

# Q Artist Cooperative Bylaws

## Section 1

### Name, Mission, Values & Purpose

The name of the cooperative shall be *Q Artists Cooperative*.

Our mission is to Create Art for the Community and a Community for Artists.

The purpose of Q Artists Cooperative is to support a vibrant community of fine artists, to provide an opportunity to exhibit and sell regional fine art under a juried system, to enhance professional development among artists, and to benefit the community as a whole.

The values of Q Artists Cooperative are:

**High aesthetic standards:** Placing value on art that is beautiful and well crafted, while recognizing that beauty is subjective and technical detail is an artist's labor of love, that a beautiful piece of art is not created without both and a dash of the artist's soul.

**Welcoming:** Making art welcoming to those familiar and unfamiliar without compromising the integrity of the art or the artist who created it. Also making our organization welcoming to regional artists without sacrificing the integrity of our mission or our values

**Sound Organization:** Our foundation provides us with the tools and structure to work together and achieve our mission and goals. We will not sacrifice the integrity of our core values in haste or waste for short term results, realizing that taking the long view, while difficult, is ultimately beneficial.

**Cooperation:** In the spirit of a true cooperative we will be open and willing to work with any persons, organizations, agencies, etc. willing to engage with us in a mutually beneficial relationship. Additionally, as a cooperative we realize our obligation to assist and inform other cooperative organizations when they seek our help.

**Professional Development:** We place a high value on the growth and development of our members and artists. We are committed to the continual growth and development of our artist members as professionals, and will offer opportunities for professional development.

**Invite Inquiry:** A healthy organization thrives on the interplay of ideas among members, patrons, and the community. We invite inquiry about our

art and our organization.

**Innovation:** We are open to new ideas in art, the business of art and our place in the community. We actively seek to adapt and capitalize on new technologies and methods to create our art and enhance our business.

**Creativity:** Creativity is the lifeblood of an artist. We value our creativity not only in the art we create, but in the people we are and the solutions our creativity will provide.

## **Section 2 MEMBERSHIP**

### **To qualify for membership artists must:**

Complete the Member Application Process.

### **To be approved for membership, an applicant must:**

Meet the requirements of the a two part process including a jury and an interview.

### **Approval of membership:**

A unanimous vote of the Membership and Recruitment committee or a 3/4 positive vote of the total number of Members is required for new membership. The Secretary will promptly send written notification of the decision to the applicant.

## **Section 2.1 MEMBERSHIP TYPES**

### **Exhibiting Member:**

An exhibiting member is an artist, arts worker or cultural worker who has specialist training in his or her field (not necessarily in an academic institution); is recognized by peers, is committed to devoting significant time to the artistic activity and has a history of public presentation.

### **Associate Member:**

An associate member will have passed through the application process but be determined by the jury to not be ready for exhibition. Alternatively an applicant who feels unready for exhibition may submit an application for

interview and bypass the jury process. The associate members must take their work seriously enough to join with others for the purpose of making art and must participate in professional development to hone their skills to prepare for eventual exhibition and sale. Associate members enjoy all benefits of cooperative membership except the ability to exhibit their art in cooperative venues. Associate members may request a review of their work and readiness once yearly. Associate members have no voting rights. Associate members will not purchase equity. Associate members are not eligible for proceeds or refunds.

### **Patron Members:**

Patron Members are individuals, businesses or organizations that are interested in supporting us and align with our mission and goals. Patron members enjoy the benefits of patron membership. Patron members have no voting rights. Patron members will not purchase equity. Patron members are not eligible to receive proceeds.

## **Section 2.3 MEMBERSHIP REQUIREMENTS**

### **Exhibiting Membership Requirements:**

**EQUITY:** Exhibiting members will be required to purchase an amount of equity which will be determined by the board.

**COMMITMENT:** Exhibiting members are required to make a one-year commitment to the Gallery dating from the vote of acceptance.

**DUES:** Each Member will pay an equal share of the expenses on either a biannual or quarterly schedule.

**WORKING:** Members will contribute equally to the business and operations of the cooperative. This includes but is not limited to serving on committees, staffing the gallery, maintenance and upkeep of cooperative assets, and other duties as determined by the business needs.

**CONDUCT:** Exhibiting members are required to conduct themselves in accordance with the spirit and letter of our mission and values.

### **Associate Membership Requirements:**

Pay an annual fee as determined by the Board of Directors

Conduct themselves in accordance with the spirit and letter of our mission and values.

Aspire to improve themselves as artists.

**Patron Membership Requirements:**

Pay an annual fee as determined by the board.

**Section 2.4**

**TERMINATION OF MEMBERSHIP**

**Voluntary Termination of Membership**

A exhibiting member wishing to leave the cooperative must submit in writing to the Board a minimum of two months before the end of their obligations.

Associate members have no obligation to notify the cooperative of their termination of membership. Associate members are not eligible to receive a refund on annual dues in part or in whole.

**Involuntary Termination of Membership**

A Membership may be terminated if the member fails to abide by the terms set forth in these bylaws or their contract. A membership may also be terminated if a member's actions violate the terms or spirit of the Mission and Values of the cooperative. Termination of membership may be accomplished by the following procedure.

Termination of membership must be approved by a unanimous vote by the board at a board meeting attended by a quorum.

Notice of termination of membership must be given to the terminated member in person by the President of the board and at least one other board member. Additionally a notice will be mailed to the terminated member via certified mail with return receipt within seven days of the vote to terminate membership.

The notice of termination must contain specific incidences of violation of the bylaws, policy, mission or values which lead to the decision to terminate membership.

At the next regular meeting, all members must be informed of the membership termination.

**Section 3  
FINANCIAL**

The board will negotiate the terms of and enter into contract for member loans on a case by case basis.

Equity investments are non-refundable buy-ins into the cooperative.

Each Member will pay an equal share of the expenses on either a biannual or quarterly schedule.

### **Section 3.1 COMMISSION DUE THE GALLERY**

Once a year the Board will establish the % of commission that is due the Gallery at the time of sale. Members and non-members agree to pay the commission fees on the sale prices of their artwork.

### **Section 3.2 DISTRIBUTION OF PROCEEDS**

Proceeds from Member sales will be credited to the respective accounts less the commission fee.

Proceeds from consignment artists' sales will be credited to the respective accounts less the commission fee.

Members will receive credit to their accounts for any out of pocket expenses that the Members have agreed to pay.

Members and consignment artists will receive the proceeds of their account once each month. In the case of a member account showing a negative balance at the end of the month that Member will reimburse the Cooperative for their balance of the expenses.

The board may create reasonable reserves for necessary purposes. Members leave a portion of net proceeds in the cooperative to help keep operations on a sound financial basis. This retained portion of the membership refund is allocated to the member's equity account and paid out at a later date.

All remaining funds shall be distributed and paid to active members equally on an annual basis after a financial review.

**Section 3.3**  
**CONSENT TO PATRONAGE DISTRIBUTIONS**

"Consent to patronage distributions" means that all members will report to their co-op patronage refunds and retained capital equity to the IRS as earnings. Each year members will receive a 1099 form itemizing their patronage refunds earned in that year.

Each member of this cooperative as of the effective date of this by-law who continues as a member after such date, and each person who shall after such date become a member shall, by such act alone, consent that the amount of any distribution with respect to patronage occurring in any fiscal year of the association beginning after December 31, 1962, and which are made in written notices of allocation (as defined in 26 USCA 1388), and which are received by said member from the cooperative, will be taken into account by said member at their stated dollar amounts in the manner provided in 26 USCA 1384(a), less any amount which may be excluded under 26 USCA 1385(b) in the taxable year in which such written notices of allocation are received by said member.

Patronage refunds are proportionate to each member's commission gallery sales.

**Section 4**  
**MEMBER MEETINGS**

The president shall designate a time and place for at least 2 general member's meetings annually. Notice of meetings will be given at least one week prior to the meeting.

Special meetings can be called by the president, a simple majority vote of the board or a petition signed by at least 20% of the general membership.

Meetings shall be governed by a current edition of *Robert's Rules of Order*.

Voting shall take place at member meetings and members must be present to cast a vote.

A quorum for membership meetings will be 30 percent of the membership.

**Section 5**  
**BOARD OF DIRECTORS**

The Board of Directors shall be elected at the annual Membership meeting by a simple majority and serve for a period of two years. Initial terms will be staggered with a simple majority of the initial board serving 2 years and the remaining members serving 1 year. There shall be no less than four or more than ten members elected to the Board of Directors. The board shall meet at least quarterly. Board members will be notified of meeting time and place at least two weeks prior to the meeting date. At least four of the Board of Directors will also serve as the Officers of the Cooperative. A quorum for a board meeting will be a simple majority of the members of the board.

Board vacancies will be filled by appointment of a simple majority vote of the remaining board members at an announced meeting attended by a quorum with the appointed board member serving out the term until the next scheduled board election.

A call to vote for the removal of a director can be called by the president, a simple majority vote of the board or a petition signed by at least 20 percent of the general membership. A call to vote for the removal of a director will result in a written notice of the call to vote along with a special ballot sent to each member via certified mail. A quorum of ballots must be returned with a 3/4 majority of ballots deciding the vote.

Board members will not be compensated. Board members may be reimbursed for mileage or other approved expenses related to their board duties.

It shall be the duty of all board directors to make prompt and full disclosure to the board of any personal, professional, or financial conflict of interest in a matter under discussion. When a conflict of interest is disclosed, the board member must not participate in the discussion or vote on the relevant issue.

## **Section 5.1 DUTIES OF OFFICERS**

The duties of the Officers are as follows:

**PRESIDENT:** Shall call Member meetings to attend to Co-op matters. She/he shall set meeting agenda and preside over each meeting and be

known as the Principal Officer of the Cooperative and execute necessary documents for the Cooperative. The President can appoint ad hoc committees as needed.

**VICE PRESIDENT:** shall assume the duties of the President in the absence of the President and perform any other duties as requested by the President. She/He is considered the President in Waiting for the following year.

**SECRETARY:** Shall record and distribute accurate minutes of all meetings.

**TREASURER:** Shall be responsible for all financial matters of the Cooperative and shall provide the Members with reports at each meeting and a financial statement at the end of each year. The Treasurer shall also have the power to execute documents the same as the President.

### **Section 5.3 STANDING COMMITTEES**

The attending members at the Board of Directors meeting each March will appoint committees and will attempt to appoint members to the committee of their choice. The board reserves the right to make appointments as necessary to fill all committee appointments regardless of member preferences. Each committee member will serve a one-year term. The board may create temporary or standing committees from the membership as needed and will appoint committee presidents. Committee responsibilities are defined by the Board of Directors and will be reviewed each March during the process of committee appointments and elections.

### **Section 6 ADMINISTRATION AND MISCELLANEOUS**

**Insurance:** The cooperative shall have the power to purchase and maintain insurance on behalf of anyone acting for the cooperative.

**Indemnification:** The cooperative shall indemnify a director or officer in good standing for all reasonable expenses incurred in a legal proceeding due to his or her position on the board.

**Fiscal Year:** The fiscal year runs from September 1st to August 31st.



**Fiscal Review:** An annual third party fiscal review will be conducted within 90 days of the end of each fiscal year. The results of the audit will be made available to all members of the cooperative.

**Hiring Employees:** The board of directors shall have the authority to create positions that will be filled by hiring or contracting for skilled non-member or member individuals as needed to fulfill business and operational needs.

## **Section 7 DISSOLUTION**

Dissolution of the cooperative will require a dissolution motion to the membership. If the dissolution motion is passed the board of directors will select a member amongst themselves to carry out the necessary steps to complete the dissolution including filing paperwork with state and federal agencies and tending to the distribution of the remaining assets.

Upon dissolution, the remaining assets of the co-op will be returned to its' remaining members. Alternatively and by a 3/4 majority vote of all remaining members remaining assets of the co-op will be distributed to a non profit arts group operating in Wisconsin.

## **Section 8 AMENDMENTS TO BYLAWS**

If a court of competent jurisdiction judges any section, clause, provision, or portion of these by-laws void or invalid, the remainder of these by-laws will not be affected.

These By-laws can be amended by a 3/4 positive vote of the Members provided written notice of any proposed amendment is mailed or delivered to each Member at least 10 days prior to a meeting.

The articles of incorporation are hereby made a part of these by-laws. In case of any inconsistency between the articles of incorporation and these by-laws, the provisions of the articles of incorporation are controlling.

These By-laws accepted Jan 15th, 2009 by the following:

Diane Bywaters  
John Hartman  
Spyros Heniadis  
Mary Ellen Pollock  
Ann Singaas