

BYLAWS OF THE CHATHAM ARTISTS GUILD

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CHATHAM COUNTY, NORTH CAROLINA
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ARTICLE I. NAME AND PURPOSE

Section 1. Name

- 1.1 The name of this nonprofit member organization shall be the Chatham Artists Guild, hereinafter referred to as the "Guild" and it shall be incorporated under the laws of the State of North Carolina. Variations of the stated name may be used as permitted by law.
- 1.2 The organization may by a vote of Juried Members (see Article VI) change its name.
- 1.3 The organization shall have a logo, which may be used by members to indicate membership, show support, promote the Guild, or by authorized parties to indicate official Guild business. The organization may create seals by a vote of the Guild's Board, (see Article III) to be used for special purposes or for official documents. Unauthorized use of seals or logos shall be prohibited. The seal of the corporation shall have inscribed upon it the name of the corporation as shown by the impression to be affixed to all documents requiring said seal.

Section 2. Purpose

- 2.1 The Guild shall be a non-profit organization operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organization that also qualify as Section 501(c)(3) exempt organizations.
- 2.2 The Guild shall provide educational and community outreach services to enrich and develop awareness and appreciation of the significance of visual arts; connect Chatham County artists and art patrons; and offer emerging and established artists support in developing the skills needed to sustain themselves with art as their full-time career.
- 2.3 All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to said purposes. No part of the Guild's income shall inure to any member, Board director or officer, or any private individual, except for reasonable compensation for services actually rendered to the Guild, or reasonable amounts for authorized expenditures incurred on behalf of the Guild.

Section 3. Mission

- 3.1 The mission of the Chatham Artists Guild, a non-profit, member organization, is to connect Chatham County's artists and arts patrons; provide educational and charitable activities and events to enrich and develop awareness and appreciation of the significance of the visual arts.

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- 3.2 The Guild shall perform its educational and charitable functions by:
- a. Continuing the Studio Tour as a quality, community art venue;
 - b. Maintaining the high standards set by those who have worked to achieve the Studio Tour's success;
 - c. Enhancing the economic viability of Chatham County through the visual arts;
 - d. Fostering awareness of the artistic talent within Chatham County;
 - e. Developing educational and presentation opportunities for visual artists living or working within Chatham County;
 - f. Creating partnerships with other entities for artistic exchanges, sponsorships, and educational programs;
 - g. Providing charitable support for other non-profits through the donation of art, work or volunteer hours and shared fundraising efforts; and
 - h. Providing a strong community for Chatham County's visual artists.

ARTICLE II. POLICIES AND LEGAL COMPLIANCE

- 1.1 Non-Profit Policy: The organization shall be not-for-profit, non-partisan, non-sectarian, and non-political. The Guild shall observe local and state federal laws that apply to tax exempt non-profit organizations as defined in section 501(c)(3) of the Internal Revenue Code.
- 1.2 Non-discrimination Statement: The Guild shall not discriminate on the basis of age; gender or gender-related practices, identity, appearance or expression; race; religion; or political affiliation.
- 1.3 Statement of Values: All Board members, members, employees, agents, and volunteers of the Guild shall act with honesty, fairness, integrity and openness in all their dealings as representatives of the organization.
- 1.4 Legal Compliance: All Board members, members, employees, agents, and volunteers of the Guild shall be knowledgeable of and compliant with all laws and regulations as they apply to their positions or duties as representative of the organization.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Number, Election and Terms of Office

- 1.1 There shall be a Board of Directors (the "Board") which shall have the general power and responsibility to direct the management of the business and affairs of the corporation.
- 1.2 The Board shall consist of not fewer than five (5) members nor more than fifteen (15) members.
- 1.3 Board directors shall agree to serve for a three-year term after initial election by Juried Members at the January Annual Meeting (see Article VII, Section 2) with their terms becoming effective at the conclusion of the Annual Meeting.

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- 1.4 No person shall serve more than two (2) consecutive terms but may be reelected after a period of one or more year's absence from the Board. It is desirable that no more than one-third of the Board directors' terms expire each year. Elections and appointments to fill vacancies shall be accomplished in accordance with these Bylaws.
- 1.5 Orientation for newly installed Board directors shall be conducted at their convenience, but no later than the end of March, in the beginning of their initial year of service.

Section 2. Scope of Authority

- 2.1 The Board may adopt such rules and regulations as it shall deem proper, not inconsistent with these Bylaws and the Guild's Articles of Incorporation as in effect from time to time.
- 2.2 The Board shall only act in the name of the Guild in accordance with the procedures set forth in these Bylaws.
- 2.3 The Board shall be limited to Juried Members, in good standing.
- 2.4 Each Board director shall have one vote and such voting may not be done by proxy.
- 2.5 The Board may elect or appoint "Advisory Volunteers." Advisory Volunteers are encouraged to attend all Board meetings; may take an active role in Board discussions; in consultation with the President may initiate agenda topics; and have access to all Guild documents, but are not entitled to vote on issues brought before the Board, as they are not Board members.

Section 3. Powers and Duties

- 3.1 Power to Appoint and Employ Agents and Employees: The Board shall have the power to select, hire or contract with, and remove all agents and employees of the Guild, prescribe such powers and duties for them as may not be inconsistent with the law, with the Guild's Articles of Incorporation or these Bylaws, and shall fix their compensation.
- 3.2 The Board may change the principal office for transaction of the business of the Guild from one location to another within the same county, may designate any place within Chatham County for the holding of Guild meetings, or may hold meetings electronically or virtually.
- 3.3 The Board shall make certain that the Studio Tour and other programs are directed in accordance with the current Policies and Procedures governing Guild operations, having been voted into policy by the Juried Members each year, after revision, adoption and presentation by the Board. The Board shall regularly review all Guild programs for effectiveness and provide mechanisms to incorporate lessons learned into future programs.
- 3.4 The Board shall be responsive to changes in the Guild's effectiveness in supporting the mission and addressing the needs of its members.
- 3.5 The Board shall receive the power to borrow money and incur indebtedness through the vote of two-thirds (2/3rd) of the Juried Members, and shall cause to be executed and delivered therefore, in the Guild's name, promissory notes, bonds, debentures, deeds of trust, and mortgages or other evidences of debt and securities.

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Section 4. Removal of Board Directors

- 4.1 A Board director may be removed by two thirds (2/3rd) vote of the remaining Board directors when sufficient cause exists, for acts which in the opinion of the Board directors are detrimental to the interests of the Guild, for acts unbecoming a Board director or for absence from three (3) consecutive Board meetings without reasonable excuse in the opinion of the Board.
- 4.2 A removal hearing shall be held providing all Board directors have received written notice thirty (30) days prior to the hearing. The Board may entertain charges against any Board director. A Board director may be represented by counsel upon any removal hearing.
- 4.3 The Board shall adopt such rules for the hearing as it may in its discretion consider necessary for the best interest of the organization.
- 4.4 The entire Board or any individual member of the Board may be removed from office or position, with or without cause, by written vote of two-thirds (2/3rd) of the total number of Juried Members.

Section 5. Absences and Vacancies

The Board may either fill or leave Board vacancies or justified absences so long as there are a minimum of five (5) members of the Board remaining and the officer positions are filled. The Board may decide to leave the vacancy or absence open until the next Annual Meeting at which time the vacancy shall be filled by election, pursuant to Section 2 of Article IV of these Bylaws. If there is a vacancy in one of the officer positions, it shall be filled on a temporary basis by a vote of the majority of the remaining Board members, until the position is filled through the election process.

ARTICLE IV. OFFICERS

Section 1. Positions

The officers of the Guild shall be President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time elect as required to support the activities of the Guild.

Section 2. Election and Terms of Office

The officers shall be elected by the Juried Members at the Annual Meeting in January of each year (see Article VII) and, unless otherwise provided herein, shall serve for a two-year term or until their successors in office shall qualify. Officers shall assume their duties at the conclusion of the Annual Meeting at which they are elected.

Section 3. Duties And Responsibilities

- 3.1 Duties of officers shall be those usually ascribed to each position in these Bylaws or by law and such additional duties as may from time to time be designated by the Board.

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- 3.2 **President** - the President shall preside at all meetings of the Guild and the Board. S/he shall appoint the chairpersons of all committees with the approval of the Board. The President shall supervise their work directly or indirectly. S/he may appoint special committees as required, with the approval of the Board. S/he shall act as presiding officer of the Guild. In order to be eligible for election as President, a member shall have served on the Board for a period of at least one year prior to such election, and shall have gained sufficient experience from his/her activities on the Board to serve as President (such as in the Vice President's position). A Board member may serve as President for a one or two year term. If a Board member serves as President for one year, such member shall serve the final year of his/her three-year Board term as an advisor to the new President.
- 3.3 **Vice President** - The Vice President shall preside at all meetings in the absence of the President. S/he shall perform other duties as the President and Board may assign. Should a vacancy in the office of President occur before the annual election, the Vice President shall assume the position of President.
- 3.4 **Secretary** - the Secretary shall oversee the preparation of all necessary minutes of all Board and All-Member Meetings (see Article VII, Section 3), and shall be responsible for certain official communications of the Guild.
- 3.5 **Treasurer** - the Treasurer shall cause to be kept a proper record of all monies received for the Guild and the nature of all expenditures, pursuant to guidelines established by the Board, and shall make periodic reports in writing to the Board not less frequently than quarterly each fiscal year, or as may be otherwise directed by the Board. Before leaving office, the outgoing Treasurer shall prepare a final report and sign off on the financial statement before handing the books over to the new Treasurer.

ARTICLE V. COMMITTEES

Section 1. Committee Chairperson

- 1.1 The Board shall have the responsibility to create committees as described in this Article V, as deemed necessary, either as standing committees or special committees. The President shall have the power to appoint a chairperson of any committee or to delegate such appointive powers to any other Board member. The President shall be ex-officio member of all committees, unless the Board shall provide otherwise.
- 1.2 Committee chairpeople and committee members shall serve for a period of one year (or less upon completion of the committees' responsibilities) or when terminated by action of the Board.
- 1.3 The Chair of each committee (if not otherwise a Board member) shall attend, or shall designate a committee member to attend, every Board meeting to provide reports of committee activity and receive committee direction from the Board.

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Section 2. Nominating Committee

This committee shall determine which members are interested in serving on the Board and as officers. Three months prior to the Annual Meeting, the Board of Directors shall entertain suggestions for new Board members and officers and shall investigate the qualifications and availability of such persons. The Board will inform the nominees and the Juried Members of the candidates. Proposed candidates for the Board and officer positions shall be presented at the Annual Meeting and voted upon at that time.

Section 3. Finance Committee

- 3.1 This committee provides oversight with respect to the assets owned or under the supervision of the Guild.
- 3.2 This committee assists in financial planning for the Guild for short-term cash flow needs and long-term planning and projects. It also monitors the investment of funds by the Guild.
- 3.3 This committee monitors compliance with conditions of grants received.
- 3.4 This committee meets with the Treasurer a minimum of four (4) times a year to review and coordinate compliance with all applicable federal and state tax laws and regulations.

Section 4. Education Committee

This committee provides educational and community outreach services and opportunities to enrich and develop awareness and appreciation of the visual arts.

Section 5. Fundraising Committee

This committee solicits Guild sponsors, and applies for grants for which the Guild might be eligible. This committee develops and recommends to the Board fundraising activities and events and coordinates the donation of artwork for charitable fundraisers.

Section 6. Public Relations Committee

This committee uses appropriate media to promote the Guild's programs, activities, accomplishments, and membership.

Section 7. Other Committees

The President with the approval of the Board, shall appoint such other standing or special committees as may be required from time to time to assist the Board. Other committees may include those charged with handling exhibitions, operations, Studio Tour, and website, etc.

ARTICLE VI. MEMBER ELIGIBILITY AND TERMINATION

Section 1. Member Eligibility

- 1.1 The Guild shall be a membership corporation. Only individuals juried by the Guild, who have paid any necessary membership fees and who have become members (“Juried Members”) shall be entitled to vote on issues brought before them by the Board of Directors. Juried Members are those who have art studios in Chatham County, NC, who have been approved for Guild membership by the jury created by the Guild, based on their timely submitted membership applications with images of their art work.
- 1.2 Members must meet Guild requirements as adopted in the Guild’s Policies and Procedures and must comply with these Bylaws.
- 1.3 The Guild shall have working and non-working members; non-working members shall pay a higher membership fee than working members and shall not be required to commit to committee or other Guild work.
- 1.4 Juried Members should attend and are entitled to one vote at All-Member Meetings (including the Annual Meeting) (See Article VII). No votes may be made by proxy.
- 1.5 The Guild may create other non-voting Guild participation categories at its discretion to be voted upon at the Annual Meeting by Juried Members.

Section 2. Member Termination

The Board may terminate the Guild membership of a Juried Member (see Article VI) for the Juried Member’s violation of any provision of the articles of incorporation, by-laws, or written policies of the Guild, for nonpayment of obligations, or for carrying out any conduct which may be detrimental to the Guild as determined by the Board in its sole discretion, by a two-thirds (2/3) majority vote of the total Board. The Board shall provide the Juried Member not less than fifteen (15) days’ prior notice (the “Termination Notice”) of the effective date of the termination (the “Termination Date”) and the reasons for it, with an opportunity for the Juried Member to be heard by the Board, orally or in writing, not less than five (5) days prior to the Termination Date. If the Juried Member does not provide timely information to the Board, orally or in writing, the Termination Date shall be final. If the Juried Member does provide timely information, then the Board shall consider that information and vote (with a required 2/3 majority vote) to determine whether the termination should occur (effective on the Termination Date), or whether the Termination Notice should be withdrawn. The vote shall be recorded in the minutes and the Board shall notify the Juried Member of the outcome.

ARTICLE VII. MEETINGS

Section 1. Board Meetings

- 1.1 The Board shall meet at least once a month. A majority of Board directors serving on the Board from time to time which shall include at least three (3) officers shall constitute a quorum for transaction of business. Votes are decided by the majority of Board members present at a Board meeting.

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- 1.2 The Board shall meet on the prearranged time and day of each month at the location agreed upon at the previous meeting. All regular business will be taken up at scheduled meetings. Unless the Board otherwise provides due to member confidentiality concerns, Guild members may observe Board meetings.
- 1.3 Special meetings (Board or membership) may be called as requested by the President, or any four Boardmembers or by two-thirds (2/3rd) vote of the Juried Members. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.
- 1.4 All Board members shall be notified of location/time/date and agenda two (2) weeks prior to all Board meetings.
- 1.5 In the event that there is not a quorum as set forth in Section 1.1 of this Article VII, the meeting shall be adjourned and rescheduled for not more than two (2) weeks from the date of the adjourned meeting.
- 1.6 A member (and preferably the Chair) of every committee designated by the Board pursuant to Article V, must either be a member of the Board, or must attend or designate a committee member to attend, every Board meeting to provide reports of committee activity and receive committee direction from the Board.
- 1.7 The Board may use email or other types of electronic communication to take action outside of meetings by unanimous written consent of Board members.

Section 2. Annual Members Meetings

- 2.1 The Guild shall have an Annual Meeting for members each January at a time and place set by the Board. This shall be an All-Members Meeting.
- 2.2 The Secretary shall send notice of the Annual Meeting at least two (2) weeks in advance by public announcement or email to every member in good standing at his/her email address as it appears in the membership roll.
- 2.3 The Annual Meeting is open to the public. All members and interested residents of Chatham County may attend.
- 2.4 The meeting shall receive reports of officers and committee chairpeople, review and approve the previous year's financial reports and statements, and elect members of the Board and officers.
- 2.5 The President with input from the Board, and Studio Tour artists' surveys shall present a written Annual Report to those attending the Annual Meeting, reviewing the year ending and making projections for the year approaching, as may be reasonable. The Annual Report should be appended to the minutes of the meeting at which it was presented.
- 2.6 So long as notice is duly given, no set quorum shall be required to conduct business. Unless otherwise specified herein, the outcome of any vote shall require a majority of Juried Members present at the meeting.

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Section 3. Other All-Member Meetings

- 3.1 The Guild may by vote of the Board hold additional All-Members Meetings. The purpose (i.e., educational, business, social) frequency and location of the meetings shall be determined by the Board at their discretion. All members shall be notified of location/time/date and agenda thirty (30) days prior to all membership meetings.
- 3.2 At any meeting, if a majority of Juried Members present so requires, any question may be brought to the vote of Juried Members.
- 3.3 No set quorum shall be required to conduct business. Unless otherwise specified herein, the outcome of any vote shall require a majority of Juried Members present at the meeting.
- 3.4 Voting on proposed actions may be done without a meeting, by written ballot and/or electronic voting provided to all members.

Section 4. Conduct of Meetings

- 4.1 All-Members Meetings and Board meetings may be held in person or by Internet meeting services designated by the President that support visual displays of those participating and the sharing of documents, or by other remote forms permitted under North Carolina law. Such meetings shall be governed by all rules set forth in these Bylaws or (where not in conflict with the Bylaws) as adopted by the Board or membership.
- 4.2 If an Internet meeting is to be conducted, the President or Secretary shall send by e-mail to every Board member or Juried Member, as the case may be, at least two (2) weeks before each meeting, the time/date/agenda, the URL and codes necessary to connect to the Internet meeting, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone.
- 4.3 The meeting chair's announcement of voting results for all types of meetings shall include the number of members present and the number of members voting on each side of the question. Business may also be conducted by unanimous consent.

ARTICLE VIII. FINANCIAL REQUIREMENTS

Section 1. Fiscal Year

The fiscal year shall begin on the first of January and end on the thirty-first of December.

Section 2. Financial Review

A financial review of the accounts of the corporation shall be done by a qualified accountant appointed by the Board at the end of each fiscal year. Procedures shall follow those established and/or required for tax purposes by any outside funding source. Audits shall be performed at such times as are necessary by law or as deemed advisable by the Board.

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Section 3. Annual Budget

The Finance Committee shall compile and compose a budget of estimated revenues and expenses for the ensuing year and submit it to the Board for approval at a Board meeting within the first quarter of the year.

Section 4. Financial Reports

Financial reports prepared by the Treasurer shall be made available to the Board in writing on a monthly basis. Any member may request copies of the Guild's current monthly financial reports.

Section 5. Fiscal Responsibility

The Board shall ensure that the Guild is run with fiscal responsibility. The final authority and responsibility for the Guild, its activities and business affairs shall rest with the Board.

Section 6. Responsible Stewardship

The Guild shall manage its funds responsibly and prudently. All spending practices and policies shall be fair, reasonable and appropriate to fulfill the mission and all financial reports shall be factually accurate and complete in all material respects. Financial statements shall be made available to the public upon request.

Section 7. Fundraising

All Guild fundraising efforts from the public or from donor institutions shall be truthful in their solicitation materials. The Guild shall respect the privacy concerns of individual donors and expend funds consistent with donor intent. The Guild or representative thereof shall disclose all important and relevant information to potential donors. All fundraising shall be carried out in a professional manner so as to maintain the public trust.

ARTICLE IX. AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the Juried Members by two-thirds of the votes actually cast or by a majority of the votes of Juried Members, whichever is lower. Approved Bylaws shall remain in effect until modified and voted upon as provided in this Article, and shall be available to all members by posting on the Guild's website.

ARTICLE X. GIFTS

The Board reserves the right to determine the acceptance and/or use of any gifts proposed to be made to the Guild. This determination shall include the right to dispose of gifts proposed to be made to the Guild and shall include the right to dispose of gifts through gift, sale or exchange and upon such terms as in the Board's judgment such action is the best use of the gift within the Guild's purposes, the intent of the donor of the gift and the circumstances existing at such time.

ARTICLE XI. FACILITY USE

- 1.1 Guild offices and other physical plant owned or occupied by the Guild from time to time shall serve as a facility to encourage and carry out the purposes and activities of the Guild. The Guild facility may be used as an administrative office for the purpose of doing business related to the stated purposes of the Guild, as a place for Guild meetings and to exhibit art.
- 1.2 The Guild may choose to share a facility with another non-profit organization or for profit business.
- 1.3 It is expected that those individuals who are permitted to use the facility will do so for those purposes and will conduct themselves accordingly and in compliance with such rules and regulations as the Board may impose from time to time.

ARTICLE XII. PERSONNEL POLICY

The Guild may choose to have an employee assist with Guild business. Employment, compensation and benefits for the employee shall be established by an annual review between the employee and the Board

ARTICLE XIII: PARLIAMENTARY AUTHORITY: RULES OF ORDER

Board meetings shall be productive and orderly; to this end the President shall have the option of suggesting the best method of conducting the business of the Guild for the period of his/her term of office. Options may include Roberts Rules of Order Newly Revised, or Roberta's Rules of Order by Alice Collier Cochran or another at the discretion of the Board.

ARTICLE XIV. INDEMNIFICATION OF BOARD, OFFICERS, MEMBERS AND EMPLOYEES

The Board may authorize the payment of expenses incurred by or to satisfy a judgment or fine rendered or levied against a present or former Board director, officer, Juried Member, or employee of the Guild, or the estate, executor, administrator, heirs, legatees, or devisees of such person, including in an action brought by a third party against such person (whether or not the Guild is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a Board member, officer, Juried Member, or employee, or by the Guild, or by both, or may reimburse such person for amounts paid and expenses reasonably incurred in settling any such action or threatened action; provided the Board determines in good faith that such person was acting in good faith within what he/she reasonably believed to be the scope of his/her authority and for a purpose which he/she reasonably believed to be in the best interests of the Guild.

ARTICLE XV. CONFLICTS OF INTEREST

- 1.1 The members of the Board, Juried Members, employees of the Guild, and volunteers shall avoid actual or potential conflicts of interest. All reasonable efforts shall be made to avoid any conduct that may reasonably be interpreted to give the appearance of impropriety in the disbursement of funds.
- 1.2 If a potential conflict of interest arises, the Board member, Juried Member, employee, or volunteer should disclose the potential conflict to the Board.
- 1.3 The Board member, Juried Member, employee, or volunteer shall neither vote nor participate in the solicitation, negotiation, formation, award, arbitration, modification, or settlement of any contract or grant, or of any dispute arising under such contract or grant, if the Board member, Juried Member, employee or volunteer stands to benefit financially, directly or indirectly, from such contract or grant.
- 1.4 A Board member, Juried Member, employee or volunteer is not deemed to benefit financially from a contract or grant involving funds solely by reason of receiving compensation, show or professional awards, or a stipend otherwise due in the normal course of Guild activities or service to the Guild outside their Guild responsibilities. All Board contracts shall be open to both Guild members and non-members to be accepted solely on the benefits such a contract offers the Guild and the merits of the proposal. Interested parties are disqualified from taking part in any part of the decision process for items in which they have conflicts, including those disclosed as conflicts pursuant to this Article XVI, or items determined to be conflicts in this Article XVI, Section 1.5.
- 1.5 A Board member, Juried Member, or employee who has reason to believe that another person has an actual or potential conflict of interest arising under this conflict of interest policy shall bring the attention of the Board thereto if the other person does not do so. When the Board takes action to determine that a conflict of interest, or potential conflict of interest, does or does not exist, it shall make a written record of its determination and provide a copy thereof to all members of the Board and to the person or persons involved, after providing the person or persons involved with a reasonable opportunity to appear before it and to comment thereon.
- 1.6 All Board members, Juried Members, employees, and volunteers shall be informed of this policy by publication of these Bylaws on the Guild website.

ARTICLE XVI. LIQUIDATION OR DISSOLUTION OF CORPORATION

In the event of liquidation or dissolution of the Guild, the assets of the Guild shall be disposed of as provided in the Guild's Articles of Incorporation and in accordance with the requirements of the Internal Revenue Code then in effect.