



SUMMARY OF GUALALA ARTS BY-LAWS AMENDMENTS

The Board has voted unanimously to amend certain provisions of the By-laws. As per Article IX, Section 1 of the Gualala Arts By-laws, to become effective these amendments must be ratified at the next meeting of the membership by a majority of those voting on the amendments. Complete copies of the full text of the By-laws and proposed admendments will be available at the 2013 Annual Membership Meeting, Thursday, February 14, 2013 at 3:00 p.m. at the Gualala Arts Center Coleman Auditorium.

Article II. This overly wordy, awkwardly written article, which sets forth the purpose or mission of Gualala Arts, has been re-written so as to make it simpler and comprehensible. The substance has not been changed.

Article V, Section 1 and Article VII, Section 2. These amendments provide that meetings of the membership and the Board shall be held at the premises of Gualala Arts so long as that is possible.

Article VI, Section 1. This amendment provides that there may be one or two Vice-Presidents (instead of an unlimited number) and that one of them shall be the President-Elect.

Article VI, Section 2. This amendment sets a maximum number (21) and a minimum number (11) on the composition of the Board. It limits their continuous terms to six years, permitting new terms after a one year absence.

Article VI, Section 4. This amendment provides that the Nominating Committee, which is appointed by the Board, shall have as ex officio members the President,

President-Elect and 2nd Vice-President (in addition to four appointees).

Article VI, Section 5. This amendment eliminates the President's total authority to manage Gualala Arts. That language is archaic, dating back to the time Gualala Arts had no staff, only volunteers. Now, with a professional staff, the President's primary role is Chairman of the Board of Directors.

Language pertaining to appointment of an Executive Director was moved to Article X, Section 4.

Article VII, Section 8. This amendment adds a list of director responsibilities to the By-laws. One would hope that this is a conforming change, not a substantive change. (Insure the integrity of the facilities and the finances; serve as fiduciaries, etc.)

Article X, Section 4. This amendment provides that the Board shall appoint an Executive Director, reporting to the Board and the President, who will manage the operations of Gualala Arts. The amendment deletes language making the Executive Director an ex officio member of the Board. (As the Executive Director reports to the Board, the Executive Director will continue to attend Board meetings and render an opinion on all the issues, but will not vote.)