

# **Gaston County Art Guild Bylaws**

**Amended and Approved  
April 2020**

**ARTICLE I  
Name and Purpose**

**Section 1.01 - Name:**

The name of the organization shall be The Gaston County Art Guild, Incorporated, known as the Gaston County Art Guild.

**Section 1.02 - Purpose:**

The Gaston County Art Guild is an organization qualified under Section 501(c)(3) of the Internal Revenue Code, perpetuating and supporting the creative arts and assembling regularly in order to encourage and promote high standards for its members and cultural growth for our community.

**ARTICLE II  
Membership**

**Section 2.01- Classifications of Membership:**

Classifications of memberships shall be determined by the Board of Directors, hereafter known as the Board.

**Section 2.02–Eligibility for Membership:**

Application for voting membership shall be open to any individual that supports the purpose statement in Article I, Section 1.02. Membership is granted after completion and receipt of a membership application and payment of annual dues either by mail or via the Website. Designation and eligibility of membership and membership levels will be determined annually by the Board.

**Section 2.03 - Dues:**

Membership dues shall be paid annually. The amount of dues and payment date for dues for members is established by a majority of the Board of Directors.

**ARTICLE III  
Board of Directors**

**Section 3:01 – Board and Authority**

The Gaston County Art Guild, also known as the Organization, shall be managed by the Board of Directors. The Board is the policy-making body of the Gaston County Art Guild and is responsible for the overall policy and direction of the Guild, and delegates responsibility of day-to-day operations to the Officers and committees.

The Board may hire such ‘paid staff’ as they deem proper and necessary for the operations of the organization. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

**Section 3.02 - Board of Directors:**

The Board of Directors shall include the Officers; President, Vice President, Treasurer, Secretary and past President. Other Board members will consist of At-Large Directors as selected by the Board, all of whom shall have voting rights. In the event that the immediate past President cannot participate as a Board member, previous Board

Presidents will be contacted in the order in which they served.

**Section 3.03 - Number, Selection, and Tenure:**

The Board shall consist of not less than five (5) Directors and not more than six (6) additional At-Large Directors appointed by the Board. All Board members will have the ability to vote. Each elected Officer shall hold office for a term of one (1) year, except for the Treasurer.

**Section 3.04 - Resignation:**

Resignations of the Officers or the At-Large Directors will be effective upon receipt of a written resignation submitted to the Secretary.

**Section 3.05 - Removal of Officers and Directors:**

Board Officers may not be removed by the Board of Directors, but may be removed by the general membership at a regular or special meeting where a majority of the members present approve such a removal. An appointed Director may be removed by a majority of the remaining Board at a meeting after an appropriate exit interview has taken place and whenever the Board's judgment determines the best interests of the organization will be served.

**Section 3.06 - Board Meetings:**

The Board of Directors shall meet the first Tuesday of the month, a minimum of six (6) times per calendar year. Meetings shall be called by the President at such dates, times and places as the President shall determine.

**Section 3.07 - Board Quorum:**

A majority of the members of the Board of Directors shall be a quorum for the transaction of Board business.

**Section 3.08 – Board Voting:**

Voting done by the Board shall be in person, by sending an email vote to the President or by using video conference. This shall be sufficient to affirm or deny a motion except for amending the Bylaws.

**Section 3.09 – Reimbursement:**

Directors shall serve without compensation with the exception that expenses incurred for the furtherance of GCAG's business may be reimbursed with the correct documentation; provided that the Board may establish the dollar limit which may be given as reimbursement for expenditures made without preauthorization.

**ARTICLE IV  
Officers**

**Section 4.01 - Officers:**

The Officers of the organization shall be the President, Vice President, Secretary, Treasurer and Past President. The officers will execute their offices as detailed in the Procedure Manual.

**Section 4.02 - Appointment of Officers:**

The Officers of the organization shall be elected by the Membership at the annual membership meeting, or in the case of vacancies, as soon thereafter is convenient. The method for filling vacancies is outlined in section 3.03.

The election of Officers will occur at a pre-announced spring meeting, provided a minimum of fifteen (15) members is present. See section 4.05.

**Section 4.03 - Terms of Office; Time**

The term of office for all Officers shall be one (1) year. Officers shall hold office until a successor is duly elected and 'qualified'. No Officer shall be eligible for more than two consecutive terms in the same office except for the Treasurer, who may serve no longer than two years unless approved by the Board.

**Section 4.04 - Terms of Office; Qualification**

A qualified Officer must be a GCAG member in good standing with no less than 60 days' membership.

**Section 4.05 – Vacancies**

Vacancies existing for reasons of resignation, death, incapacity or removal before the expiration of her/his term shall be filled by a majority vote of the remaining Directors unless the vacancy is an Officer position, which must be voted on by a quorum of the membership at a special meeting called pursuant to Section 6.04. In the event of a tie vote, the Chair shall choose the succeeding Director. A Director/Officer elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor in office.

**Section 4.06 - President:**

The President shall be the Chief Executive Officer of The Gaston County Art Guild and will supervise Gaston County Art Guild in accordance with these Bylaws. The President may be a Director of the organization, shall be the Chair of the Board, and shall preside at meetings of the Board. The President shall sign, with any other proper Officer, instruments which may be lawfully executed on behalf of Gaston County Art Guild, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board to some other office or agent. In general, the President shall perform all the duties incident to the office of President and such other duties as may be assigned by the Board.

**Section 4.07 - Vice President:**

The Vice President shall be an Officer of The Gaston County Art Guild and will preside at meetings of the Board in the absence of or at the request of the President.

**Section 4.08 - Treasurer:**

The Treasurer shall be an Officer of The Gaston County Art Guild and will oversee the financial affairs of the organization as detailed in the Procedures of the Organization. The Treasurer reports to the President and the Board of Directors. See Procedure Manual.

**Section 4.09 - Secretary:**

The Secretary shall be an Officer of The Gaston County Art Guild who will keep accurate record of proceedings of all meetings of the Board and shall give notices required by law and these Bylaws.

## **ARTICLE V Advisory Groups and Committees**

### **Section 5.01 - Establishment:**

The President of The Gaston County Art Guild may establish one or more Advisory Groups or Committees. Varying committee chairs will be appointed by the Board to include; Programs, Membership, Publicity, Guild Juried Shows, Workshops and classes and others as needed.

### **Section 5.02 - Nominating Committee:**

There shall be a Nominating Committee charged with the responsibility of selecting qualified candidates for the offices of President, Vice President, Secretary and Treasurer. The Nominating Committee will consist of those selected by the President and the Board of Directors. The slate of Officer Nominees will be published in the monthly newsletter at least two weeks prior to the election. Those names plus any names proposed from the floor for the Offices will be the nominees.

## **Article VI General Meetings**

### **Section 6.01–Meetings**

General meetings of the Gaston County Art Guild shall be held monthly except for the months of July and August. These meetings will consist of a quick business portion followed by a program relating to the members' interest or meetings called by the President and for all regular meetings, notice shall be mailed, emailed, included in our monthly newsletter, added to the Guild's website or telephoned to each member.

### **Section 6.02 - Annual Membership Meeting:**

The annual membership meeting shall be held at a time and place to be set by the Board. Officers shall be elected at that time. A one month's notice will be given through the website and email correspondence to the general membership.

### **Section 6.03 - Special Meetings:**

Special meetings may be called by the President with at least ten (10) days' notice given by mail, an electronic notice or by calling all members. Special meetings may be called by at least fifteen (15) members of the Guild as long as the Guild's President is notified that a special meeting is being called at least ten (10) days prior and provided that no business shall be conducted except for that which the meeting is being called.

### **Section 6.04 - Member Quorum:**

At any general meeting or at the annual membership meeting, a quorum will be considered a minimum of fifteen (15) members of Gaston County Art Guild.

### **Section 6.05–Member Voting:**

A quorum must be present for all votes. Votes shall be cast in person. Written and email proxies will NOT be accepted. A simple majority shall be sufficient to affirm or deny a motion except amending the Bylaws.

**Section 6.06 - Rules of Conduct:** The procedural regulations employed by this organization shall be those prescribed by "Robert's Rules of Order".

## **ARTICLE VII Indemnification**

### **Section 7.01: Indemnification**

Every member of the Board, Officer or employee of the Organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, Officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such members of the Board, Officer or employee is entitled.

## **ARTICLE VIII Financial Administration**

### **Section 8.01- Fiscal Year:**

The fiscal year of the organization is currently July 1 – June 30 and may be changed by resolution of the Board.

### **Section 8.02 - Checks, Drafts, Etc.:**

All payments made on behalf the organization shall be physically signed or documented as approved by two Officers of the organization. Designated signees shall be, in addition to the Treasurer, the President and one other Board member.

### **Section 8.03 - Deposits and Accounts:**

The Treasurer, President or the Vice President shall deposit all funds of the organization, not otherwise employed, in a timely manner into designated bank accounts.

## **ARTICLE IX Books and Records**

### **Section 9.01:**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. This book will include Articles of Incorporation, annual Board meeting minutes, all other meeting minutes and a copy of the current Bylaws and documentation of the adoption of the current Bylaws.

**ARTICLE X  
Dissolution**

**Section 10.01:**

Upon the dissolution of Gaston County Art Guild, the Board shall, after paying or making provision for the payment of all its liabilities, offer the remaining monies and assets to a nonprofit organization which is tax exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XI  
Amendment of Bylaws**

**Section 11.01:**

These bylaws may be amended following publication in two successive newsletters and by a two---thirds majority vote of the Members present provided a minimum of ten (10) days prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.