

GATEWAY EAST ARTISTS' GUILD BY-LAWS

September 1998 / Revised March 23, 2000, May 25, 2000/Revised September 2006,
Revised August 2008

ARTICLE I Name: The name of this organization shall be the Gateway East Artists' Guild, hereinafter referred to as the Guild and/or GEAG

ARTICLE II Purpose

Section 1. The purpose of this non-profit organization of art enthusiasts is to encourage self-expression through the visual arts, and to foster awareness, appreciation, and artistic development through educational programs throughout the Metro-East community.

Section 2. The Guild's primary activities for members shall be:

1. Providing an educational program for each meeting that will be artistically informative.
2. Continuing education through workshops, classes, and paint-outs.
3. Organizing and holding judged exhibitions
4. Coordinating exhibitions to provide members with opportunities to have their original work presented to the public.
5. Providing social activities.
6. Participating in area events relating to the arts.
7. To cooperate with and to promote membership in other similar organizations located in the United States.

ARTICLE III Membership

Section 1. All applications for membership are subject to board approval. Types of membership are:

Any professional or non-professional artist and/or art enthusiast, eighteen years or older, is eligible to become an ACTIVE member if the applicant is creating and displaying art, wishes to do so, or would like to help promote the arts in our community through educational opportunities and shows. These members constitute the voting body, with full membership privileges.

- A. ACTIVE members will be expected to take an active role in their Guild through monthly meetings, contests and educational opportunities and/or demonstrate that they remain active in promoting the arts in the Metro-East community.

Section 2. An application for membership will be completed and returned to the Membership Chairperson along with the appropriate membership fee. An applicant will be declared a member upon receipt of these two items. Names of new members will be published in the newsletter along with the committee for which they have volunteered. The Guild is an all-volunteer organization, in which members shall participate in whatever capacity they are able.

Section 3. The Treasurer shall notify members in writing of overdue dues, and those whose dues are not paid by March 1 will be dropped automatically from membership.

Section 4. The Board of Directors and appointed chairpersons with a two-thirds vote have

the power to withdraw membership for any member at any time for conduct detrimental to the Guild. (Example: Breaking a show contract by early removal of paintings from a show.)

ARTICLE IV Officers

Section 1. The Officers of the Guild shall be a President, a Vice President, a Secretary, and a Treasurer; and the Board will also include the chairpersons of committees appointed by the President of the Guild to carry out Guild functions. Presently, such committees are the Membership, Publicity, Exhibition, Program, Hospitality, Workshop, Webmaster and Newsletter Committees. The Officers shall perform the duties prescribed by these by-laws and by Roberts Rules of Order. The terms of office shall be two years.

The function of the Board of Directors is set forth in Article VI. Specific duties of the Committee Chairpersons, in addition to their duties as Directors, are to assure successful management of their committees to achieve the goals set forth in Article VII. Specific duties of the other officers are set forth in the following sections of this Article.

Section 2. The duties of the President shall be to:

1. Plan, coordinate and supervise all the activities of the Guild so as to assure achievement of its goals.
2. Preside over meetings of the Guild and Board of Directors.
3. Appoint committees and assign responsibilities as provided in these by-laws. May request the assistance of the Nominating Committee for selecting committee chairpersons.
4. Keep members informed.
5. Keep a notebook containing all by-laws, accounts, calendar of events, items deemed so important in nature as to constitute part of the fabric of the Guild itself, said notebook to be passed on to succeeding office holders. The Guild will pay for this; thus the notebook becomes official Guild property.

Section 3. The duties of the Vice-President shall be to:

1. In the absence or inability of the President to serve, assume the duties of that office.
2. Act as an administrative assistant to the President.
3. The office of Vice President may be considered as preparation for the office of President.

Section 4. The duties of the Secretary shall be to:

1. Assist the President in planning and conducting meetings of the Guild and of the Board of Directors.
2. Maintain the official minutes and records of the Guild and of its Board of Directors.
3. Conduct the correspondence of the Guild, subject to the approval of the President.
4. Acknowledge altruistic contributions.
5. Keep a notebook containing all by-laws, accounts, calendar of events, items deemed so important in nature as to constitute part of the fabric of the Guild itself, said notebook to be passed on to succeeding office holders. The Guild will pay for this; thus the notebook becomes official Guild property.

Section 5. The duties of the Treasurer shall be to conduct the financial affairs of the Guild, subject to rules established by the Board of Directors, including:

1. Prepare annual budget plans and special budget plans as required for consideration of the Board of Directors and the Guild.
2. Receive annual dues and receipts from exhibitions or other fund- raising activities of the Guild.
3. Deposit Guild funds in a Guild bank account and keep track of the liquid asset account.
4. Review and sign all checks. Disburse Guild funds by authorization for authorized purposes. Pre-approval of fund expenditures for usual purposes, Board approval of significant overages before expenditure.
5. Maintain records adequate to permit a financial audit, as required, file IRS and corporate papers.
6. The Treasurer shall notify members in writing of overdue dues, and those whose dues and penalty are not paid by March 1 will be dropped automatically from membership.
7. Make reports at each regular meeting of the Guild and to the Board of Directors.
8. Keep a notebook containing all by-laws, accounts, calendar of events, items deemed so important in nature as to constitute part of the fabric of the Guild itself, said notebook to be passed on to succeeding office holders. The Guild will pay for this; thus the notebook becomes official Guild property.

Section 6. At the regular meeting held in August a Nominating Committee of three members will be appointed by the President. In September the Nominating Committee shall meet and function. It shall be the duty of this committee to nominate candidates for offices to be filled, and to fully inform the candidates of the responsibilities of that office. In October the Nominating Committee shall publish their slate in the newsletter. Additional nominations will be taken from the floor at the October meeting. The official ballot shall be published in the November newsletter and the vote will take place at the November meeting. Results will be published in the December newsletter. New officers will be installed in January.

Section 7. The term of office for all officers shall begin at the January meeting. No member shall hold more than one elected office at a time, and no members shall be eligible to serve more than two consecutive terms in the same office.

To insure continuity within the Guild, the offices of President and Vice President shall be elected in odd-number years; the offices of Secretary and Treasurer shall be elected in even-number years.

The office of Vice President may be considered as preparation for the office of the President.

Present officers shall be exempt from the new nominating requirements of their office unless they seek a different office.

Section 8. If the office of the President becomes vacant, the Vice President shall assume that office and complete the uncompleted term. If an office becomes vacant the President shall promptly appoint someone to fill the vacancy, giving notice to the members by

newsletter and at the next regular meeting, submitting that person's name for Guild approval.

ARTICLE V Meetings

Section 1. Regular meetings of the Guild shall be scheduled for the first Wednesday evening of each month, unless otherwise ordered by the Guild or the Board of Directors. The regular meeting in January shall be known as the annual meeting and shall be for the purpose of receiving reports of officers and committees, and for other business that may arise.

Section 2. A membership attendance sheet for the meeting shall be required in order to establish the basis for a quorum.

Section 3. A majority vote of members in attendance shall constitute a quorum to approve any proposed Guild action.

Section 4. Special meetings may be called by the President or by the Board of Directors, and shall be called upon the written request of ten members of the Guild. The purpose of such a meeting shall be stated in writing. Except in cases of emergency at least three days' notice shall be given.

ARTICLE VI Board of Directors

Section 1. The officers of the Guild as defined in Article IV and committee chairpersons constitute the Board of Directors. The President shall be the Chairperson of the Board of Directors.

Section 2. The Board of Directors shall have general supervision of the affairs of the Guild between its business meetings, fix the hour and place of meetings, make recommendations to the Guild and perform such other duties as are specified in these by-laws or required for effective functioning of the Guild. The Board shall be subject to the orders of the Guild and none of its acts shall conflict with action taken by the Guild.

Section 3. The Board of Directors shall meet when called by the President and it shall be called upon the written request of three members of the Board.

Section 4. Seven members of the Board, including three officers, shall constitute a quorum. A majority vote by the quorum shall be required when considering Guild business.

Section 5. The Board may invite such persons as it deems necessary to advise the Board on specific Guild matters.

ARTICLE VII Chairpersons and Committees

Section 1. All Chairpersons and committees other than those established by these by-laws shall be established and disestablished by the President, who will assign each committee's task, scope, duration and results expected and will appoint its chairperson. Members shall be selected by the chairperson of each committee. All committees are subject to the order of the Guild and none shall take action that conflicts with action taken by the Guild.

Section 2. The Membership Chairperson shall process membership applications and submit dues to the treasurer, maintain the meeting sign-in sheet, keep board members supplied with updated membership information, and supply an updated mailing list to the newsletter chairperson.

Section 3. The Publicity Chairperson shall obtain publicity consistent with and contributing to the goals of the Guild and maintain a scrapbook. Advertising copy shall be cleared with the Board of Directors before publication.

Section 4. Exhibits Chairperson shall secure GEAG exhibition space and arrange contract details of each event, subject to board approval. The Chairperson will also secure and oversee individual event coordinators, and assist the coordinators with details needed to produce written show materials, acquire art, hang and maintain the exhibit, and other components involved with the operation and presentation of each particular show.

Section 5. The Program Chairperson is responsible for scheduling an educational, informative and interesting demonstration or lecture for each regular membership meeting.

Section 6. The Hospitality Chairperson and committee make arrangements for members to provide refreshments at meetings. Expenses for hospitality will be reimbursed by the Treasurer upon presentation of receipts from members who have incurred the bills.

Section 7. The Newsletter Chairperson receives information on Guild activities, announcements of awards and exhibits of individual members, general information on exhibits and activities of organizations outside the Guild, and any information that may be of interest to members. This committee edits the information collected, is responsible for the printing of the newsletter, and mails a copy to each person on the Guild's mailing list.

Section 8. The Webmaster maintains the GEAG website, domain and hosting packages. The purpose of the website is to inform the members and the community of GEAG activities, publicize art opportunities and other information of interest to the members, provides information about the organization, and play an active role in recruiting new members by listing membership information and making available a membership application online. The hosting package will be selected by the webmaster and will be maintained for a period of one year, at which time it may be renewed, revoked, or moved. The Webmaster will be responsible for seeing that bills pertaining to the website, including domain and hosting fees, are submitted to the GEAG board for review and payment. Passwords and access identification codes for site management will be kept as confidential information by the Webmaster.

Section 9. The Workshop Chairperson shall secure instructors and facilities needed to present educational workshops, subject to board approval, prepare needed literature and promotional materials, and oversee the workshop host as needed to assure promotion of the event, collection and distribution of fees, and other needs for each particular venue.

Section 10. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE VIII Parliamentarian: The Past President shall serve in an advisory capacity as Parliamentarian, shall attend Board meetings and regular meetings and see that business is conducted according to Robert's Rules of Order, where applicable and not inconsistent with the by-laws or special rules of the Guild.

ARTICLE IX Other Provisions:

Section I. No part of the net earnings of the Guild shall be used to the benefit of, or be distributable to its directors, trustee, officers, or other private persons, except that the Guild

shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Guild shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Guild shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidates for public office.

Section 2. Notwithstanding any other provisions of these Articles, the Guild shall not conduct or carry on any activities not permitted to be carried on (a) by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code, or by the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be transferred to one or more corporation or associations having a similar or analogous character of purpose as may be selected by the Guild's Board of Directors. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Guild is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3. The Guild shall be authorized: (1) to acquire by gift, grant, devise, bequest, purchase or otherwise, real personal property, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the Guild's purposes; (2) to hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the sole benefit of the Guild and for pecuniary profit.

Section 4. A possible conflict of interest exists when a director has a material personal interest, either direct or indirect, in a proposed transaction involving this organization. When a director has an interest in a transaction being considered by the organization, the director should disclose that conflict before the board of directors or staff take action on the matter. Any board member having a conflict of interest will not vote or use his personal influence on the matter and shall not be present when the matter is discussed by the board. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting.

This policy also will apply to immediate family members, the organization's committees, and its volunteer association. Directors, committee members, staff members, and officers of the volunteer association will be required to attest annually to their familiarity with this policy, and to provide information concerning any possible conflict of interest so that disclosure, if necessary, is made.

Staff members and their immediate families will not benefit materially from the organization beyond receipt of salaries, fringe benefits, and reimbursement for authorized expenses.

Article X

Amendment of By-Laws

These by-laws can be amended at any regular meeting of the Guild by a two-thirds vote, provided that the amendment has been reviewed by an attorney and submitted to the membership in writing thirty days before the regular meeting.

STANDING RULES

Standing Rules are not a part of the by-laws but will be generated over a period of time as the Board of Directors or Guild passes motions that have no time limit. The Secretary will note such rules and collect them into a reference list for future guidance of the Guild.

According to Robert's Rules of Order: Standing Rules are binding on the Guild until they are rescinded or modified. They can be adopted by a majority vote at any meeting. At a future session they can be suspended, modified, or rescinded by a majority vote. No standing rule can be adopted which conflicts with the by-laws.

STANDING RULE I - Starting January 1, 2007, the annual dues for an active member will be \$35. The Guild year is January through December. Annual dues are payable in December, and will be considered delinquent after February 7th. New members will pay \$35 or \$5 per month, whichever is less.

STANDING RULE II - Concerning fee paid to presenters of programs at monthly meetings, the Guild will be responsible for an amount of \$100.00 per program.

STANDING RULE III – A necessary pre-requisite for board membership is regular access to e-mail.
