

#### **IV. Ad hoc Committees**

- 1. Technology Committee** was created to manage the westernartists.org website, our email lists, and the WASAA membership database. (7/15)

## Official WASAA Policies

*These are policies passed by the membership body of Western Avenue Studios Artist Association. These policies were voted on and passed by a majority at a monthly meeting where quorum was reached.*

(Adopted October 9, 2014, Amended February 12, 2015; May 11, 2017)

### I. Membership and Dues

1. **Payment period:** Dues for all members are payable on July 1st of each year. Any Tier 1 or 2 member who joins the studios during the year shall have their dues pro-rated to the following July 1st. All tenants who are in the building as of July 1st will be charged the full amount for the year, regardless of when they join WASAA. All memberships expire July 1st. (1/15)
2. **Classes of membership:**
  - a. **Tier 1:** Privileges include communications from the Association, voting rights, and Association-based discounts. Tier 1 members may open their studios during Open Studios for an additional fee per each Open Studio day. Tier 1 members must have a studio at Western Avenue Studios, and is applicable per individual, not per studio.
  - b. **Tier 2:** Privileges include all of the above, but Tier 2 members may also may be open for any or all Open Studio days. Tier 2 members must have a studio at Western Avenue Studios, and is applicable per individual, not per studio.
  - c. **Non-Profit Members:** Privileges include communications from the Association, discounts, and the ability to be open on Open Studio days without any additional fees. Non-profit members may not vote. Non-profit members are by group must have a studio (or equivalent) at Western Avenue Studios. There shall be no charge for non-profit memberships. All non-profits must be registered 501c(3) organizations. Individuals within non-profits who wish to vote must be Tier 1 or 2 members. Non-profits must designate a member to receive communications.
  - d. **Associate Members:** Privileges include communications from The Association and member discounts. This is for individuals who do not have a studio at Western Avenue Studios. Associate memberships will not be pro-rated.
3. **Dues:** Membership dues shall be set annually. The current dues are:
  - Tier 1: \$50/year plus \$10/open studio (pro-rated to \$4.17/month)
  - Tier 2: \$85/year (pro-rated to \$7.08/month)
  - Non-profit Members: No charge
  - Associate Members: \$25/year
4. Renewing Members shall be assessed a \$15 administrative fee if dues are not paid in full as of July 31st annually. This fee includes payment plans not paid in full by July 31st. New tenants arriving at Western Avenue Studios and Lofts after July 1st of each year will not be assessed this fee during their initial year.

### II. Insurance

Insurance monies shall be collected by BPV Lowell annually and given to the Association to pay to the insurer. (3/15)

**III. Expanded communications:** The significant others of members in good standing will be allowed access to the WASAA FaceBook page and website, if they so request. (10/16)

**f. Governance:** A Governance Committee shall meet when disparities between policies and bylaws, and disputes regarding the meaning of bylaws, arise. The committee shall recommend solutions, to be voted on by the membership. These solutions may include, but are not limited to, amendments to the bylaws, new policies, and repeals of policies. This committee shall be responsible to update the bylaws as they are amended.

## **IX. Voting**

1. Five percent (5%) of the voting membership or twelve voting members, whichever is larger, shall constitute a quorum for regular and special meetings. Twenty voting members shall constitute a quorum for the Annual meeting held in June.
2. In the absence of a quorum, no business may be taken but to adjourn the meeting to a subsequent date. Discussion and announcements may be entered into the minutes as part of the debate on the motion to adjourn.
3. At monthly meetings of the membership, a member must be present to vote. The Leadership Committee and other Subcommittees may decide if a member must be present physically to vote at their committee meetings.
4. Unless otherwise specified in the bylaws, passage of a motion requires a simple majority (one more than half the members present).

## **X. Finances**

1. **Annual Budget:** Each March, the Treasurer of The Association shall meet with members of the Association Leadership Committee and, as necessary, a representative of ownership, for the purpose of formulating a budget and dues structure for the coming year (July 1 to June 30). (N.B. Dues and other changes may require changes to the leases, addendums and annual surveys, which are created in April and May).
2. The budget shall consist of projected income, and expenditures which do not exceed that project income, for the entire year. The budget shall be presented to the full membership of The Association at the June meeting, for formal adoption by a majority vote of voting members present.
3. The budget may be amended at a General or Special Membership Meeting during the year by a majority vote.
4. The Chair shall have the authority to approve non-budgeted expenditures not expected to exceed \$100.00. Non-budgeted expenditures expected to exceed \$100.00 but not to exceed \$500.00 may be approved by a majority vote of the Leadership Committee. Non-budgeted expenditures expected to exceed \$500.00 must be approved by a majority vote of the voting members at a general or special meeting.

## **XI. Conflict of Interest**

Any member who has a conflict (or appearance of a conflict) with any matter pending before the membership, or any subcommittee, shall announce the conflict and refrain voting on said matter.

## **XII. Bylaws Amendments**

These Bylaws may be amended at any General Membership Meeting of The Association by a two-thirds vote of the members present and voting, providing notice of the proposed changes have been presented at the preceding regular meeting of The Association.

9. All meetings and subcommittee meetings are open to the Western Avenue Studios community and invited guests.

### **VIII. Subcommittees**

1. The Association shall maintain standing committees, and form other ad hoc committees as deemed necessary by the membership or Leadership Committee.
2. The Chair of The Association shall appoint subcommittee chairs, with the exception of the Membership Committee and Finance Committee, which are assigned by the bylaws.
3. Subcommittee chairs shall name the voting members of their committee, to be ratified at a regular membership meeting.
4. Subcommittee chairs may be removed by the same procedures as provided for removal of officers.
5. Each committee must be made up of no fewer than three, and not more than seven, voting members. Non-voting members may also be appointed at the discretion of the Subcommittee Chair.
6. All Subcommittee meetings shall provide a report to the next meeting of the membership, which may include a detailed synopsis or minutes to be published to the full membership.
7. No member may chair more than one Subcommittee.
8. The following are standing committees:
  - a. Finance:** The Treasurer shall chair the Finance Committee. The finance committee is responsible to assist the Treasurer in the creation of a monthly report of financial transactions of the Association; to offer analysis of financial decisions as tasked by the Treasurer, the Leadership Committee, or voting membership; and to assist in creating a proposed budget to the membership for The Association's fiscal year, which starts July 1st and ends June 30th, to coincide with the member leases with ownership.
  - b. Facilities:** The Facilities Committee shall meet regularly to communicate the needs of the property management to the membership, and the needs of the membership to the property management, and assist the property management in keeping the property safe and functional for everyone. One more member may be added to this Committee at the discretion of the chair.
  - c. Events & Hospitality:** The Events & Hospitality Committee shall plan, coordinate, and execute events and activities conducted by The Association, including open studios, fund raising activities, and serving food to the membership. After each major event in which The Association participates, the Committee shall provide a written report describing the event, The Association's involvement, and stating any "lessons learned" or recommendations to improve the future execution of the event.
  - d. Marketing & Advertising:** This Committee shall be responsible for purchasing advertising for the promotion of The Association and its members, and to publicize to those outside The Association the work and activities of The Association.
  - e. Membership:** The Membership Committee is chaired by the Membership Coordinator, and shall be responsible for assisting the Membership Coordinator in creating monthly membership reports for the monthly meeting, organizing benefits for the membership, and promoting those benefits to the membership. All Floor Representatives are voting members of this committee.

3. Nominating Committee: Prior to the April meeting, the Chair shall appoint a Nominating Committee of three members who will solicit candidates for the positions of Chair-Elect, Clerk, Treasurer, and Membership Coordinator.
4. Annual Election: Final nominations shall be made, and the annual election of The Association shall be held, at the Annual meeting.
5. The nominating committee shall nominate in order: Chair-Elect, Treasurer, Clerk, Membership Coordinator.
6. The nominating committee may nominate multiple candidates for a position.
7. After each nomination, the floor shall have the opportunity to nominate candidates. After nominations for each position are made, the vote for that position shall be cast, counted, and announced.
8. Any member may initiate a contest if they nominate themselves or any other consenting member for Chair-elect, Treasurer, Clerk, or Membership Coordinator at the Annual Meeting. If there is a contest for any office, the election shall be decided by written ballot and shall be administered by the outgoing Chair.
9. If no candidate receives a majority of votes from voting members present, the two candidates receiving the most votes shall be voted on again. In the event there is a tie for second place, those two candidates shall have a run-off election to determine which appears on the final ballot.
10. Uncontested nominees for any office shall be elected by one single vote cast by the Clerk.
11. The Chair shall vote only in the event of a tie.
12. The Chair-Elect shall assume the position of Chair at the end of the June meeting. All newly elected officers shall take office at the end of the June meeting.
13. Floor Representatives shall be elected by each floor after the adjournment of official business of the June Meeting and before the July Meeting. The election must be in writing or via email.
14. Special Elections may be held at any regular meeting to fill positions vacated. Fourteen days notice must be given to the membership before a special election. Self-nomination is allowed.

## **VII. Meetings**

1. The Association shall meet on the second Thursday evening of each month.
2. The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern The Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order The Association may adopt.
3. Meetings shall not extend beyond 9:00 p.m. without a two-thirds vote of those present.
4. The agenda for each monthly meeting shall be determined by the Chair after consultation with a representative of the ownership, and the Leadership Committee.
5. Any member of The Association may propose an item for the agenda by contacting any member of the Leadership Committee at least four days before the scheduled meeting.
6. The agenda for each meeting shall be posted at least two days prior to the meeting.
7. Members shall be contacted if a meeting is ~~cancelled~~ **canceled**.
8. Additional meetings may be held at the discretion of the Chair. Notification of the members of additional The Association meetings shall be given no less than 72 hours prior to the meeting.

term, then assume the office of Chair in the next term. If there is no Chair-Elect, and the interim Chair steps down, a special election should be held at the next meeting to fill the position of Chair-Elect.

3. **Clerk:** A Clerk shall be elected each June. The clerk shall record and disseminate the minutes of each meeting. The Clerk shall establish a communications system among members using telephone, email and the website, to inform members of meetings, events, and other activities. The Clerk is a member of the Association's Leadership Committee. An individual may not serve more than two consecutive terms as Clerk.
4. **Treasurer:** A Treasurer shall be elected each June. The Treasurer shall ensure that any monies received by the Association are spent and accounted in a transparent and fiscally responsible manner. The Treasurer will report monthly on fiscal affairs of The Association and will be a member of the Leadership Committee. An individual may not serve more than two consecutive terms as Treasurer.
5. **Membership Coordinator:** A Membership Coordinator shall be elected each June. The Membership Coordinator shall track and report on the membership at large to the Leadership Committee. An individual may not serve more than two consecutive terms as Membership Coordinator.
6. **Floor Representatives:** Each floor shall elect a member to represent them on the Membership Committee. The Western Avenue Lofts elects one floor representative. Each Floor representative represents their floor on the Facilities Committee. Floor representatives are responsible to encourage members on their floor to attend monthly meetings.
  - a. If a floor representative changes floors they vacate their position.
  - b. Upon the position being vacated, the floor must elect a new representative before the next meeting.
  - c. A minimum of 50% of The Association members on a floor must vote to validate the election of the representative.
  - d. An individual may not serve more than two consecutive terms as Floor Representative.
7. **Leadership Committee.** The Leadership Committee of The Association shall consist of five voting members: the Chair, the Chair-Elect, the Clerk, the Treasurer, and the Membership Coordinator.
8. Officers may be removed by a two-thirds vote of the voting membership present at two consecutive regular meetings.
  - a. Automatic Removal from Office Conditions: Any officer who fails to attend four consecutive meetings, or has proven themselves unable to perform the duties of his or her office, shall be automatically removed from office, and a special election shall be held at the subsequent meeting.

## **VI. Election Procedures**

1. Any voting member is eligible to run for office.
2. Members may only hold one officer position at any time.

# Western Avenue Studios Artist Association Bylaws

(Adopted October 9, 2014, Amended February 12, 2015; May 11, 2017)

## I. Name of Organization

The name of the organization shall be the "Western Avenue Studios Artist Association," hereinafter known as "The Association."

## II. Relationship with the owners of Western Avenue Studios

The "BPV Lowell, LLC" is the owner of Western Avenue Studios. Only artists renting lofts or studios at Western Avenue Studios, and who are in compliance with the terms of their lease, are eligible to join The Association as full voting members.

## III. Purpose of Organization

1. To raise and spend money for the benefit and promotion of the artist community at Western Avenue Studios and Lofts, for which purpose a budget shall be reasonably provided.
2. To use art to engage and improve all of the communities in which The Association members live.
3. To promote community interest in, and support for, Western Avenue Studios.
4. To build and maintain an organization of artists, which will provide input into the development of the artist community and facilities, logistical support, and overall assistance with the general activities of Western Avenue Studios.
5. To educate the public as to the importance of art in the community, and in public discourse.

## IV. Membership

1. **Voting Members:** All artists in compliance with their lease agreement, and current on their Association dues and insurance requirements.
2. **Associate Members:** Anyone who wishes to pay membership dues may be accepted as an associate member. These members may not vote, but may attend meetings, and receive some benefits of membership. Associate members MAY be appointed to committees as non-voting members.
3. Annual **dues** shall be collected from all members, of an amount to be determined by the membership.

## V. Officers

1. **Chair:** The Chair shall conduct the monthly meetings of The Association and convene meetings of the Association's Leadership Committee. It is the responsibility of the Chair to appoint a Nominating Committee at The Association's March meeting, whose duty will be to formulate a slate of officers for the June elections. The Chair serves for a single one-year term. The chair is eligible to run for Chair-Elect one year after serving as Chair.
2. **Chair-Elect:** A Chair-Elect shall be elected each June. Upon election, it is understood that upon the expiration of the Chair's term of office, the Chair-Elect will succeed the Chair for a term of one year. The Chair-Elect shall conduct monthly meetings of the Association in the Chair's absence. The Chair-Elect is a member of The Association's Leadership Committee. If the Chair vacates his or her position, the Chair-Elect will serve as interim Chair for the remainder of the