

Torrance Art Museum Advocates (TAMA)

Bylaws

Article I – Name

The name of this organization shall be the Torrance Art Museum Advocates and herein after referred to as TAMA.

Article II – Mission

It is the mission of TAMA to advocate on behalf of and support the Torrance Art Museum (TAM), a program of the City of Torrance .

It is the responsibility of TAMA to support the Torrance Art Museum (TAM); enlist community support, provide and support art education and expand TAMA membership. In accomplishing this responsibility TAMA Board of Directors and members shall not in any way attempt to control, oversee, advise or through any direct or indirect means influence or affect the art exhibited and or the artists selected to exhibit and/or programming at TAM.

Article III – Members

Section 1 – The Membership of TAMA

Membership shall be open to any individual, group, organization or corporation interested in furthering the mission, goals, objectives and policies of the organization.

Memberships are required to be paid annually.

Section 2 – Voting Rights

All members have one vote (electronic, voice or paper) regardless of membership level. Only members in good standing may serve on the Board of Directors.

Section 3 – Payment of Memberships

Membership in TAMA shall be for twelve calendar months

Section 4 – Expulsion

Any member who does not meet the goals, objectives and/or intent of TAMA may be expelled by a majority vote of the Board of Directors without any recourse or reimbursement of membership fees.

Article IV – Officers/Board of Directors

Section 1 – The Board of Directors

The Board of Directors of TAMA shall include President, Secretary and Treasurer. The Board of Directors may expand to include Vice President, Membership Chair, Advocacy Chair and Education Chair. The TAM Curator may be an ex-officio member.

Section 2 – Holding Office

Each Board of Director member shall hold office for a period of 1 or 2 years depending on election results or until resignation, disqualification or removal. All of the Board members holding office upon the adoption of these Bylaws shall be retained as a Board Member until the date at which their terms would have expired but for the adoption of these bylaws or until resignation, disqualification or removal. Each Board member shall be eligible for reelection without limitations provided the member continues to meet the qualifications established by these bylaws.

Any elected member of the Board of Directors may serve as an Officer of TAMA.

2.1 Election cycles shall fill open positions each year. The two individuals receiving the highest votes will serve for a period of two years; all others will serve one year.

Section 3 – Requirements for Holding Board Position

Each member of the TAMA Board of Directors, Officers and Chairpersons duly elected to fill Board Positions listed in these bylaws must be members of TAMA in good standing. No member of the Board may hold more than one office at a time. Every member of the TAMA Board of Directors will fulfill the position in accordance with a written description of the responsibilities to the position to which they were elected.

Section 4 – Board Meetings

The TAMA Board of Directors shall be required to meet no less than three times per year and other meetings may be called as necessary either at the request of the President or upon the request of any Officer of the Board of Directors.

Section 5 – Compensation

Members of the TAMA Board of Directors shall serve without compensation.

Section 6 – General Supervision

The TAMA Board of Directors shall have general supervision of the affairs of TAMA between its Annual Meetings, will fix the hour, date and location of meetings, make recommendations to TAMA and shall perform such other duties as are specified in these bylaws. The Board shall be subject to the Orders of the Association and none of its acts shall conflict with actions described therein.

Section 7 – Absences

Any Board Member shall automatically vacate their office if they have more than 2 consecutive unexcused absences or more than 3 unexcused absences in a year.

Section 8 – Vacancies

Should a vacancy on the Board occur the President shall appoint, with approval from the Board of Directors, an active member of TAMA to fill the unexpired position.

Section 9 – Quorum

The Board of Directors majority shall be fifty one percent of the elected officers.

Article V - Election of Board of Directors

Section 1 – Nominating Committee

The President may appoint a Nominating Committee and designate a TAMA member to be the Chairperson no later than January 1 of each year. It shall be the duty of this committee to select a slate of nominees through application and/or invitation.

Section 2 – The Candidates

Any TAMA member desiring consideration for a position on the Board of Directors shall notify the Nominating Committee stating experience and qualifications. The Nominating Committee shall in turn preview these applications and present a slate of candidates for approval at a special Board meeting.

Section 3 – Election

The election requires a majority of active membership participating in the Annual Meeting and/or by electronic vote. The method of election shall be by written ballot, voice vote or electronic vote at the discretion of the Board of Directors.

Section 4 – Officers and Chairpersons

The elected Board of Directors shall meet and select from among themselves the officers and chairpersons of TAMA.

Article VI – Meetings

Section 1 – Annual Membership Meeting

The Annual Meeting of TAMA shall be held in July. The time and place shall be determined by the Board of Directors.

Section 2 – Quorum

A quorum for the annual membership meeting shall be a simple majority of fifty one percent of active members participating. No person shall be entitled to vote at any meeting of the membership who at the time of the vote shall be delinquent in the payment of fees. A majority vote of those participating and voting shall be necessary for any approval of action at any meeting.

Article VII – Officers of the Board of Directors and Their Responsibilities

Section 1 – President

- 1.1 The President shall be chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and the Annual Meeting.
- 1.2 Shall appoint the Chairperson of each committee necessary and receive approval of the Board of Directors on these appointments
- 1.3 Shall be an ex-officio member of all committees and may require a report from any officer, chairperson or committee at any time
- 1.4 Shall maintain alignment of TAMA with the Articles of Incorporation and Bylaws
- 1.5 Shall maintain a positive collaboration between the TAMA Board of Directors and the TAM staff
- 1.6 Shall perform all duties incidental to the office

Section 2 – Vice President (optional)

- 2.1 Shall assist the President
- 2.2 Shall perform the duties of the President if they are unable to act
- 2.3 Shall act as coordinator of the Chairpersons
- 2.4 Shall act as Historian to the Board and maintains an annual record of all TAMA activities
- 2.5 Shall perform all duties incidental to the office

Section 3 – Secretary

- 3.1 Shall keep a record of the proceedings of Board of Director meetings and the Annual Meeting
- 3.2 Shall serve notice of minutes and activities electronically
- 3.3 Shall perform all duties incidental to the office

Section 4 – Treasurer

- 4.1. Shall maintain accurate auditable records of disbursements and receipts
- 4.2. Shall present a written record of same at each Board of Director meetings and to the general membership as directed by the Board of Directors
- 4.3. Shall secure a personal bond as financial status dictates
- 4.4. Shall secure insurance as required for the Board of Directors
- 4.5. Shall prepare and submit tax and audit reports as required
- 4.6. Shall perform all duties incidental to the office

Section 5 – Chairpersons (optional)

TAMA may have three elected chairpersons; Advocacy Chair, Education Chair and Membership Chair

- 5.1. The Advocacy Chair shall, at minimum, make an informal presentation at each Torrance City Council meeting and the Torrance Cultural Arts Committee

meetings prior to the opening of a new exhibition.

5.2. The Education Chair shall, at minimum, support TAM educational activities

5.3. The Membership Chair shall, at minimum, coordinate membership in TAMA in accordance with these bylaws

Section 6 – Curator

The TAM Curator or their designee shall be an ex-officio member of the Board of Directors.

Article VIII – Committees

Committees may be appointed as needed by the President with ratification from the Board of Directors. Committees need not be chaired by a Board of Directors member but must make reports to the Board regarding their activities.

Article IX – Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the TAMA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order TAMA may adopt.

Article X – Amendment of Bylaws

These Bylaws can be amended at any Annual Meeting of the TAMA by fifty one percent of the active membership participating providing electronic/posted notice of the proposed changes in bylaws has been submitted 30 days in advance of the Annual Meeting to the active members.

Article XI – Ratification of Bylaws

At the July Annual Meeting those members attending in good standing shall ratify these Bylaws.

Founding Board of Directors

President: Suzan Hubert Secretary: Jeannine Madden Treasurer: Dolly Cross

Chairpersons

Advocacy Chair: vacant

Education Chair: vacant

Membership Chair: vacant

Original Bylaws Ratified: June 2014

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Record of Bylaw Amendments

Dissolution

In the event that the Torrance Art Museum Advocates is dissolved, the property of TAMA is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon dissolution of TAMA its assets remaining after payment or provision for payment of all debts and liabilities of TAMA, shall be distributed to a non-profit, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established tax exempt status under section 501(c)3 of the Internal Revenue Code.

Conflict of Interest

Purpose

The purpose of this conflict of interest policy is to protect TAMA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any TAMA Board member or TAMA member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. A financial interest is not necessarily a conflict of interest; a

person who has a financial interest may have a conflict of interest only if the TAMA governing board decides that a conflict of interest exists.

Definitions

1. Interested Person

Any director, chairperson, or member who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which TAMA has a transaction or arrangement,
- b. A compensation arrangement with TAMA or with any entity or individual with which TAMA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which TAMA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the TAMA Board.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the TAMA governing board while the determination of a conflict of interest is discussed and voted upon. The remaining TAMA Board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the TAMA governing board meeting, but after the

presentation, he/she shall leave the meeting during the discussion of, and the vote on the transaction or arrangement involving the possible conflict of interest.

b. The TAMA President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the TAMA Board shall determine whether TAMA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the TAMA Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in TAMAs best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Amendment: Approved July 2015

DUAL - membership level added

Benefits of Individual Membership for two people • One soft-copy catalogue to one Exhibition

Amendment: Approved July 22, 2017 - New Membership Level

Deleted Article III sections 1 and 3, Article VI section 1 from original bylaws of 2014

Amendment: Approved July 21, 2018

Article V Section 1 language change 'The President *may* appoint a Nominating Committee...'

Article VII Section 5.1 added language: Cultural Arts Commission meetings; changed exhibit to exhibitions

Article VII Section 9 Ratification of Bylaws date change to July

Provisional Officers language change to Founding Board of Directors

Amendment of July 2017 removal of dollar amount of membership level

Removal of Change in Board member names (recorded in minutes)

Bylaw Review & Revision Ratified: July 30, 2022