

The By-Laws for Paperworks: The Sonoran Collective For Paper And Book Artists

An Arizona Nonprofit Corporation

Mission: The mission of the organization is to provide educational and creative opportunities for all who work with and on paper, and to promote appreciation and enjoyment of the paper and book arts.

Qualifications: Anyone who supports the mission of PaperWorks: The Sonoran Collective for Paper and Book Artists may become a member by paying annual dues.

ARTICLE I

Meetings of Members

Section 1. Annual Meetings. The annual meeting of the members shall be held in May of each year. It shall be held at the principal meeting place of this corporation or at such other place as shall be stated in the notice of meeting or in a duly executed waiver of notice. At such meeting the members shall elect directors to serve until their successors shall be elected, and shall transact such other business as may come before the meeting.

Section 2. General Meetings. General meetings shall be held monthly. The President shall conduct the meetings with reports from the Secretary and Treasurer and from the Standing Committee Chairs. Business may be initiated by the members at each meeting. Meetings shall follow commonly accepted rules of order.

Section 3. Special Meetings. Special meetings may be held at the principal meeting place of the corporation, or at such other place as shall be stated in the notice, whenever called in writing by the President, or a majority of the Board.

Section 4. Notice of Meetings. The calls and notices of all meetings of the members shall conform to the provisions of Article V of these By-Laws.

Section 5. Voting. Each member shall be entitled to cast one vote. All votes may be cast either in person or by proxy.

Section 6. Action By Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members. Such consent in writing may be signed in counterparts.

Section 7. Quorum. At any meeting of the members, a majority of the members present shall constitute a quorum for all purposes.

ARTICLE II

Board of Directors

Section 1. Powers and Numbers. The affairs of the corporation shall be managed by its Board of Directors which shall consist of not less than four (4) members nor more than nine (9) members. The number of directors may be increased or decreased from time to time (but not less than one director) but no decrease shall shorten the time of any incumbent director.

Section 2. Vacancies. In case of any vacancy in the Board of Directors, the remaining members of the Board, by majority vote though less than a quorum, may elect a successor director or directors to hold office until the next election of directors.

Section 3. Regular Meetings. A regular annual meeting of the directors shall be held immediately after the adjournment of each annual meeting of the members at the place at which such member's meeting was held. Regular meetings, other than the annual meeting, shall be held at regular intervals at such places and at such times as the Board of Directors may from time to time by resolution provide. Meetings of the Board shall be open to all members

Section 4. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the Board.

Section 5. Notice. Notice of all meetings of the Board of Directors shall be as provided in Article V of these By-Laws.

Section 6. Quorum. A quorum for the transaction of business at any meeting of the directors shall consist of a majority of the directors.

Section 7. Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by the Articles, these By-Laws, or if a greater number is required by law.

Section 8. Action By Board. Any action required by law to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors. Such consent in writing may be signed in counterparts.

Section 9. Compensation. Directors shall not receive any salary or any compensation whatsoever for service on the Board. Nothing herein shall prevent any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Term. The directors shall serve until the next annual meeting of the members.

ARTICLE III

Officers

Section 1. Nominations. The Board shall appoint a nominating committee to assemble a slate of candidates for the annual election of the Board. The Nominating committee shall announce the slate of candidates at the General Meeting in March.

Section 2. Election. The Members shall elect a Board of Directors consisting of President, Vice President, Secretary, and Treasurer. Such election or appointment shall regularly take place at the annual meeting of the members. Elections shall be conducted by written ballot or by unanimous acclamation if there is only one nominee per office.

Section 3. Additional Officers. The Board of Directors may appoint such other officers, in addition to the officers herein below expressly named, as it shall deem necessary. All officers shall have authority to perform such duties as may be prescribed from time to time by the Board of Directors or by the President.

Section 4. Removal. All officers and agents shall be subject to removal at any time by the affirmative vote of the majority of the members of the Board of Directors.

Section 5. Vacancies. Any vacancy in office, for any reason, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall perform the functions of the chief executive officer, and shall exercise general supervision over the corporation's property and affairs. He shall sign on behalf of the corporation all agreements and contracts of material importance to the corporation's business, and shall do and perform all acts and things that the Board of Directors may require of him.

Section 7. Vice President. In the event of the President's absence or inability to act, the Vice President shall have the powers of the President. He shall perform such other duties as the Board of Directors may impose upon him.

Section 8. Secretary. The Secretary shall keep the minutes of the corporation, and such other books and records as these By-Laws or any resolution of the directors may require or as required by law. All such records shall be in written form. He shall perform such other services as the Board of Directors may require.

Section 9. Treasurer. The Treasurer shall receive and disburse funds as authorized by the organization; provide a financial summary to the members at each General meeting; provide a full financial accounting at the Annual Meeting and each Board meeting; and submit books of accounts to the incoming Board.

ARTICLE IV

Committees

Section 1. The Board of Directors may establish regular or special committees. The resolution establishing a regular or special committee shall set forth its powers and duties. The persons serving on a regular or special committee need not be directors, but shall be responsible to the Board. Monthly reports of the regular or special committees shall be filed with the Secretary of the Corporation.

Section 2. There shall initially be five standing committees: Programs, Exhibits, Workshops, Publications, and Membership. The Chair of each standing committee shall be a voting member of the Board of Directors. Each Chair shall assemble a committee of members sufficient to carry out the duties of the committee and shall maintain a record of the committee business. All activities shall be presented to the Board for review.

Programs: The Programs Chair shall be responsible for programs at General Meetings.

Workshops: The Workshops Chair shall be responsible for organizing and implementing a variety of workshops that reflect the interests of members and the mission of the organization.

Exhibits: The Exhibits Chair shall be responsible for organizing exhibits and other special events for the benefit of members and the larger community.

Publications: The Publications Chair shall be responsible for coordinating publication and distribution of a quarterly journal and other publications as authorized by the Board.

Membership: The Membership Chair shall be responsible for recruiting new members, keeping a current roster of member's names and addresses, and publishing the annual membership directory. The Membership Committee shall also undertake activities to welcome and introduce guests and new members.

ARTICLE V

Calls and Notices Of Meetings

Section 1. At least ten (10) and not more than fifty (50) days (inclusive of the date of meeting) before the date of any meeting of the members, the Secretary, at the direction of the person calling the meeting, shall cause a written notice setting forth the time, place, day, and general purpose of the meeting, to be delivered personally, by facsimile or e-mail transmission, or deposited in the mail, with postage prepaid, addressed to each member at his last facsimile number, e-mail address, or post office address as it then appears on the books of the corporation.

Section 2. Section 2. Notice of special meetings of the Board of Directors shall be given by the Secretary to each director, orally or in writing, at least twenty-four (24) hours before the

time fixed for the meeting, and such notice shall advise each director as to the time, place, day and general purpose of the meeting, and shall be delivered personally, or by telephone, or by facsimile or e-mail transmission, or mailed, postage prepaid to each director at his last post office address, telephone or facsimile number, or e-mail address, as it appears on the books of the corporation. No notice need be given of regular meetings of the Board of Directors.

ARTICLE VI

Seal

A corporate seal is not required on any instrument executed for the corporation.

ARTICLE VII

Fiscal Year

The fiscal year of the corporation shall begin on the first day of July in each year and end at midnight on the 30th day of June of the following year.

ARTICLE VIII

Amendment and Repeal

These By-Laws may be amended or repealed, or new By-Laws may be adopted, at any meeting of the directors, as provided in the Articles.

Last Updated: February 6, 2011