of Directors in the furtherance of the purposes of the corporation.

## SECTION 3. Secretary

The Secretary shall keep a correct record of the proceedings of the corporation and shall distribute such records to the Board in a timely manner before meetings. The Secretary **or Executive Director** shall conduct correspondence for the Board and for the corporation, **and maintain an archive of organizational decisions and actions to provide sufficient documentation to address any future questions or challenges.**

## SECTION 4. Treasurer

The Treasurer shall be the custodian of the funds of the corporation and will keep account of all funds received and paid, keeping an accurate account of all financial transactions, and submitting an annual written financial report at the April general membership meeting each year. All funds shall be kept in the name of Honolulu Printmakers.

## SECTION 5. Authorized Signatures

Contracts of Honolulu Printmakers are to be signed and executed by any two (2) of the following officers: President, Vice-President, Treasurer, and Executive Director (if one is on the payroll of the corporation).

## ARTICLE IX STANDING COMMITTEES

Standing committees shall be: ~~Nominating Committee, Annual Exhibition Committee, Gift Print Committee, Public Relations Committee, Education Committee, Fundraising Committee, Membership Committee, Special Events Committee, Workshop and Facilities Committee.~~

- Annual Exhibition (coordinates the annual juried exhibition, including juror selection)
- Education (coordinates classes and workshops)
- Futures/Fundraising (coordinates goal-setting and resource acquisition)
- Gift Print (coordinates artist selection, and oversees print production and distribution)
- Membership (coordinates member cultivation and benefits)
- Nominating (coordinates selection of Board members/officers)
- Public Relations/Media (coordinates PR for public projects and activities)

## ARTICLE X MEETINGS

One (1) annual general membership meeting shall be held in April of each year with date and place to be determined by the Board. At this meeting the President will submit an annual report and a year-end financial report. The President will preside over election of officers at this April meeting. A quorum for this meeting shall be a majority of those board members present, providing all board members received advance notice of each meeting.

At least six (6) meetings of the Board of Directors shall be held each year, nominally bi-monthly, at a time and place as specified by the Board. A quorum for these Board meetings shall be a majority of those Board members present, providing all Board members received advance notice of each meeting.

## ARTICLE XI WORKSHOP MANAGEMENT

A workshop committee shall be appointed by the President to operate and maintain the facilities and equipment of the workshop. If the Board so directs, an Executive Director can be employed to take over these functions ~~from the committee~~. If this is done, the Executive Director shall ensure proper supervision and maintenance of the facilities and equipment. ~~The Executive Director can appoint committees as needed to help fulfill the purposes of the workshop.~~

## ARTICLE XII STATUS

The corporation is not organized for profit; it will not issue any stock; and no part of its assets, income, or earnings shall be distributed to its members, directors, or officers, except for services actually rendered to the corporation.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted ~~to be carried on~~ :

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE XIII NON-SMOKING

Smoking is hereby prohibited at all times in all interior spaces controlled by Honolulu Printmakers.

## ARTICLE XIX AMENDMENTS

These bylaws may be amended at any general membership meeting by two-thirds (2/3) vote of members present and voting.

## ARTICLE XV DISSOLUTION

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).