

AMENDED AND RESTATED BYLAWS
OF THE WOMEN'S CAUCUS FOR ART

ARTICLE I: NAME

The name of the organization is Women's Caucus for Art (hereinafter sometimes referred to as "WCA").

ARTICLE II: PURPOSES: CHAPTERS

A. PURPOSES

The Women's Caucus for Art, a charitable, educational and literary organization, shall represent and work to advance the concerns of women artists, art historians, museum professionals and other visual arts professionals, without discrimination on the basis of religion, national origin or ethnic background, class, gender or sexual orientation. WCA is organized, and shall be operated, exclusively for charitable and educational purposes. No part of the income of WCA shall be distributable to the members, directors or officers of WCA, except in order to pay for pre-approved services actually rendered or to reimburse for out-of-pocket expenses incurred on behalf of WCA.

B. CHAPTERS

In order to carry out its purpose throughout the United States and elsewhere, the Board of Directors of WCA may permit the organization of chapters, in accordance with the terms of Article X below.

ARTICLE III: MEMBERSHIP

A. ELIGIBILITY

Membership is open to all persons and institutions or organizations interested in the purpose of WCA, who endorse the purpose of the WCA as stated in Article II. Membership shall not be transferable by any member, by operation of law or in any other manner.

B. MEMBERSHIP CLASSES

The Board of Directors may, in its sole discretion, designate one or more classes of membership. Until otherwise designated by the Board of Directors, the classes of membership and the availability of such classes shall be as follows:

1. Regular membership is available to individuals;
2. Hardship membership is available to those who cannot afford to pay the regular rate, as determined by the President of WCA in the President's sole discretion;
3. Institutional membership is available to institutions, organizations, corporations and libraries;
4. International membership is available to those residing outside of the United States of America;
5. Permanent membership is for past presidents of WCA and women who have been formally honored by the Honors Award Committee;
6. Lifetime membership is available to those who wish to pay special dues.

Unless the Board otherwise designates, the classes described in items (1) through (6) above shall each have the same voting rights and privileges as every other class.

C. DUES

1. Each member shall pay such dues as shall from time to time be approved by the Board of Directors, provided that such approval shall take place at the annual meeting of directors as contemplated by Paragraph C of Article IV below.
2. Until otherwise established by the Board of Directors, membership dues shall be for one year beginning January 1 and ending December 31.
3. Chapter dues shall be determined by each Chapter.
4. Current Chapter and WCA dues shall be paid in one unified payment. Unified dues may be received by either a Chapter or by WCA.
5. Members who are not also members of one or more chapters shall pay national dues only.
6. A member shall be considered to be in good standing when dues for WCA and for any Chapter of which the member is a member shall have been received by WCA and such Chapter. On any matter submitted to a vote of the members, references below to "members" shall mean members in good standing, unless explicitly provided otherwise.

D. PRIVILEGES OF WCA MEMBERSHIP

1. Members are eligible to vote on any matter submitted to a vote of the members, and to hold office.
2. Members in all classes will receive the WCA newsletter and other notices and publications directed to members, when and as published, sent or given. Members may consult with WCA officers and WCA committees, and use all services established by WCA in accordance with policies established by the Board of Directors in connection with such services.
3. Members are entitled to attend any meetings of members generally and any educational or other conference sponsored by WCA which the Board of Directors has specified shall be opened to members generally.
4. Members shall not be liable for any debts or obligations of WCA and shall not be subject to any assessment therefore, and shall have no obligation relating to membership other than the dues established pursuant to the terms of these bylaws.

E. MEETINGS OF MEMBERS

1. The WCA shall hold an annual meeting open to all members. The time and place shall be determined by the President, who shall endeavor to coordinate the meeting with the annual meeting of the College Art Association.
2. Written notice stating the place, day and hour (and, in case of a special meeting, the purpose for which the meeting is called) of an official meeting of members shall be delivered, either personally or by mail in good faith, to each member at the address reflected in WCA's records, not less than ten or more than fifty days before the date of each meeting.
3. The President, a majority of the Board of Directors or one-tenth of the members in good standing may call special meetings by giving not less than thirty (30) days notice to the President in writing.
4. A special meeting of the Chapters' Council may be called by the President or by not less than one-third of the Chapters' Council members. Directors may be invited at the discretion of the Chapters' Council.

5. At any meeting of members, a member entitled to vote may vote in person or by proxy executed in writing by the member or by a duly authorized attorney-in-fact. No proxy shall be valid after sixty (60) days from the date of its execution.

6. Forty members present in person or by proxy shall constitute a quorum at the general business meeting of the members for transactions of business. If a quorum is not present at a meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

7. All matters submitted to a vote of members shall be decided by a majority of the votes cast by the members present or represented by proxy at any meeting at which a quorum is present.

8. Any matter required to be submitted to the members at a meeting may be acted upon without a meeting if all members who would have been entitled to vote upon the action consent to the action in writing.

ARTICLE IV: BOARD OF DIRECTORS AND OFFICERS

A. NUMBER AND TERM

The Board of Directors shall be the governing body of the WCA and shall consist of a total of no more than 36 individuals, as set forth below, each to serve the term specified below:

1. The President, who shall serve for a term coincident with the term of being President.
2. The President-Elect, who shall serve for two years followed by a two year term as President.
3. The five appointed officers enumerated in subparagraphs 7 through 11 of paragraph E of this Article IV, each of whom shall serve for a term coincident with the term of being an officer.
4. Six Regional Vice Presidents enumerated in subparagraph 12 of paragraph E of this Article IV, each of whom shall serve for a term coincident with the term of being a Regional Vice President.
5. Fifteen persons who are members of the Chapters' Council, each of whom shall serve a term of three years, with five persons being elected each year at the meeting of directors specified in Article IV.C.1.
6. The last living immediate past President who shall serve for a term of two years.
7. The chairperson of the Nominating Committee, as appointed by the President in accordance with Article V.A., who shall serve for a term of two years.
8. The chairperson of the Recognitions and Awards Committee, as appointed by the President, who shall serve for a term of two years.
9. Two conference committee chairpersons, as from time to time designated by the Board of Directors through an appointment by the President, each of whom shall serve for a term coincident with being committee chairperson.
10. Three persons elected by the Board of Directors, and generally intended to consist of individuals not affiliated with WCA, who through their profession, expertise or other interest the Board of Directors considers will be helpful or useful in furthering the purposes of WCA, each of whom shall serve for a term of three years, with one person being elected each year at the meeting of directors specified in Article IV.C.1.

The number of directors may be increased or decreased by amendment to these bylaws, provided no such amendment resulting in a decrease in number of directors shall cause the shortening of any incumbent director's term.

B. FUNCTION OF BOARD

The business of WCA shall be managed by the Board of Directors. The Board shall have all powers necessary or appropriate to administer its affairs which shall include powers conferred by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, and these bylaws. All powers of WCA shall be vested in the Board except those specifically granted or reserved to the members by law, the Articles of Incorporation or these bylaws.

C. MEETINGS AND VOTING

1. A regular meeting of the Board of Directors shall be held at least one a year, the time and place to coordinate with the annual, national meeting of WCA members.
2. Special meetings of the Board of Directors shall be called by the President or at the request of any five directors. Notice of any special meetings shall be given to the Directors at least thirty days in advance thereof. Any director may waive notice of a meeting and attendance at the meeting shall constitute a waiver of notice. Neither the business to be transacted nor the purpose of any special meeting need be specified in a notice or waiver of notice, except as contemplated in paragraph D below and paragraph B of Article VI.
3. A simple majority of the Board of Directors present shall constitute a quorum for the transaction of any business, but in no event shall a quorum consist of less than one-third of the Board of Directors.
4. Any action required to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and such consents are filed with the Minutes. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
5. Minutes of Board of Directors meetings shall be made available to any WCA member.

D. REMOVAL OF PRESIDENTS AND DIRECTORS WITH OR WITHOUT CAUSE

1. The President and/or the President-Elect may be removed by the vote of a majority of the members, with or without cause. Any officer may be removed by the President at any time with or without cause. Removal of the President or any other officers shall be without prejudice to the contract rights, if any, of the officer so removed.
2. Any Director may be removed from office, either with or without cause, upon a two-thirds vote of the Directors present at a meeting called for that purpose.

E. OFFICERS

1. The officer positions of WCA shall consist of a President, a President Elect, a Corporate Secretary, a Treasurer, and such other positions, if any as the Board of Directors may from time to time create or establish provided that, until the Board of Directors shall determine otherwise, the Corporate Secretary and Treasurer shall be one office called Secretary-Treasurer and the officers of the Corporation shall include the officers described in subparagraphs 7 through 11 of this paragraph E. One person may hold more than one office, except the offices of President and

Corporate Secretary cannot be held by the same person. The President-Elect shall be elected in the manner described in paragraph 4 below. Each of the other officers shall be appointed by the President.

2. Each officer, other than the President and the President-Elect, shall serve for a term coincident with the term of the President who appointed that officer.

3. The President accedes to office after serving a two-year term as President-Elect, and shall serve an additional two-year term as President beginning at the end of the annual meeting of the members following the President-Elect's election.

4. The President-Elect shall be elected by the membership according to the procedure described in Article V. The President-Elect shall serve a two-year term as President-Elect.

5. The President shall act as chief executive officer of WCA, shall preside at all Board and membership meetings, shall see that all resolutions of the Board are carried out, and shall represent the organization when called upon to do so.

6. The President-Elect shall assist in the duties of the President, shall become President of WCA in the event of the President's death, resignation or inability to serve for the remainder of responsibilities assigned to the President-Elect by the President.

7. The Second Vice-President shall oversee certain standing and ad hoc Committees and shall be available to undertake other responsibilities delegated by the President.

8. The Secretary-Treasurer shall prepare and file the annual report that is required under Section 29-584 of the District of Columbia Nonprofit Corporation Act. The Treasurer-Corporate Secretary shall also handle all financial accounts of the WCA, prepare the annual financial report, see that all applicable Federal and State tax and non-profit incorporation reports, forms, papers, and fees are filed on time, require prompt and accurate accounting of all contributions and other income received by WCA, in collaboration with a budget committee, if appointed, create the annual budget, shall ensure that minutes of all meetings are maintained and placed in the minute books and other appropriate records of WCA, shall ensure that notices are duly given, and shall ensure that the corporate records are maintained.

9. The Vice President for Chapter Relations will work with the Regional Vice Presidents to facilitate networking among the chapters, and will preside over the Chapters' Council.

10. The Vice President for Organizational Outreach shall liaison with other organizations whose goals and activities are consistent with the mission of WCA.

11. The Vice President for Development shall investigate sources of funding from private and public granting agencies in order to strengthen the financial position and attain the goals of the WCA and shall assist in the preparation of grant applications and in any other fundraising or solicitation campaigns on a national level, working in cooperation with the President and the Secretary-Treasurer.

12. The six Regional Vice Presidents shall report directly to the Vice President for Chapter Relations. The Regional Vice Presidents shall work to create closer, more harmonious communication among chapters within a region and between chapters and the national organization and coordinate such aid and assistance as may be rendered by WCA to chapters when the need arises. They shall provide interested parties with information on the formation of chapters, aid new and forming chapters, and investigate new chapter possibilities.

The six regions are:

Northeast Region: Maine, New Hampshire, Vermont, New York, Pennsylvania, Connecticut, Massachusetts, Rhode Island, Delaware, New Jersey;

Southeast Region: Washington DC, Maryland, West Virginia, Virginia, North Carolina, South Carolina, Kentucky, Tennessee, Georgia, Alabama, Florida, Mississippi, Arkansas, Louisiana, Puerto Rico and the US Virgin Islands;

Midwest Region: Illinois, Wisconsin, Nebraska, Missouri, Indiana, Ohio, Michigan, Iowa, Kansas, Minnesota, South Dakota, North Dakota

Southwest Region: Texas, Oklahoma, Colorado, New Mexico, Arizona, Utah, Nevada;

Northwest Region: Idaho, Wyoming, Montana, Washington, Oregon, Alaska;

Pacific Region: California, Hawaii, Guam.

ARTICLE V: NOMINATION AND ELECTION REQUIREMENTS

A. NOMINATING COMMITTEE

At the beginning of a President's term, the President shall appoint a Nominating Committee composed of six members of the WCA. No two or more of whom shall be selected from the same state or from any state contiguous to a state from which a member is chosen to serve on the Nominating Committee. The President shall appoint one additional member to serve as Committee Chair. Members of this committee may not serve again on the Nominating Committee until the initial term as President of a person nominated to serve as President-Elect by the Nominating Committee on which such member serves has expired. Nominations for WCA President-Elect shall be submitted in writing by any individual member of the WCA to the Chair of the Nominating Committee by June 15 of the following year (which will be the election year). Each nomination, which shall be accompanied by biographical and professional data, a statement of the nominee's goals for WCA and the nominee's agreement to serve, will be forwarded in writing to the Nominating Committee Chair. Each nominee must be a WCA member who has served as an officer of a chapter or at a national level.

B. ELECTION AND VOTING

The Nominating Committee shall receive all nominations and shall present to the membership one or more candidates for President-Elect, with biographical and professional information and a statement of goals from each candidate. Ballots shall be published in the WCA newsletter on or about September 31 of the election year, or if the WCA newsletter is not published on or before September 31 of the election year, the ballots shall be mailed to members. The Chair of the Nominating Committee shall insure that the ballots are counted accurately, that the ballots remain anonymous, and that there is one vote per current member. The Nominating Committee shall announce the results of the elections as soon as possible, but no later than December 1st of the election year.

C. VACANCIES

Any vacancy occurring in the Board of Directors (including by reason of an increase in the number of directors) and any vacancy in any office may be filled by appointment by the President. A director or officer elected to fill a vacancy shall be appointed for the unexpired term of the predecessor in office. A director or officer appointed because of an increase in the number of directors or creation of a new office, respectively, shall serve such term as shall be determined by the Board of Directors.

ARTICLE VI: AMENDMENTS TO BYLAWS

A. Amendments to the bylaws or new bylaws may be proposed upon signature of ten members in good standing and submission in writing to the Board of Directors. Amendments may also be proposed by the President or any director.

- B. Amendments proposed in the manner required by paragraph A may be adopted by a majority of the directors present at any regular meeting, or at any special meeting if at least five days written notice is given of the intention to alter, amend, or repeal and adopt new bylaws, at such special meetings.

ARTICLE VII: GENERAL PROVISIONS

A. CHECKS, DRAFTS AND CONTRACTS

The Board of Directors must authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the WCA and, no other officer shall have any power or authority to bind the organization by any contract or render it liable for any reason.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of WCA shall be signed by such officer or officers, agent or agents of WCA, and in such a manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instructions shall be signed by the Secretary-Treasurer.

B. FISCAL YEAR

The fiscal year of WCA shall begin July 1 and end June 30.

C. GIFTS, GRANTS AND CONTRIBUTIONS

The Board of Directors may accept on behalf of WCA any gift, contribution, bequest, or grant for the general purpose or for any special purpose of the organization and such acceptance shall be acknowledged in writing.

The President, in cooperation with the budget committee, if appointed, and the Director of Development, may apply for and accept granted funds from governmental agencies, private foundations, and individual donors, and the President shall be responsible for seeing that accurate records are kept and all accounting reports which may be required are submitted on time to the granting agency.

D. USE OF NAME

No person shall use the name of Women's Caucus for Art to obtain grants or exhibitions or for personal gain or speak on behalf of WCA without being authorized by the Board of Directors.

E. BOOKS AND RECORDS

WCA shall keep correct and complete books and records of its accounts; shall also keep minutes of the proceedings of its members, its Board of Directors, committees of the Board, committees of the members, and of its Chapters' Council; and shall keep at its principal office, the names and addresses of its members entitled to vote. All books and records of WCA may be inspected by any WCA member, or the member agent or attorney, for any proper purpose at any reasonable time.

Each Chapter shall keep correct and complete records.

WCA shall at intervals publish the names and addresses of the Board of Directors and staff for the use of the membership from time to time and such intervals shall not exceed twelve (12) months.

F. NOTICES

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by

the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Presence without objection shall also waive notice. Any notice mailed postage-paid shall be deemed delivered at the time it is deposited in the United States mail addressed to the member at the address reflected in WCA records.

ARTICLE VIII: ADDITIONAL COMMITTEES

A. EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of two or more directors who must be nominated by the President and elected by the Board of Directors. The members of this committee shall serve, at the pleasure of the Board, and appointment of individuals nominated by the President to, and removal from, the Executive Committee shall be by majority vote of the directors then in office. The Executive Committee shall have all the authority of the Board, except that regardless of any Board resolution, such committee may not:

1. Amend the Articles of Incorporation;
2. Change the size of the Executive Committee or the Nominating Committee;
3. Elect persons to, or remove persons from, the Board of Directors, the Executive Committee, or the Nominating Committee;
4. Amend or repeal bylaws or adopt new bylaws;
5. Amend, alter or repeal any resolution of the Board of Directors; or
6. Adopt WCA's annual budget or authorize contracts other than those entered in the ordinary course of business.

B. AD HOC AND SUPPORT COMMITTEES

Other ad hoc committees and committees relating to particular conferences sponsored or held by WCA, in each instance not having and exercising the authority of the Board of Directors in the management of WCA, may be designated by a resolution adopted by a majority of the directors present. Except as otherwise provided in the resolution, the President shall appoint persons, who need not be Board members, to serve on such committees.

C. REMOVAL

Any member of such a committee may be removed with or without cause by the person or persons having the authority to make appointments whenever the best interests of WCA may be served by such removal.

D. QUORUM

A majority of the members of any committee shall constitute a quorum and the decision of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

E. RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX: STAFF

The Board of Directors may, in its sole discretion, authorize the creation of and determine the duties for a National Office Administrator, a Director of Development and any other employees deemed necessary or appropriate for the operation of WCA. The Board of Directors shall establish the salary of any such staff personnel. Staff personnel need not be members of WCA.

ARTICLE X: CHAPTERS

A. DEFINITION

A Chapter shall be a group of WCA members organized for the purpose of furthering or promoting the same purposes as WCA who affiliate with the national WCA, endorse and agree to abide by its principles.

B. CHAPTER AUTHORIZATION

1. Action of the WCA President. Authorization for recognition of a chapter of WCA shall be given in writing by the WCA President after all the requirements set forth herein have been satisfied, and such authorization shall be announced to the general membership and Board of Directors of WCA.

2. Name of the Chapter. The name of each Chapter shall be chosen jointly by the WCA President and the new chapter and must include the words "Women's Caucus for Art".

C. BASIC STRUCTURE

1. Each chapter should elect a minimum of three (3) officers, including the executive officer and a financial officer.

2. Each chapter should adopt its own bylaws. These bylaws are to be in conformity with the basic principles and tenets of the WCA bylaws subject to the law of the place of organization of the chapter.

3. Each chapter should maintain a list of current members.

4. Each chapter should set its own dues together with the WCA dues in a unified payment unless a member has already paid WCA dues for that calendar year.

D. RESPONSIBILITIES

1. Each chapter may send a representative to the Annual National Chapters' Council Meeting.

2. Each chapter should regularly make a copy of its current membership list available to WCA.

3. Each chapter shall be responsible for forwarding the WCA portion of collected dues to the national WCA office within fifteen (15) days after receiving them.

4. Each chapter should furnish reasonable requested information to WCA.

5. Each Chapter should advise WCA of changes of officers immediately upon election.

E. ENTITLEMENTS

1. Each chapter should receive from WCA the following:

- a. an annual written financial statement,
- b. notification of national business meetings, and
- c. notification of major WCA policy changes.

2. Each Chapter should receive national newsletters and information on the activities of other chapters.

F. CHAPTERS' COUNCIL

1. The Chapters' Council shall consist of one delegate from each chapter in addition to the WCA Vice President for Chapter Relations.

2. This body shall hold an annual meeting in conjunction with the annual WCA members meeting. The WCA Vice President for Chapter Relations shall be the presiding officer.

3. The purpose of the Chapters' Council shall be the following:

- a. to be a forum for communication among the chapters,
- b. to be a channel of communication between the chapters and WCA, and
- c. to advise the President, and the Board of Directors on matters concerning the chapters.

G. WITHDRAWAL OF A CHAPTER

1. Should it be deemed, by WCA's Board of Directors or the Board or President of a chapter, necessary to dissolve a WCA chapter, a meeting of its members should be called and announced to the chapter membership to decide the disposal of all monies, assets and obligations of the chapter in accordance with local state laws and in a manner so as not to jeopardize any federal or state tax-exempt status of the chapter.

2. At such times as a chapter formally and legally dissolves in accordance with local state laws, it should inform the WCA President in writing.

ARTICLE XI: INDEMNIFICATION

WCA shall indemnify any director, officer or employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, brought by or in the right of WCA or otherwise, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer or employee; subject to the limitation; however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to WCA for damages arising out of his or her own negligence or misconduct in the performance of a duty to WCA.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by such director, officer or employee. WCA may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of any director, officer, or employee; provided, however that such director, officer, or employee shall undertake to repay or to reimburse such expense, if it should be ultimately determined that he or she is not entitled to indemnification under this section.

The provisions of this section shall be applicable to claims, actions, suits, or proceedings made or commences after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of WCA to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not WCA would have the power to indemnify the person against that liability under law.

In no case, however, shall WCA indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law). Further, if at any time or times WCA is a private foundation within the meaning of section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), then, during such time or times, no payment shall be made under this section if such payment would constitute an act of self-dealing or taxable expenditure, as defined in sections 4941(d) or 4945(d), respectively, of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

If any part of this section shall be found, in any action, suit, or proceeding, to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

The foregoing amended and restated bylaws were duly approved and adopted effective July 30, 2006.

Margaret Lutze
Secretary-Treasurer

8/24/2009