



Constitution & Bylaws

Amendment Process to Date

PHASE ONE: MARCH- JULY 20, 2025

- Members and Council Reviewed [2017 CONSTITUTION AND BYLAWS](#)
 - Input, edits and strikethroughs in [FINAL DOCUMENT](#)
-

PHASE TWO: JULY 20 - 28, 2025

FINAL REVIEW OF FINAL DOCUMENT BY COUNCIL WITH MINIMAL EDITS. A MAJORITY VOTE BY COUNCIL APPROVED THE DOCUMENT TO MOVE FORWARD FOR MEMBERSHIP VOTE.

PHASE THREE: JULY 29 - AUGUST 29, 2025

MEMBERS VOTE ON RATIFICATION OF AMENDMENTS IN [FINAL DOCUMENT](#)

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Preamble To The CAEA Constitution

The California Art Education Association through this Constitution sets forth the means by which the Association can and will support art educators and their professional goals and aspirations. As an organization, we affirm our belief in the power of the visual arts to enrich the lives and endeavors of all. The visual arts serve as a humanizing force, giving dignity and a sense of worth to the individual. They provide the means by which both cultural and aesthetic understanding are derived from the exercise of an individual's creativity and critical investigation.

It is our purpose to promote and maintain the highest possible quality of instruction in visual arts programs under whatever auspices they are fostered. CAEA actively seeks to support art educators in learning and utilizing contemporary best practices in the field of art education. We dedicate ourselves to providing students with inclusive, accessible, and culturally responsive visual arts education that fosters critical visual thinking and creativity. CAEA acknowledges the power within professional arts organizations to advocate for our students, our profession, and the communities we serve. Our ongoing efforts will promote and maintain the highest possible quality of instruction in visual arts programs, and we commit to working alongside other arts organizations across the State to work toward these goals.

We dedicate ourselves to aesthetic and humanistic growth and quality performance in art. With these as our goals, we support visual arts programs that provide all learners with the depth and breadth in art to meet the needs, interests, and abilities.

CAEA honors the invaluable leadership and commitment of its retired Past Presidents, including those who contributed their service before CAEA officially aligned with the National Art Education Association. In upholding this legacy, CAEA is devoted to ensuring equitable participation in governance for all leaders who have played a role in its advancement.

Article I – Name

The name of the organization shall be the California Art Education Association, hereafter referred to as CAEA or “the Association.”

Article II – Purpose

CAEA is a nonprofit public benefit corporation dedicated solely to charitable and educational initiatives, in accordance with Section 501(c)(3) of the Internal Revenue Code.

Mission

To build a collaborative network that enhances visual arts education at all levels through advocacy, leadership, professional development, and recognition.

Objectives:

- Promote high-quality visual arts instruction.
- Support art educators in diverse contexts
- Foster public dialogue on visual arts in education and society
- Sponsor programs and collaborative events
- Advocate for equity-centered policy
- Uphold ethical nonprofit governance

Article III – Membership

Section 1: Eligibility

Membership is open to individuals and institutions engaged or interested in visual arts education. Membership categories shall align with NAEA unless otherwise determined by CAEA policy. CAEA is an aff

Section 2: Good Standing and Rights

- Members in good standing may vote, hold office, and serve on committees.
- Past Presidents who are retired maintain their full voting rights, irrespective of their NAEA status.
- Members may be removed for nonpayment or for conduct violating CAEA's mission or legal obligations.

Article IV – Organization and Governance

Section 1: Structure

The governance structure of the California Art Education Association (CAEA) consists of:

- General Membership
- State Council
- Executive Board
- Geographic Areas and Chartered Chapters
- Committees and Appointees

Section 2: Executive Board Officers and Terms of Office

Composition: The Executive Board shall be composed of the following officers:

- President

- President-Elect
- Past President
- Secretary
- Treasurer

Terms of Office and Succession:

- The President shall serve a **four-year leadership cycle**, consisting of:
 - One (1) year as President-Elect
 - One (1) year as President
 - One (1) year as President Emeritus
 - One (1) year as Immediate Past President These terms shall run from **January 1 to December 31** of each applicable year.
- The Secretary and Treasurer shall each serve two-year terms, commencing July 1 and concluding June 30 of the second year. Each may be re-elected once and shall not be eligible for reappointment to the same position until at least one full term (two years) has passed.
- The Secretary and Treasurer shall each serve **two-year terms**, commencing **July 1 and concluding June 30** of the second year. Each may be re-elected once and shall not be eligible for reappointment to the same position until at least one full term (two years) has passed.
 - In the event that no other qualified candidate is willing to run for an officer position, and the current officer has demonstrated effective leadership, the Nominating Committee may recommend the incumbent for an additional term. This exception requires approval by a two-thirds vote of the voting membership to ensure transparency and broad consensus. This provision is intended as a safeguard to support organizational stability while maintaining a commitment to leadership rotation and power-sharing over time.

Section 3: Elections and Nominations

Compliance: All elections shall be conducted in accordance with **California Corporations Code §5513**, including secure electronic ballot procedures. The Association shall also comply

with federal **IRS 501(c)(3)** regulations, ensuring all election procedures avoid conflicts of interest or private inurement.

Member Authority: The General Membership shall retain the authority to elect Executive Officers of the Association and, within their respective Areas, Area Associate Directors and Area Directors, as specified in the Bylaws.

Nominating Committee:

- A Nominating Committee shall be established to oversee all election cycles. The Committee shall be formed by:
 - **April 1** for Area Associate Directors elections
 - **October 1** for Executive Board elections
- The Committee shall include at least **three (3) members**, representing diverse professional divisions (e.g., elementary, secondary, higher education, retired) and at least one member-at-large.
- Committee members and the election calendar shall be published to the membership.

Election Timelines:

Step	Area Associate Directors (Annually)	President-Elect Elections (Annually)	Treasurer and Secretary (Even Years)
Call for Nominations	Mid April	Mid October	Mid April
Deadline for Nominations	Mid May	Mid November	Mid May
Candidates Posted	Early June	Early December	Early June
Voting Period	30 Days	30 Days	30 Days
Certification of Results	Late June	Early January	Late June

Presidential Succession and Leadership Cycle

Presidential Leadership Cycle

The President serves in a four-year leadership cycle with three sequential roles:

- **President-Elect (1 year):** Prepares to assume the presidency by leading strategic planning and supporting President.
- **President (1 year):** Acts as chief executive officer, providing leadership and oversight of all Association operations.
- **President Emeritus (1 year):** Serves in an advisory and transitional role, with executive authority, only formally delegated in writing by the President. A transition plan approved by the Executive Board defines specific responsibilities (e.g., partnerships, area oversight, committee support).
- **Past President (1 year):** Offers mentorship and guidance to ensure leadership continuity.

Election and Advancement Process

A **President-Elect** shall be elected annually by the membership. President-Elect must be elected every year to maintain succession continuity.

- Election of the President-Elect constitutes member approval for the individual to serve the full presidential leadership cycle (President-Elect → President → President Emeritus → Past President)
- Upon completion of their one (1) year term, the President-Elect shall automatically assume the office of **President** for a (1) year term.
- Upon completion of their (1) year term as President, the individual shall automatically assume the office of **President Emeritus** for a one (1) year term.
- Upon completion of their (1) year term as President Emeritus, the individual shall automatically assume the role of **Past President** for a one (1) year term.
- This process ensures that at any time, the Association has a **President-Elect**, a **President**, and a **Past President**.

Continuity of Offices

- At no point shall there be a vacancy in the offices of **Presidents**, except in cases of resignation, incapacity, or removal, in which case the succession plan below shall apply.

Succession Plan for Vacancies

- If the office of **President** becomes vacant, the **President-Emeritus** shall immediately assume the office of President and complete the unexpired term, followed by their own terms.
- If the office of **President-Elect** becomes vacant, a special election shall be held to fill the position.
- If the office of **Past President** becomes vacant, the **President** may appoint a qualified past officer to serve the remainder of the term in an advisory capacity.

Responsibilities During Transition

- The **President Emeritus** shall support the President in performing executive leadership duties that are formally approved by Council and may temporarily perform the duties of other Council offices in their absence as needed.

Election Cycle

Elections for the **President-Elect** shall be held annually to maintain this leadership succession cycle and ensure consistent governance and mentorship across all terms.

Staggered Election Cycles and Succession:

- Executive Board elections shall be held in both the **Fall and Summer**. Positions include President-Elect and, if applicable, Secretary or Treasurer.
 - President-Elect term begins **January 1**.
 - Secretary/Treasurer terms begin **July 1**.
- Area Associate Directors (Northern, Central, Southern) shall be elected **annually**, serving a two-year leadership progression:
 - Year 1: Associate Director (July 1–June 30)
 - Year 2: Director (automatically assumes the role)

- Area Council elections (to elect Area Associate Directors and applicable Committee Chairs) shall occur each Spring. These positions take office on **July 1** of the same year, following certification of results.

Election Protocols and Recordkeeping:

- All eligible members shall receive ballots via electronic delivery, as authorized by Corporations Code §5513.
- Ballots must clearly state each candidate and office, and include voting instructions, deadlines, and minimum quorum thresholds, which is a simple majority of votes cast, 50%+1.
- Once submitted, ballots are final and irrevocable.
- Results shall be certified by an impartial administrator and published by the President to all members within seven (7) business days of close.
- A quorum for electronic votes shall be at least 5% of members in good standing and require results to be certified by an impartial committee.
- Election records, including vote counts and certification results, shall be preserved in the CAEA archives in perpetuity.

Regional Voting Protections:

- Only members residing within a designated CAEA Area may nominate or vote for that Area's Associate Director position.
- This ensures equitable regional representation, acknowledging California's distinct geographic and population distribution.

Section 4: Vacancies and Removal

- Interim vacancies shall be filled by Executive Board nomination and majority approval of the State Council.
- Officers may be removed by:
 - A two-thirds vote of the Executive Board for cause, with due process; or
 - Any officer elected by the membership may also be removed by majority vote of the membership, in accordance with Corporations Code §5222

Section 5: State Council

Voting Members:

- Executive Board Officers
- Area Directors (Northern, Central, Southern)
- Committee Chairs with designated voting rights

Non-Voting Members:

- Chapter Chairs
- Division Advisors
- Past Presidents

Authority and Duties: The State Council shall serve as the Association's primary policymaking and fiduciary body. It shall approve:

- Annual budgets
- Strategic and operational plans
- Major structural or policy changes
- Amendments to the Bylaws or Constitution

Quorum: A quorum is defined as a majority vote, 50% + 1 of all seated voting members of the Council, not counting seated vacancies.

Section 6: Chapters

Chapters must be formally recognized by the State Council and governed under CAEA's Chapter Handbook and these Bylaws.

All Chapters must:

- Require pre-approval of budgets and annual fiscal training for Chapter Chairs.
- Submit aligned bylaws for approval by the State Council.
- Include Area Directors in all communications regarding chapter activities and initiatives.

- Deliver quarterly activity and finance reports to the Area Director and State Treasurer quarterly.
- Adhere to CAEA fiscal and fundraising policies and procedures.

Financial Integration:

- Chapters may not operate as separate legal entities.
- Require annual fiscal training for Chapter Chairs.
- All Chapter funds are property of CAEA and must be deposited into CAEA's accounts.
- Chapters may not possess independent EINs or maintain separate bank accounts.
- Chapter expenditures must follow CAEA's financial controls and reporting procedures and require approval from the State Treasurer and/or Executive Committee as outlined in CAEA's financial policies.
- Chapters failing to submit financial reports for two consecutive quarters may have activities suspended by majority State Council vote

Program Oversight and Branding:

- Chapters planning to host conferences, workshops, or other public-facing events must coordinate with their Area Director for approval and guidance.
- All such events must align with CAEA's mission, maintain organizational standards, and adhere to the Chapter Handbook policies.
- Use of CAEA branding, intellectual property (IP), and name recognition for chapter-sponsored events requires prior approval by the Executive Committee.
- If there is evidence of activity that is a cause for Council concern, Council can suspend chapter activities by a majority vote.

Section 7: Delegates

The President, along with one other Executive Board officer, shall serve as CAEA's official delegates to the National Art Education Association (NAEA) and other affiliated organizations, unless otherwise designated by the State Council.

CAEA BYLAWS

Article I – Officer Duties

All members of the Executive Board and State Council shall:

- Act in good faith and in CAEA’s best interest;
- Submit an annual Conflict of Interest Disclosure;
- Be eligible for indemnification when acting within legal authority.

Roles and Responsibilities of Executive Board Officers

President

- Chairs the State Council and Executive Board.
- Appoints committee chairs and division advisors with Executive Board approval.
- Serves as the official spokesperson of the Association.
- Provides overall leadership for CAEA programs, ensuring alignment with strategic priorities and continuity during vacancies in key roles.
- Delegates specific initiatives to the President Emeritus during their second year of the term to support leadership transition and mentoring.

President Emeritus (Second Year of Presidency Term)

- Supports the President in their second year to ensure leadership continuity and a smooth transition of responsibilities.
- Leads specific initiatives or projects as assigned by the President and approved by the Executive Board.
- Acts as a co-spokesperson for the Association only when designated by the President.

- Provides mentoring to new leaders and assists in succession planning efforts.
- May lead meetings or represent CAEA in the President's absence, when officially assigned.
- Focuses on organizational stability during leadership transitions and assists in addressing vacancies or emerging needs.
- At the beginning of the term, the President and President Emeritus shall outline a distinct division of responsibilities to prevent overlap and share this with the Executive Board to ensure transparency.

President-Elect

- Leads strategic planning and nominations, focusing on leadership development and recruitment for key positions such as Youth Art Month, Awards, Scholarships, and ED&I.
- Supports the President in mentoring new leaders and strengthening succession plans.
- May temporarily perform the duties of any Executive Board officer during their absence, if formally designated.

Past President

- Ensures seamless continuity and transition by onboarding new leaders and sharing valuable institutional knowledge.
- Serves as Historian of CAEA Activities, ensuring documentation of major milestones.
- Supports the recruitment and mentorship of committee chairs for open positions.

Secretary

- Responsible for maintaining official meeting records and archives, guaranteeing that amended documents are preserved and the disclosures required by IRS Form 990 Schedule O are accurately documented.
- Ensures that meeting notices and minutes are distributed promptly.

- Supports organizational transparency by making records available to members upon request.
- Coordinates with the President-Elect and Past President to ensure recordkeeping supports leadership transitions.

Treasurer

- Oversees the organization's financial operations in compliance with Generally Accepted Accounting Principles (GAAP).
- Prepares quarterly financial reports and the annual operating budget.
- Ensures adherence to fiscal policies and leads financial reporting to the State Council.
- Provides guidance to committee chairs and division advisors on budgetary procedures and fiscal responsibility.

Article II – State Council and Executive Board

- The **State Council** is CAEA's policymaking body responsible for approving strategic plans, annual budgets, and governance changes.
- The **Executive Board** handles day-to-day decisions between State Council meetings.
- Committee Chairs may be granted voting rights by State Council majority vote.

Article III – Committees and Appointees

- Committees may be standing or ad hoc as determined by the State Council.
- Committee Chairs are appointed by the President and confirmed by the Council.

- **Division Advisors**, if appointed, serve as non-voting advisors. Their role is to support specialized interests (e.g., higher education, elementary, museum education, etc) and must be reaffirmed annually by the Executive Board.

ARTICLE IV – Finance and Fiscal Oversight

Section 1 – Dues and Revenue

Establishment of Dues:

Annual dues for CAEA membership shall be set by the State Council, based on recommendations from the Executive Board. Any suggested increase to the California segment of the dues must receive approval from a majority of voting members, in accordance with Corporations Code §5513. This approval must be obtained through secure written or electronic ballots.

Coordination with NAEA Dues:

CAEA is an affiliate of the National Art Education Association (NAEA). As such, total membership dues include both the California portion and the NAEA portion. Changes to NAEA dues are determined independently by NAEA and are not subject to CAEA member vote. CAEA will promptly inform its members of any changes to NAEA dues and their effective date as soon as it receives official notification from NAEA.

Notice of Dues Changes:

Members shall receive no fewer than 30 days' notice of any proposed increase to the CAEA portion of dues. Such notice shall include:

- The rationale for the proposed change,
- Voting instructions and deadline, and
- An overview of how membership dues contribute to the fulfillment of CAEA's mission.

Use of Dues Revenue:

Dues shall support CAEA's exempt purpose in alignment with IRS 501(c)(3) rules, including programs, services, and statewide initiatives. No net earnings may benefit any private individual (IRC §501(c)(3); Reg. §1.501(c)(3)-1(c)(2)).

Section 2 – Fiscal Year and Accounting Standards

Fiscal Year:

CAEA's fiscal year runs from July 1 through June 30.

Accounting Standards:

CAEA shall maintain complete and accurate financial records in accordance with Generally Accepted Accounting Principles (GAAP) and federal requirements (IRC §6001).

Record Retention:

Financial records must be retained for at least seven (7) years, in accordance with IRS guidance and state best practices. Amended documents shall be archived, and summary disclosures included in the IRS Form 990 Schedule O as required by IRS guidance.

- **Digital Archive of Records:** Official financial records, meeting minutes, and organizational archives shall be maintained in a secure, centralized digital repository under the care of the Secretary and Treasurer.
- Historical paper records shall be scanned and integrated into this digital archive as part of CAEA's record retention practices.
- Access to these archives shall be provided to Executive Board officers and, upon request, made available to members for transparency and compliance purposes.

Section 3 – Financial Oversight and Roles

- **Executive Board:** Holds fiduciary authority, ensures internal controls, and reviews the annual operating budget.
- **Treasurer:** Maintains records, prepares reports, and leads budget development.
- **State Council:** Reviews quarterly financials and adopts the annual budget by majority vote.
- **Area Directors:** Monitor fiscal activity in local Chapters to ensure compliance.
- **Chapters:** Must follow CAEA's centralized financial procedures and may not incorporate, open bank accounts, or obtain separate EINs.

Section 4 – Budgeting, Audits, and Financial Controls

- **Annual Budget:** Developed by the Treasurer with the Executive Board and approved by the State Council before July 1.
- **Quarterly Reports:** The Treasurer shall provide financial updates comparing actuals to budget, noting any variances exceeding 10%.
- **CPA Review or Audit:** If CAEA's gross annual revenue exceeds \$250,000, an independent CPA shall conduct a financial review or audit. A full audit is required if revenue exceeds \$2,000,000 (per Gov. Code §12586(e)).

Section 5 – Chapter and Area Fiscal Management

- **Revenue Handling:** All funds from events, donations, or sponsorships must be deposited to CAEA within 10 business days. Area and Chapter funds are held in designated sub-accounts.
- **Reimbursements:** Must follow CAEA procedures, include pre-approval, itemized receipts, and be submitted within 30 days.
- **Contracts and Advances:** Must be pre-approved by the Treasurer and one Executive Board officer. Only authorized officers may sign contracts.
- **Restricted/Grant Funds:** Must be used for the designated purpose, tracked in CAEA's records, and may not be reallocated without written donor/funder consent.
- **Fundraising:** All local fundraising or sponsorships must be approved by the Executive Board and comply with California charitable solicitation laws.
- **Inactivity and Fund Reallocation:** Chapter accounts may be frozen after two inactive quarters. After one year of inactivity, funds may be redirected within the same Area for member benefit, with donor intent respected.

Section 6 – Compliance, Volunteerism, and Conflicts

Volunteer Roles:

All CAEA officers, directors, and committee leaders serve without compensation. Reimbursement for pre-approved, documented expenses is permitted.

Conflicts of Interest:

All financial benefits must follow CAEA's Conflict of Interest Policy and comply with Corporations Code §5233 and IRS private inurement prohibitions.

Training and Enforcement (Leadership):

To ensure compliance with fiscal and governance policies, CAEA may require training for officers, directors, and committee leaders. Noncompliance may result in delayed reimbursements, suspended leadership privileges, or removal from office, consistent with CAEA's governance and dispute resolution procedures.

Article V – Strategic Planning and Operations

Section 1 – Strategic Planning

CAEA shall maintain a current **three-year strategic plan** that aligns with the organization's mission, legal obligations, and member needs.

- The **President-Elect** shall lead the strategic planning process, in collaboration with the Executive Board and relevant committees during their one-year term.
- The draft plan shall be presented to the **State Council for formal approval** by majority vote by the end of the President-Elect's term.
- The strategic plan shall include organizational goals, implementation timelines, and measurable outcomes, and shall be reviewed **annually** for updates or adjustments.

Section 2 – Program Review and Insurance Coverage

All CAEA programs, events, and initiatives, whether led by the Executive Board, Committees, or Chapters, must be reviewed by the **Executive Board** prior to public promotion or implementation if they are to be:

- Covered under CAEA's **General Liability** or **Directors & Officers (D&O)** insurance policies.
- Included in CAEA's formal reporting, strategic plan, or budget.

- Represented as official CAEA activities in external communications or member outreach.

The Executive Board will ensure that program proposals:

- Align with CAEA’s mission and tax-exempt status under IRS Code §501(c)(3);
- Include a clear purpose, timeline, budget, and responsible parties;
- Comply with risk management and insurance coverage requirements.
- Meet CAEA’s equity and accessibility standards.

Section 3 – Insurance and Risk Management

CAEA shall maintain active insurance policies to protect the organization, its officers, and members. These shall include, at minimum:

- **General Liability Insurance** to cover physical events, public programming, and venue requirements;
- **Directors & Officers (D&O) Insurance** to protect board members, officers, and committee leaders acting in their official capacity;
- Other specialized insurance as required (e.g., event insurance, cyber liability), subject to Executive Board approval.

All insurance policies shall be aligned with CAEA’s **fiscal year (July 1 – June 30)** to ensure consistent coverage and budgeting. The Treasurer shall present proof of coverage and renewal terms to the State Council annually.

Article VI – Meetings

Section 1 – State Council Meetings

The **State Council**, as CAEA’s primary governing body, shall meet **at least four times per fiscal year** to conduct official business, including policy decisions, budget approval, and strategic planning. The required meetings are:

- **Fall Meeting** – held in or around September
- **Spring Meeting** – held in or around April
- **Budget Meeting** – held in or around June
- **Annual Business Meeting** – held during the CAEA State Conference

Additional meetings may be scheduled as needed by the President or by majority vote of the Executive Board, provided proper notice is given in accordance with California Corporations Code §5211. Beyond the dates listed, It is the expectation that State Council attend Area and Chapter Meetings as assigned.

Section 2 – General Membership Meeting

An **Annual General Membership Meeting** shall be held once per fiscal year, with **no fewer than 30 days’ advance written notice** provided to all members. The purpose of the meeting is to:

- Share organizational Strategic Plan, updates and financial reports;
- The President-Elect to Present strategic priorities;
- Facilitate dialogue with members;
- Fulfill nonprofit transparency and member engagement obligations.

Additional membership meetings may be called by the President, the State Council, or by petition of at least 5% of members in good standing, per Corporations Code §5510(c).

Section 3 – Conduct of Meetings

All meetings of the State Council, Executive Board, and General Membership shall be governed by **Robert’s Rules of Order, Newly Revised**, unless otherwise specified in the Bylaws.

Meeting notices shall include the date, time, location (or videoconference link), and agenda.

A **quorum** for State Council meetings shall consist of **a majority of seated voting members, 50%+1**. A quorum for membership meetings shall be defined and managed

according to California Corporations Code §5512 and §5513 (including electronic or mail ballot quorum provisions).

Section 4 – Minutes and Records

- **Official minutes** shall be taken at all meetings of the State Council, Executive Board, and General Membership.
- Minutes must be reviewed and **approved by the appropriate body** at the next regular meeting.
- Once approved, minutes shall be **archived and retained** as legal records of the corporation for at least **seven (7) years**.
- Approved minutes shall be **made available to any CAEA member upon request**, in compliance with Corporations Code §6333 regarding member inspection rights.

Article VII – Conflict of Interest and Ethics Policy

Section 1: Conflict of Interest Policy

- CAEA follows IRS Form 990 guidelines and California Corporations Code § 5233 for managing conflicts of interest. (Section 5233 defines self-dealing transactions involving nonprofit directors and prescribes how to handle them under California law)
- Any person with a financial or personal interest in a matter before the Board (an “Interested Person”) must:
 - Disclose the conflict;
 - Recuse themselves from discussion and voting on the matter;
 - Exit the room or virtual space during deliberation on the matter.

Section 2: Documentation

- All such disclosures and recusals shall be documented in the meeting minutes.
- Violations of the conflict of interest policy are subject to disciplinary action as outlined in Article IX. CAEA is to remove Officers for recusal and consequences for failure to disclose.

Article VIII – Indemnification and Legal Protection

Section 1: Scope of Coverage

To the fullest extent permitted by California law, CAEA will indemnify individuals (Council) for costs or liabilities arising from their service to the organization, provided they acted in good faith, in CAEA's best interests, and within their authorized role and capacity. This protection applies to legal actions or proceedings related to their official role.

Section 2: Advancement of Expenses

CAEA may advance reasonable legal defense expenses for an individual facing a proceeding, upon a written promise to repay those amounts if it is later determined that the individual is not entitled to indemnification.

Section 3: Limitations

Indemnification is not available in cases of fraud, gross negligence, intentional misconduct, or willful violations of the law. In other words, if an individual is found to have acted in bad faith or outside the scope of their authority (e.g. criminal acts or reckless disregard of their duties), CAEA will not cover those liabilities.

Section 4: Insurance

CAEA maintains Directors & Officers (D&O) and General Liability insurance to further protect the organization and its volunteers. Such insurance covers many actions taken in good faith by directors and officers, but it will not cover fraudulent or criminal behavior (insurance policies and California law both exclude coverage for willful misconduct.

- Council is required to annually review of D&O insurance coverage.

Section 5: Non-Exclusivity

The indemnification provided by this Article is not exclusive. This means it does not restrict any additional rights or protections to indemnity that a person may have under California law, CAEA's Articles of Incorporation, other agreements, or insurance policies. If state law or other provisions allow further protection, CAEA can provide indemnification to the fullest extent permitted.

Article IX – Conflict Resolution

CAEA shall maintain a formal and impartial conflict resolution process for internal disputes, which includes:

1. **Written Notice:** A member or leader with a concern or grievance must submit a written notice outlining the issue.
2. **Opportunity to Respond:** The individual(s) whose conduct is at issue shall have the opportunity to respond either in writing or in person.
3. **Impartial Review:** An impartial designee or committee (not involved in the dispute) will review the evidence and arguments.
4. **Written Decision:** A written resolution or decision will be issued, explaining the findings and any corrective actions or remedies.
5. **Right of Appeal:** The subject of the complaint may appeal the decision to the Executive Board, whose decision on the matter will be final.

This process is designed to ensure fairness, transparency, and objectivity in resolving conflicts within the organization. Nothing in this section limits a member's statutory rights under California Corporations Code §5610 to bring matters before the membership.

Article X – Delegates

- The President and one Executive Board member (as designated) shall serve as CAEA's official delegates to the National Art Education Association (NAEA) and other external organizations, unless otherwise determined by the Executive Board or State

Council.

- Any reference to a “Delegates Assembly” in legacy CAEA documents refers to this delegation process. **CAEA does not currently maintain a separate Delegates Assembly** as a standing governance structure. (In practice, CAEA simply appoints or elects delegates to represent the Association at NAEA or similar bodies, rather than having a permanent internal assembly of delegates.)

ARTICLE XI – Chapters and Area Structure

Section 1 – Legal Standing

CAEA Chapters are internal, subordinate units of the California Art Education Association (CAEA) and are **not separately incorporated entities**. As such:

- Chapters may **not obtain separate legal status**, incorporate, or apply for their own IRS Employer Identification Numbers (EINs).
- Chapters may **not establish independent bank accounts** or manage finances outside of CAEA’s centralized fiscal system.
- All financial, legal, and programmatic activities of Chapters are conducted under CAEA’s nonprofit umbrella and must align with its 501(c)(3) tax-exempt purpose and internal governance structure.

Section 2 – Recognition of New Chapters

To establish a new Chapter:

- Organizers must submit a **petition** to the Executive Board demonstrating sufficient local interest, signed by **at least 25 current CAEA members** (or 15 in designated rural regions).
- The proposed Chapter must not duplicate or overlap with an **existing Chapter within a 30-mile radius**, to maintain clarity and regional equity.

- The **State Council** must review and approve the creation of any new Chapter by majority vote. Once approved, the Chapter will be **chartered** and assigned to the appropriate Area (Northern, Central, or Southern).

Section 3 – Oversight and Leadership

Each Chapter is overseen by the Area Director, who ensures that Chapter activities align with CAEA’s policies and mission.

Each Chapter shall elect or appoint a Chapter Chair from among its members in good standing.

Chapter Chairs serve a term of two (2) years and may serve no more than two consecutive terms (a total of four years). After a one-year break, a former Chapter Chair may be eligible for re-election.

Chapter Chairs shall:

- Serve as the primary liaison between the Chapter and Area Director.
- Oversee local programming and outreach.
- Ensure compliance with CAEA bylaws, fiscal policies, and reporting protocols.
- Participate in Area meetings and mandated training as required.

Vacancies and Interim Leadership:

In the event of a vacancy or removal, the Area Director shall assist the Chapter in selecting an interim leader until a new Chair is elected or appointed.

If no member steps forward to serve as Chapter Chair, the Area Director, in consultation with the Executive Board, may:

- Temporarily assume responsibility for the Chapter’s activities;
- Appoint an acting Chair from among the Area membership; or
- Place the Chapter on inactive status until new leadership emerges.

This provision ensures continuity of representation and programming while maintaining alignment with CAEA’s mission and governance standards.

Section 4 – Reporting Requirements

- Chapters must submit **quarterly written reports** to their Area Director and the Executive Board.
- Reports shall include summaries of:
 - Chapter meetings and events
 - Membership engagement
 - Financial activity
 - Local partnerships and initiatives
- Chapters must **copy their Area Director** on all formal communications (e.g., newsletters, event invitations, meeting notices) to promote coordination and transparency.
- The Executive Board may issue **standard reporting templates** to streamline submissions and improve statewide data collection.

Section 5 – Fundraising and Finances

- All Chapter fundraising and sponsorship activities must receive **prior written approval** from the Executive Board.
- All funds raised by a Chapter are **CAEA assets** and must be deposited into the appropriate **Area/Chapter sub-account** maintained by CAEA.
- Chapters may not hold funds independently, establish separate treasuries, or make financial commitments outside of the approved budget or CAEA's financial controls.
- The **CAEA Treasurer**, in collaboration with Chapter Chairs, shall oversee disbursements, reimbursements, and accounting for Chapter funds, following CAEA's fiscal policies.
- All expenses must:

- Use CAEA-approved forms
- Include original receipts or itemized invoices
- Be submitted within **30 calendar days** of the transaction
- Advance payments or contracts require approval by the Treasurer and one other Executive Board officer.

Section 6 – Inactivity or Dissolution of Chapters

- A Chapter will be considered **inactive** if it:
 - Fails to host events or meetings for **two consecutive fiscal quarters**, or
 - Fails to submit required quarterly reports within that same period.
- In such cases, the Executive Board may place the Chapter on **probation** or **suspend operations**, pending consultation with the Area Director.
- Chapters may also be **dissolved** for:
 - Misuse of funds;
 - Engaging in unauthorized or noncompliant activities;
 - Violations of CAEA bylaws, fiscal policies, or state and federal laws.

Procedure for Suspension or Dissolution:

- The Executive Board shall issue **written notice** to the Chapter Chair and Area Director, stating the basis for action and offering an opportunity to respond or remediate within 30 days.
- If unresolved, the Executive Board may vote to formally dissolve the Chapter.

Disposition of Funds:

- Upon dissolution, all remaining Chapter assets shall revert to CAEA.
- The Treasurer shall earmark these funds to **support members or programming in the same geographic Area**, where feasible and appropriate.
- Any donor-restricted funds may only be reallocated with **prior written consent** of the donor or granting agency.

Article XIII – Amendments to the Constitution and Bylaws

Section 1 – Authority to Amend

The Constitution and Bylaws of the California Art Education Association (CAEA) may be amended in accordance with the procedures outlined below. Amendments must be consistent with CAEA's mission, nonprofit status under Internal Revenue Code §501(c)(3), and California Corporations Code provisions governing public benefit organizations.

Section 2 – Proposal of Amendments

Proposed amendments may be submitted by:

- A majority vote of the Executive Board;
- A majority vote of the State Council;
- A written petition signed by at least twenty-five (25) CAEA members in good standing.

All proposed amendments must be submitted in writing, with a clear rationale, and reviewed for consistency with applicable laws and CAEA's Articles of Incorporation.

Section 3 – Review and Notice

Once proposed, all amendments shall be:

- Reviewed by the Executive Board for legal compliance and clarity;
- Published in full for the General Membership at least thirty (30) days prior to a membership vote;
- Accompanied by a brief summary or explainer to support informed participation.

Notice may be provided via email, the CAEA website, or other official communications channels, in compliance with California Corporations Code §5511–§5513 (relating to nonprofit member meetings and electronic ballots).

Section 4 – Ratification Process

Amendments to the Constitution and Bylaws shall be ratified by a majority vote of members casting ballots, provided that proper notice has been given under California Corporations Code §5511.

Voting shall be conducted electronically, in accordance with California Corporations Code §5513, and shall remain open for a minimum of 30 days to ensure broad member participation.

Section 5 – Certification and Recordkeeping

Once ratified, amendments shall be:

- Certified by the Secretary of CAEA.
- Entered into the official records of the organization.
- Made publicly available to all members via the CAEA website or upon request.

The updated Constitution and Bylaws shall supersede all prior versions and become effective immediately unless a later effective date is specified.

Article XIV – Definitions

- **CAEA:** California Art Education Association (the statewide nonprofit organization).

- **State Council:** CAEA’s governing board, composed of the Executive Board, Area Directors, and any designated voting Committee Chairs. The State Council is the ultimate decision-making body for policies and budgets.
- **Executive Board:** CAEA’s elected officers, namely the President, President-Elect, Past President, Secretary, and Treasurer. (Note: California law requires nonprofit corporations to have at minimum a president, secretary, and chief financial officer/treasurer (which are included in CAEA’s structure.)
- **Area Director:** An elected representative on the State Council who supervises CAEA activities in one of the designated Areas (Northern Area, Central Area, or Southern Area). Area Directors coordinate Chapters and members in their region.
- **Chapter:** A local affiliate of CAEA operating under CAEA’s oversight and authority. Chapters are unincorporated member groups that carry out CAEA’s mission in a specific locality.
- **Chapter Chair:** The leader of a Chapter (analogous to a local president). A Chapter Chair is elected by the Chapter’s members (or appointed, as per Chapter procedures) and is responsible for running Chapter meetings, programs, and reporting to the Area Director.
- **Division Advisor:** An individual appointed by the CAEA President (often a past leader or specialist) to provide expertise and representation for a specific segment of art education (e.g., elementary education, secondary education, higher education, museum education). Division Advisors do not vote on the State Council but offer guidance and advocacy for their division. Their appointment is annual and subject to Executive Board reconfirmation.
- **Interested Person:** For the purposes of conflict of interest, an “Interested Person” is anyone in a position to influence CAEA decisions who has a personal, professional, or financial interest in the outcome of a decision. This typically includes Board members, officers, or key volunteers who might benefit (or have a relative who might benefit) from a transaction or decision. Such persons must act with the utmost transparency and avoid voting on matters where they have an interest.
- **Good Standing:** A member in good standing is one whose membership dues are current and who is not suspended or under disciplinary sanction. Only members in

good standing are entitled to vote, hold office, or enjoy other membership privileges.

- **Fiduciary Duty:** The legal and ethical obligation of CAEA's leaders (Board members and officers) to act in the best interests of the organization and its mission, rather than in their own personal interest. This duty of care and loyalty requires honesty, good faith, and due diligence in decision-making – board members must act as prudent stewards of the organization's resources and trust.
- **Document of Record:** Any official documentation that CAEA is required to maintain by law or policy. This includes meeting minutes, financial reports, audit reports, annual filings, contracts, official correspondence, and any other records that evidence CAEA's operations and decisions. Documents of record must be properly archived (physically or digitally) and made available for inspection by authorized parties (such as members, auditors, or regulators) in accordance with the law and CAEA's transparency policies.

APPENDIX A: APPROVED MINUTES