

Rosewood Arts Guild By-Laws (3/18/06)

Article I – Name and Web Site

The name of this organization shall be the Rosewood Arts Guild. This organization shall also be identified by the acronym "RAG", and may be referred to in these by-laws simply as the "Guild". The Guild shall be represented on its official web site: <http://www.rosewoodartsguild.org>

Article II Mission Statement and Purpose

To promote and support local arts and the sharing of information among artists, artisans and the community. The Guild welcomes participation of all creative individuals including but not exclusive to those creating objects (e.g. ceramic, drawing, fiber, glass, jewelery, metal, painting, photography, sculpture, wood, etc.), or works of music, dance, other performance, or words.

Article III – Membership

Section A. Qualifications. Regular Membership shall be open to all persons eighteen years of age or older who practice or have interests in the arts. Membership shall be contingent upon the payment of dues as provided for in Article IV of these By-Laws.

Section B. Categories of Membership: The Guild shall have the following categories of membership:

a. Regular Member – any person who has interest in or creates any type of object or expression that may be considered to be artistic. Regular Members must be at least eighteen years of age.

b. Associate Member – any person under the age of eighteen years who would otherwise be eligible to be a Regular Member. Associate Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular members, except the right to vote or hold office.

c. Honorary Member – any individual so designated by unanimous vote of the Board of Directors for exemplary service to the Guild or the greater art community at large. Honorary Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular members, except the right to vote or hold office.

Section C. Removal of Member: Any member of The Guild may be removed upon a majority vote of the full Board of Directors for actions detrimental to the mission and objectives of The Guild or for such other good reason that may be determined by the Board.

Article IV – Dues and Extra Funds.

Section A. Annual Dues: All members shall pay annual dues in the amount of \$15. Dues for new members shall be due upon application for membership.

Section B. Renewal Dues: Renewal dues will be due on the first day of January of each year. Members who do not pay their dues within 3 months of the due date shall be considered to have dropped their membership and relinquished all privileges associated with The Guild. Exceptions to the above may be considered by the Board of Directors should extenuating circumstances be present.

Section C. Use of Dues and Collection of Extra Funds. Dues may be used for general operating expenses of The Guild including general advertising and maintenance of The Guild's official web site. Extra funds may be requested from the members to support extra activities such as Guild sales and workshops, and for special advertising that benefits The Guild.

Article V – Fiscal Year

The fiscal year of the Guild shall be the calendar year, and may be changed by the Board of Directors if such change will benefit The Guild.

Article VI – Meetings

Section A. Monthly Meetings: Regular meetings of The Guild shall be held monthly on the third Saturday of each month at a time and place to be determined by the Board of Directors and announced on the Guild Web Site.

Section B. Special Guild Meetings: Special Guild Meetings may be called by the Guild's Board of Directors. Also, upon written request of 20% of The Guild's membership, the Board of Directors shall call a meeting to discuss a specific subject. Notice of a "Special Guild Meeting" shall be published on The Guild's official web site, and by separate email or direct mail letter, at least 10 days prior to the meeting. This notice will show the date, time and place of the meeting, and will include a proposed agenda.

Section C. Quorum: The presence in person, or by proxy, of 20% of the members of The Guild entitled to vote shall be necessary to constitute a quorum for the transaction of business. Members are entitled to vote only if current dues have been paid.

Section D. Proxies: Every member of The Guild entitled to vote at any regular meeting may vote in proxy. A proxy shall be in writing or e-mail submitted to The President of The Guild and is revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after six months from the date of its execution.

Article VII – Board of Directors

Section A. Powers: The Board of Directors shall be the governing body of the Guild, and shall have all powers necessary to conduct the business of the Guild which are consistent with these By-Laws. The Board of Directors shall nominate Directors, Officers, and appoint committees and special positions including Newsletter Editor, Website maintainer and Program Chair, as may be required. The Board of Directors shall also have the power to abolish any committee or special position.

Section B. Number and Manner of Election: The Board of Directors shall consist of an odd number of at least seven individuals, including the Officers (President, Vice President, Secretary and Treasurer) and additional Non-Officer members. The Non-Officer members must include the Immediate Past President and may also include the Newsletter Editor, Website maintainer or Program Chair. Note that the Secretary and Treasurer positions may be combined in one individual and that any Guild member or Director may serve as Newsletter Editor, Website maintainer or Program Chair.

Election of Directors shall take place at the November meeting of the Guild. Officer Directors shall serve terms of one year, while Non-Officer directors shall serve terms of two years. The initial slate of Directors should have staggered terms to preserve continuity of membership. Any Guild member in good standing is eligible for nomination to the Board of Directors.

A slate of Officer and non-Officer Directors shall be developed by the Board of Directors in September, and presented to the membership at the October meeting at which time nominations from the floor will also be accepted. The election of non-Officer Directors will take place by written ballot at the November meeting with the newly elected non-Officer Directors assuming full duties on January 1st as the calendar year begins. Elections will be by a simple majority of votes cast by the membership present at the November meeting. The final slate will be posted to the Guild membership at least 10 days prior to the November meeting on the Guild's official web site.

Section C. Terms of Office: Elected Directors (the non-Officer Directors) shall serve for terms of two years. Terms of the elected Directors should be staggered to maintain some degree of continuity within the

Guild organization. Arrangement of terms will be coordinated by the currently serving Directors. The Guild secretary will record the term of each Director and advise the Board which Directors terms expire each year.

Section D. Meeting of the Board: The Board of Directors shall routinely meet 30 minutes prior to every regular Guild meeting unless circumstances dictate otherwise. Additional Board meetings may be requested by any Board Member; other Board members must be notified and the meeting posted on The Guild official web site at least seven days prior to the requested meeting. Due to distances involving considerable travel, special meeting items and related decisions requiring Board approval may be accomplished via email or direct mail. Proposals must be clearly stated, and responses returned to a designated member of the Board of Directors within seven days.

Section E. Quorum: In Board meetings, a simple majority of Directors present will constitute a quorum. In email ballots, a majority of Directors currently in office will be required to determine an affirmative vote.

Section F. Vacancies: Whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, it shall be filled at a Board meeting. The election shall be held as soon as possible, but no later than sixty days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Director he or she replaces.

Section G. Removal of Directors: Any one or more of the Directors may be removed for just cause by a vote of two thirds of The Guild members present at a Special Guild Meeting called and advertised for that purpose.

Article VIII – Officers

Section A. Number: The officers of the Guild shall consist of a President, a Vice President, a Secretary, and a Treasurer. These Officers shall serve on, and be included in the Board of Directors. At the discretion of the Board of Directors, the positions of Secretary and Treasurer may be combined.

Section B. Method of Election:

The Officers shall be elected at the November meeting of the Guild, and shall serve for terms of one year. A slate of officers shall be developed by the Board of Directors in September, and presented to the membership at the October meeting at which time nominations from the floor will also be accepted. The election of Officers will take place by written ballot at the November meeting with the newly elected Officers assuming full duties on January 1st as the calendar year begins. Elections will be by a simple majority of votes cast by the membership present at the November meeting. The final slate will be posted to the Guild membership at least 10 days prior to the November meeting on the Guild's official web site.

Section C. Duties of Officers: The duties and powers of the Officers of the Guild shall be as follows:

President – The President shall be the chief executive officer of the Guild; shall chair all meetings of the Board of Directors, and regular monthly meetings of the Guild; shall be authorized to make deposits and withdrawals of the Guild's funds for Guild purposes; and shall have the power to enter into and sign contracts in the name of the Guild whenever such contracts are authorized by the Board of Directors. The President shall have the authority to make committee appointments, and will coordinate the appointment and actions of an Audit Committee, as required.

Vice President – In the case of death, or the absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary – The Secretary shall attend and keep minutes of all meetings of the Guild, its Officers, and its Board of Directors. The Secretary shall conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed; shall keep a list of the members of the Guild; shall notify the Officers and members of their appointment to committees; and shall maintain a list of the expiration date

of each Director's term of office. In the case of absence or disability of the Secretary, the President may appoint a Secretary Pro Tem.

Treasurer – The Treasurer shall be responsible for handling, depositing, and accounting of all funds of the Guild, and shall provide a quarterly report to the Board of Directors of all receipts, disbursements, and monies on deposit.

Newsletter Editor – If and when the Guild membership deems it appropriate to maintain a Guild Newsletter, a Newsletter Editor will be appointed by the Board of Directors with the duty to compose a Guild newsletter to be published monthly or quarterly, the exact frequency to be determined. The purpose of the Newsletter will be to communicate Guild activities, exhibitions, shows, and fairs, and other items of interest to the membership. Newsletters will be posted and archived on the Guild's official website and distributed to members by email or mail as is appropriate.

Website Maintainer – The Website Maintainer shall maintain The Guild's official website www.rosewoodartsguild.org. This website will identify the mission of The Guild, provide contact information for those wishing to contact The Guild officers, list Guild members (including contact information and creative interests as desired), and maintain current information about upcoming events including but not excluded to Guild meetings, other Guild activities, exhibitions, shows, and fairs, and other items of interest to the membership, and current and archived copies of any Guild Newsletters.

Program Chair – If and when the Guild membership deems it appropriate to have a Program Chair, a Program Chair will be appointed by the Board of Directors. The Program Chair shall seek out, propose, and organize Guild participation in exhibitions and other activities designed to increase public awareness of the Guild and its members' work. The Program Chair is also responsible for promoting Guild activities through press releases and other media contacts, in coordination with the Newsletter Editor and Website Maintainer.

Article IX – Equipment and Supplies

The Board of Directors shall coordinate the acquisition of all equipment, and shall regulate and/or restrict the use of any equipment and supplies belonging to the Guild.

Article X – Formation of Sub Guilds

The Guild encourages the formation of Sub-Guilds organized around specific interests. All Sub-Guilds using the Guild's name must comply with the general by-laws of the Guild and must inform the Board of Directors of Sub-Guild activities carried out in the name of the Guild. Any Sub-Guilds should be open to general Guild membership and should advertise Guild related activities in the Guild newsletter and official web site.

Article XI – Amendments

These By-Laws may be amended from time to time by the membership. Such action shall be preceded by giving all Guild members ten days prior notice of the meeting at which such amendments will be considered, and all provisions for proxies and mail in ballots shall have been given. Corrections and clarifications made to these By-Laws shall not be considered as amendments.

Article XII – Rules of Order

The meetings of the Guild shall be conducted in accordance with Robert's Rules of Order.