

Announcements

Call Alison Christer to find out what to bring for our Holiday Po-luck on December 7.

From Nov. 8 to Dec. 14, Rosalind Ginsberg's collection of oil paintings will be on view daily at Adams Avenue Grill, 2201 Adams Avenue, San Diego. Rosalind's art works include lyrical sea, land and bodyscapes, along with provocative portraits.

7th Annual Studio Sale

Sunday, November 19 from 10 a.m. to 3 p.m. Functional & decorative hand-made pottery by Anat Friedman will be on sale at: 439 Barbara Ave., Solana Beach.

Labels for monthly show

SDAG DECEMBER 2000

Artist

Title

Category

Medium

Price

Volunteer Highlights

Alessandra Colfi

As a young girl growing up in a small Italian village Alessandra discovered and cultivated her artistic calling by creating entire wardrobes for her Barbie doll. After a university education in Linguistics, she returned to her calling by designing for renowned ski-wear manufacturer, Colmar, and for Europe's premier children & maternity wear retailer, Prenatal, Inc. She moved to San Diego following her heart, eventually finding her soulmate.

Her passion is to create treasures for warming up home & hearth. She is drawn to colors and textures of fabrics and hand-made papers and find inspiration for her works from old treasures, recyclable, earth sustaining and natural materials. Alessandra's multimedia artworks have won awards at The Off Track Gallery, are exhibited at the Art-tis's Forum Gallery / Ladybug Art Calligraphy Studio in Kensington. Also, her one-of-a-kind greeting cards have found a home at Neroli Lingerie in La Jolla, Papyrus in Fashion Valley, Libros at Bazar Del Mundo in Old Town and Leaping Lotus in Cedros Design District.

No amount of skillful invention can replace the essential element of imagination

Edward Hopper

The world or reality has it limits; the world of imagination is boundless

Jean-Jacques Rousseau

Man can learn nothing except by going from the known to the unknown.

Claude Bernard

Surround yourself with people who respect and treat you well.

Claudia Black

We cannot escape fear. We can only transform it into a companion that accompanies us on all our exciting adventures . . . take a risk a day . . . one small or bold stroke that will make you feel great once you have done it.

Susan Jeffers

Giclee

Find art editions of your original artwork, reproduced on 13" x 20" Arches, acid-free 140-lb watercolor paper, using 6-color archival inks.

SDAG Special Members Prices

Scanning - Archiving \$50

Includes photography, scanning, normal cleanup, color balance and archiving for future printing.

Printing Prices per Edition

First print \$20.00

Prints 2-10 \$18.00

Prints 11 - 29 \$16.00

Prints 30+ \$12.00

Contact: Jim Respass

Notices

The Paint Rag: Deadline for newsletter information is the **1st Saturday following the board meeting.** E-mail to Liz Ward at: lizwar@earthlink.net, or mail to: 1940 Swallow Lane, Carlsbad 92009.

Advertising Rates

Members receive 2 lines free. \$5 over 2 lines, payable to "SDAG." Ads due by 1st of each month.

Membership

Contact Peter Fay, with any address, telephone or e-mail changes. E-mail to: hpfoy@ix.netcom.com or call 858-755-9248.

Monthly Show Rules

1. The absolute maximum size for any piece is 38" along any outside edge (including frame). The fee for pieces under 30" is \$10. The fee for artwork larger than 30" is \$20.
2. 15% commission on sales.
4. No glass in frames larger than 22" x 24."
Use plexiglass or equivalent. (Pastels excluded.)
5. Paintings must be framed. Oil or acrylic on wrap-around canvas excepted.
6. Frames must have multi-strand wire or hanging 2-3" from top w/ends of wire taped.
7. All artwork must be original.
8. All artwork must be for sale.
9. Artwork should be less than 2 years old and not previously entered in our monthly show.
10. Label artwork on back using 2 labels. Provided in *The Paint Rag*.
11. Categories include: Oil & Acrylic Water Media, includes acrylic under glass, Photography Wood Block Prints Etchings Monoprints, hand-pulled by artist, and Other Media.
Any media with at least five (5) entries will be considered an additional category.
12. Artist's entry must be in appropriate category or may be ineligible for judging. *SDAG Art Committee reserves the right to refuse any entry not conforming to above rules & standards.

**San Dieguito Art Guild
Off Track Gallery
510 North Coast Hwy
Encinitas, CA 92024
760-942-3636**

**Holiday Potluck
December 7
11:30 a.m.**

**Special guest will be
"The Brush Man"**

Joan Grine
15009 Paso del Sol
Del Mar, CA 92014



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San Dieguito Art Guild

BY-LAWS

(Amended December 7, 2000)

**By Laws for the regulation, except as otherwise provided by statute or its
Articles of Incorporation ("Articles"), of
SAN DIEGUITO ART GUILD
(a California Nonprofit Corporation)**

ARTICLE I PRINCIPAL OFFICE

The Principal Office of the Guild is hereby fixed and located at the Offtrack Gallery 510 N Highway 101, Encinitas, California 92024. The Board of Directors is hereby granted full power and authority to change said Principal Office from one location to another in the County of San Diego. Any such change shall be noted by the Secretary, opposite this section, which shall not be considered an amendment of these By-Laws.

ARTICLE II MEMBERS

Section 1. CLASSIFICATION OF MEMBERS

Membership in the Guild shall be classified as Regular, Junior, Sustaining, Honorary, Lifetime, and Patron.

(a) **Regular Members.** Regular members shall be active practicing artists, amateur or professional, in fields of visual art, sculpture, photography and crafts in the classical sense.

(b) **Junior Members.** Junior Members shall be all persons under 18 years of age and older than 15 years of age.

(c) **Sustaining Members.** Sustaining members shall be individuals, organizations or businesses showing a sincere interest in art.

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(c) Sustaining Members. Sustaining members shall be individuals, organizations of businesses showing a sincere interest in art.

(d) **Honorary.** Honorary Membership may be given at the discretion of the Board of Directors to those individuals who have devoted service to the organization considered to be special and /or sustained.

(e) **Lifetime Member.** The Board of Directors may give a Lifetime Membership to a member who has shown personal sacrifice and devotion to the organization.

(f) **Patron Members.** Patron Members shall be members contributing a minimum of \$100.00 per year to the Guild.

Sections 2. QUALIFICATION FOR MEMBERSHIP

Application for membership shall be in such form as shall be prescribed by the Board of Directors.

Sections 3. TERMINATION OF MEMBERSHIP

A member who fails to pay dues after November 1st will be dropped from the membership rolls. A member may be expelled for conduct, which the Board of Directors shall deem inappropriate for a member. All rights of a member in the Guild and to its facilities and equipment shall cease upon receipt of written termination of membership.

Section 4. DUES

Dues for the various classifications of membership are as follows:

(a)	Regular Members	\$55
	Regular Members (Family)	\$70
(b)	Junior Members	\$25
(c)	Sustaining Members	\$55
(d)	Honorary Members	none
(e)	Lifetime Members	none
(f)	Patron Members	\$100 initial contribution per annum

Section 5. RESPONSIBILITIES

(d) Honorary. Honorary Membership may be given at the discretion of the Board of Directors to those individuals who have devoted service to the organization considered to be special and/or sustained.

(e) Lifetime Member. The Board of Directors may give a Lifetime Membership to a member who has shown personal sacrifice and devotion to the organization.

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Section 5. RESPONSIBILITIES

Members will contribute a reasonable amount of time towards the operation of the Guild and Gallery by being active members of a committee or the Board of Directors.

Section 6. MEETINGS OF MEMBERS

Annual meetings shall be held on the first Thursday of the month of August at the hour and place designated by the Board of Directors. Special meetings of the members may be held at the call of the Board of Directors or by the President upon petition of 20% of the regular members. Notification of meeting dates and times shall be posted in the Guild's newsletter, The Paint Rag.

Section 7. VOTING

All members shall be entitled to one vote at any official meeting.

Section 8. QUORUM

Those attending the General meeting shall constitute a quorum.

ARTICLE III DIRECTORS

Section 1. NUMBER OF DIRECTORS

The control and management of this corporation shall be vested in the Board of Directors. The authorized number of Directors shall be fifteen (15) until changed by amendment of the Articles of Incorporation and by amendment to these by-laws. A majority of the Board shall constitute a quorum for the transaction of business.

Section 2. POWERS OF THE BOARD

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

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(a) To select and remove all non-elected officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, with the Articles of Incorporation or the By-laws, and fix their compensation.

(b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-laws, as they may deem best.

(c) To change the principal office for transaction of the business of the corporation from one location to another within the same county; to fix and locate one or more subsidiary offices of the corporation within the County of San Diego; to designate any place within San Diego County for the holding of any members' meetings; and to adopt, make and use a Corporate Seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such changes shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, and mortgages or other evidences of debt and securities therefore.

(e) To establish the criteria and procedure for admission to the corporation as a member of the corporation and retention of such membership status.

Section 3. ELECTION AND TERM OF OFFICE

Directors shall be elected at each annual meeting of members, but if such annual meeting is not held or directors not elected thereat, the directors may be elected at any special meeting of the members held for that purpose. All directors shall hold office until their respective successors are elected. All Directors must be members.

Section 4. VACANCIES

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining Directors or Director then in office even though less than a quorum.

Section 5. PLACE OF MEETING

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Section 5. PLACE OF MEETING

Regular meetings of the Board of Directors shall be held at any place within the County of San Diego, which has been designated by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the location of the monthly meeting of members for that month. Special meetings of the Board may be held either at a place so designated or as designed in the notice of such special meetings.

Section 6. ORGANIZATION MEETING

Immediately following each annual meeting of members, the Board of Directors shall hold a regular Board meeting for the purpose of organization, confirmation of the election of the elected officers and appointment of non-elected officers, and the transaction of other business.

Section 7. SPECIAL MEETINGS

Special meetings of the Board of Directors for any purposes shall be called at any time by the President or by any two Directors. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to them as shown in the records of the corporation. Such notice shall be mailed at least 72 hours prior to the time of meeting. If written notice is mailed less than 72 hours prior to the time of the meeting, the President or Directors calling the meeting shall telephone each Director and make a good faith effort to inform them of the meeting.

Section 8. PARTICIPATION BY TELEPHONE

Members of the Board may participate in a meeting through use of conference phone, so long as all members participating can hear one another.

Section 9. ADJOURNMENT

In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting until the time fixed for the next regular meeting of the Board.

Section 10. REMOVAL

The entire Board of Directors or any individual Director may be removed from office, with or without cause, by the vote of a majority of the total number of members.

Section 11. COMPENSATION

Regular meetings of the Board of Directors shall be held at any place within the County of San Diego, which has been designated by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings shall be held at the location of the monthly meeting of members for that month. Special meetings of the Board may be held either at a place so designated or as designed in the notice of such special meetings.

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Section 11. COMPENSATION

The Directors shall receive no compensation for their services as Directors, although they shall be reimbursed for actual expenses authorized by the Board.

Section 12. APPROVAL OF ACTIONS

The transactions of any meeting of the Board of Directors, however called and wherever held, shall be as valid as though occurring at a meeting duly held after regular call and notice, if a quorum is present and if either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting.

Section 13. ACTION WITHOUT MEETING

Any action by the Board of Directors may be taken without a meeting if all members of the Board consent in writing to this action.

ARTICLE IV OFFICERS

Section 1. OFFICERS

The officers of this corporation shall consist of 15 officers elected as Director-Officers by the members and such other officers as may be appointed by the Board of Directors. The 15 officers elected as Director-Officers by the members shall be a President, 1st Vice President Information Systems, 2nd Vice President Programs, Gallery Chairman, Wall/Floor Renters Chairman, Art Chairman, Newsletter Editor, Treasurer, Membership Chairman, Publicity Chairman, Artist of the Month Chairman, Recording Secretary, Parliamentarian, Mailing Chairman, and Hospitality Chairman. When the duties do not conflict, one person may hold more than one of these offices, except President and Recording Secretary. Officers elected by the members must also have been elected as Directors; other officers as the Board of Directors may appoint, need not be members of the Board of Directors, but must be members of the corporation.

Director-Officers shall serve no more than three (3) consecutive terms in the same office except the President. A term of office shall be defined as one fiscal year.

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Section 3. VACANCIES

A vacancy in any elected office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 4. PRESIDENT

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. She or he shall preside at all meetings of the members and Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. She or he shall set the agenda and preside at all meetings of members and meetings of the Board of Directors.

The President shall, subject to the approval of the Board of Directors, appoint chairmen of standing committees and the nominating committee and shall be an ex-officio member of all committees, except the nominating committee, and shall further represent the Guild in all community affairs and activities concerning the Guild, either in person or by a designated agent.

Section 5. 1ST VICE PRESIDENT INFORMATION SYSTEMS

The 1st Vice President, in the absence or disability of the President, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions upon the President. The 1st Vice President shall be responsible for all databases, forms, and publications requiring the use of a computer. The 1st VP shall maintain all databases for customers and membership if the Chairmen for these programs do not have access to a computer. The 1ST Vice President is a member of the Gallery Committee and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. 2ND VICE PRESIDENT PROGRAMS

The 2ND Vice President shall act as Program Chairman for the monthly membership meetings and shall have such other powers to perform such other duties as may be prescribed from time to time by the Board of Directors. Specific duties include, but are not limited to, selecting the guest artist demonstrator and making arrangements for such

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demonstrations and selecting judges for all shows (except special shows). The 2ND Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. GALLERY CHAIRMAN

The Gallery Chairman shall select and head the Gallery Committee. The Gallery Chairman is responsible for recommending policy changes concerning the Gallery to the Board of Directors, for the smooth and efficient operation of the gallery, for expenditures of funds under \$100 for purchase of gallery supplies and for recommending to the Board of Directors for expenditures exceeding his or her authority, for training wall and floor renters in gallery operations, for selection and training of the Gallery Chairman of the Month, and for such other duties as pertain to the office or as prescribed by the Board of Directors from time to time.

Section 8. WALL/FLOOR RENTERS CHAIRMAN

The Wall/Floor Renters Chairman is a member of the Gallery Committee and has the ultimate determination on Wall/Floor Renter selection. All forms and instructions pertaining to Wall/Floor Renters are the responsibility of the Chairman. Implementation of policy and recommendation in policy changes concerning Wall/Floor Renters to the Board of Directors are the responsibility of the Chairman. The Wall/Floor Renters Chairman shall discharge all the duties as pertain to the office or as prescribed by the Board of Directors.

Section 9. ART CHAIRMAN

The Art Chairman shall select members to serve on the Art Show Committee as required to fulfill the functions of the job. The Art Chairman shall arrange and direct all Monthly Art Shows and shall be responsible for monitoring quality, for arranging for ribbons and awards for all shows, for keeping record of awards, and for implementing all policies of the Board of Directors in regard to Monthly Art Shows. The Art Chairman is a member of the Gallery Committee. The Art Chairman shall work with all Special Show Coordinators, i.e. in providing advice on the hanging of the show, awards, etc. The Art Chairman shall discharge such duties as pertain to the office or as prescribed by the Board of Directors from time to time.

Section 10. NEWSLETTER EDITOR

The Newsletter Editor shall be responsible for publishing the "Paint Rag", the guild's monthly newsletter. The Editor may arrange the newsletter as required to get it published on a monthly basis. The Newsletter Editor shall have such other powers and

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Section 10. NEWSLETTER EDITOR

The Newsletter Editor shall be responsible for publishing the "Paint Rag", the guild's monthly newsletter. The Editor may arrange the newsletter as required to get it published on a monthly basis. The Newsletter Editor shall have such other powers and

perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 11. TREASURER

The Treasurer shall receive and safely keep all funds of the corporation and deposit same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the Corporation signed by the President, Gallery Chairman, Recording Secretary, 1ST Vice President Computers, Treasurer or other such officers as may be designated by the Board of Directors as authorized to sign the same. The Treasurer is responsible for submitting the proper paperwork to an accountant for computing federal taxes and for submission of the proper paperwork to the state and federal governments. The Treasurer is responsible for producing for the members an annual financial statement within 90 days after the close of each fiscal year, which accurately reflects the current financial position and financial transactions of the corporation. The Treasurer shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of the Guild, and an account of its cash and other assets, if any. Such books of accounts shall at reasonable times be open to inspection by any member or Director. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 12. MEMBERSHIP CHAIRMAN

The Membership Chairman shall be in charge of all membership drives, for renewing honorary memberships, signing Membership Cards, for publication, with the assistance of the 1st Vice President, of the Membership Directory on an annual basis, for supplying mailing labels as needed, for Membership Application Form update and availability, and update of the Gallery Roster with new member information and publication in the newsletter of new member information. If the Membership Chairman does not have access to a computer, she or he will coordinate requirements for same with the 1st Vice President. The Membership Chairman shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 13. PUBLICITY CHAIRMAN

The Publicity Chairman shall arrange for all publicity for the Guild, write press releases, write Public Service Announcements for free publicity, arrange for paid ads previously approved by the Board of Directors, recommend additional paid ads to the Board of Directors, shall coordinate Artist of the Month publicity with the Artist of the

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Month Chairman and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 14. ARTIST OF THE MONTH CHAIRMAN

The Artist of the Month Chairman shall ensure all forms regarding this program are up to date and in effect, shall ensure all Artists of the Month meet the qualifications, shall make the final selection of all Artists of the Month, shall coordinate publicity for Artists of the Month with the Publicity Chairman, shall make sure all Artists of the Month have made arrangements for their receptions, are displaying only original art in the proper manner and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 15. RECORDING SECRETARY

The recording Secretary shall keep and maintain at the principal office of the Guild, a book of minutes of all meetings of the Board of Directors with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Board of Directors meeting and the proceedings thereof. The Recording Secretary shall have custody of the Seal of the Corporation and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 16. PARLIAMENTARIAN

The Parliamentarian shall call the first meeting of the Nominating Committee and shall preside at the meeting until a Chairman is elected. He or she shall assist the President in parliamentary procedure, shall keep a record of all motions, seconds to motions and outcome of votes taken by the Board of Directors and at the Annual General Meeting of Members for future use and reference. The Parliamentarian shall be the outgoing President, unless the outgoing President is nominated to another job. In such an instance, the nominating committee shall nominate another member of the Guild for this position. The Parliamentarian shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 17. MAILING CHAIRMAN

The Mailing Chairman shall be responsible for the monthly mailing of the Newsletter and mailing of invitations, flyers, notices, or other correspondence as required by any member of the Board of Directors. The Mailing Chairman shall coordinate mailing with the 1ST Vice President for obtaining computer generated mailing labels. The Mailing Chairman shall perform such other duties as may be prescribed from time to time by the Board of Directors.

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Section 18. HOSPITALITY CHAIRMAN

The Hospitality Chairman is responsible for refreshments for all general meetings, all gallery receptions other than Artist of the Month Receptions, assisting Artists of the Month in planning their receptions, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE V **NOMINATING COMMITTEE AND ELECTION PROCEDURES**

Section 1. APPOINTMENT OF COMMITTEE

The President shall appoint a Nominating Committee of three individuals who must be members, but only one shall be an elected Director. The Nominating Committee shall propose a slate of at least one candidate for each of the 15 Directors for election at the annual meeting of members. The members of the Nominating Committee shall not nominate themselves for such positions. In addition, any member of the Nominating Committee may make nominations for the positions of the 15 Directors.

Section 2. VOTING BY GENERAL MEMBERSHIP

Voting shall be by voice, show of hands or written ballot as determined by the chairman of the meeting and all votes shall be cast in person. The Nominating Committee shall cause to be prepared an official ballot upon which shall appear the 15 elective positions on the Board of Directors and the names of all persons nominated under each. Only members shall be entitled to vote. Members shall be entitled to vote for one person for each of the 15 elected positions. The person receiving the highest number of votes cast shall be elected to each of the 15 positions being filled. In the event a majority is not received by any one person for a position on the first ballot, a second vote shall be conducted in a run-off election between the two persons who received the greatest number of votes on the first ballot and the one receiving a majority shall be elected to the position. Tie votes shall be determined by the outgoing Board of Directors.

ARTICLE VI **AMENDMENTS OF BY-LAWS**

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting (except a By-Law fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of a quorum at a meeting of members