

Artist Guild of Shrewsbury, Inc.

Bylaws

Article I

Name of Organization

1.01 Name

The name of the organization shall be: Artist Guild of Shrewsbury, Inc.

Article II

Purposes and Powers

2.01 Purpose

Artist Guild of Shrewsbury, Inc. (AGS) is organized as a non-profit organization under section 501(c)(3) of the Internal Revenue Code and shall be operated primarily for educational awareness, as well as for the participation, enjoyment, and the sharing of visual arts to its members, general public, and interested organizations.

AGS provides educational programs by sponsoring free lectures and workshops to its members and the general public, plein air gatherings in collaboration with other art organizations and the local community, member day trips to museums of visual arts, member and public art exhibitions, and also the hosting of juried art competitions.

2.02 Powers

AGS shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the provided programs for which the corporation is organized, and to aid or assist its members or other art organizations whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but are not limited to, the acceptance of membership dues, grants, contributions from its members, and/or public and private sectors, whether financial or in-kind contributions.

Article III

Membership and Dues

3.01 Membership

AGS shall have the following classes of membership: Active (voting) and Special (non-voting).

AGS membership will be open to any person who supports the statement of purpose as in Article II as set forth in is this document. AGS is committed to providing an inclusive and welcoming environment for all its members and guests.

3.02 Active Members

Active Members are professional and amateur artists expressing themselves through a wide variety of media with an interest in the visual arts. Active Members include dues paying members and continued membership is contingent upon renewal and payment of dues each fiscal year. Benefits of Active Members may include (without limitation):

- a. The right to vote, make, motions, amend and repeal bylaws, and to authorize an amendment or restatement of those Articles
- b. Informational programs
- c. Newsletters
- d. Participation in exhibitions with an opportunity to sell
- e. Educational workshops
- f. Social functions
- g. Opportunity to exhibit work on the Guild website

3.03 Special Members

Special Members are non-voting members and are approved by the Steering Committee following a majority vote and may include (without limitation): students, persons with economic hardships, life members, honorary designations, organizations, and the general public who may or may not be professional or amateur artists with an interest in the visual arts. Any Guild member in good standing may submit the name of a proposed Special Member to the Steering Committee. Special members do not pay dues and shall have no voting powers, cannot hold office, or make motions in the organization. Benefits of Special Members may include (without limitation):

- a. Attend meetings
- b. Newsletters

- c. Informational programs
- d. Educational workshops
- e. Social functions

3.04 Dues

Annual dues are set by the Steering Committee and approved by the membership at a general meeting. Dues are received by the Treasurer at the beginning of the fiscal year and membership is activated immediately. Any member who has not met his/her financial obligations to the Guild shall no longer enjoy the rights of members until said obligations are paid in full.

“Fees may be charged from time to time for activities such as exhibits, workshops, and special programs? Fees for one-time events, or for recurring activities, are set by the Steering Committee and approved by the members at a general meeting.”

Article IV Board of Directors

4.01 Number of Directors

Should reconsider calling this Board of Directors. If the directors decide to have a committee for any additional programs etc. member/non-members need to be able to differentiate between the two (Steering Committee and Board of Directors). You also need now to be aware you are a corporation and titles are thought of differently.

Note: replace instances of "steering committee" with "Board" throughout document.

The Steering Committee shall consist of at least three persons and no more than twelve persons. Within these limits, the board may increase or decrease the number of members serving on the board, including for the purpose of staggering the terms of its members. No decrease in the number of directors shall shorten the term of office of any incumbent director.

4.02 Qualifications

All directors shall be persons of the age of eighteen (18) years or older. Directors must be residents of the State of Massachusetts. A Director must demonstrate an interest in the purposes and activities of the Organization and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Organization and its purposes and activities as set forth

in this document. Directors cannot have been convicted of any crimes relating to alcohol, violence (assault) or gaming within the past ten years.

4.03 Powers

The affairs of Artist Guild of Shrewsbury, Inc. shall be managed by the Steering Committee. The Steering Committee shall have the powers and duties to be responsible for the administration of the affairs and property of the Organization except as otherwise provided by law, the Articles of Organization, or these Bylaws. These duties and powers shall include, but are not limited to:

- a. Establishing and reviewing board policies governing the Organization and its operations;
- b. Ensuring adequate resources for operation of the Organization;
- c. Helping to identify, cultivate solicit and acknowledge donors;
- d. Establishing and supervising adequate accounting and financial procedures;
- e. Promoting the goals and purposes of the Organization and evaluating the Organization against such goals and purposes;
- f. Ensuring on behalf of the Organization to have adequate directors and defining the duties and responsibilities of any director in a written description as defined within this document; and
- g. The Directors may, on a temporary basis, fill vacancies due to resignation, death, or removal of a director. The vacancies shall be filled by the board for the balance of the term of a director being replaced or until such time the Nominating Committee can put forth a new name for a director to be voted on by the Membership.

4.04 Terms

- a. All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected;
- b. Each member of the Board of Directors must be members in good standing of the Artist Guild of Shrewsbury, Inc;
- c. The terms of the Directors shall be staggered so that approximately half the number of Directors will end their terms in any given year;
- d. Directors may serve terms in succession; and
- e. The term of the elected directors shall begin on September 1 (June 1, after election at Annual meeting) of the fiscal year.

4.05 Board Officers

The officers of the Organization shall consist of a Chairperson, or Co-Chairperson, Secretary, and Treasurer, or as required by law and officers shall not be related by blood or marriage. (IRS)

strongly suggests, you decide if you want to include this statement). Members of the Board of Directors shall not receive any compensation for their services as Directors.

The Board of Directors will vote if any additional officers are needed and they shall, or may, consist of the following, the board will determine whether a vacancy must be filled prior to voting at the annual meeting:

- a. Exhibits
- b. Newsletter Editor
- c. Program
- d. Publicity
- e. Membership
- f. Web Master
- g. Member at Large

Each position may create a Sub-committee to assist with specific functions or events as necessary and shall present such recommendations for action to the Board of Directors.

4.05 Chairperson (and/or Co-Chairperson)

The Chairperson (and/or Co-Chairperson) shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors. Additional duties may include:

- a. Set the agenda;
- b. Coordinate replacement of any positions that become vacant during the year by appointing a Nominating Committee, preferably no later than February 1;
- c. Call meeting or any special meeting;
- d. Shall be an ex-officio member of each committee; and
- e. In the absence of the Chairperson, the Co-Chairpersons or another member of the Steering Committee may preside over meetings.

4.06 Secretary

The Secretary has the following authority and duties:

- a. Fill out necessary Annual Reports, and any additional forms, attachments and fees as required by the Commonwealth of Massachusetts for the continuation of non-profit status under Section 501(c)(3);
- b. Keep minutes of all activities of the Guild at meetings;

- c. The minutes of each meeting shall state the time and place that the meeting was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws;
- d. Provide minutes of all meetings in a timely manner to the Steering Committee;
- e. Make available minutes of meetings to any member when requested;
- f. Responsible for conducting correspondence including but not limited to:
 - 1. Goodwill correspondence
 - 2. Thank you notes to presenters
 - 3. Get well notes
 - 4. Welcome notes to all new members
- g. Maintain official copies of all correspondence;
- h. Monitor the AGS e-mail account, answer incoming e-mail inquiries and direct inquiries to the appropriate individual on the Steering Committee; and
- i. Provide brief highlights of previous meeting minutes to members at current monthly meeting.

4.07 Treasurer

The Treasurer has the following authority and duties:

- a. Fill out annual tax Financials as required for the IRS;
- b. Maintain a Guild bank account separate from a private personal account for payments and expenses;
- c. Ensure that the Guild is accountable for all financial matters;
- d. Ensure that assets are not used inappropriately or diverted to private interests;
- e. Ensure and present to Board a system with controls for adequate internal accounting
- f. To oversee budget preparations;
- g. Provide income and expense statements, balance sheets and any additional financial reports to the Steering Committee;
- h. Manage the collection of dues and the maintenance of the membership roster and the distribution of Membership Directory to the Steering Committee and members of the Guild;
- i. Maintain the Guilds IRS tax exempt status.
- j. Keep separate records for contributions, grants, dues and other revenue as required for Section 501(c)(3); and
- k. Provide a receipt or letter to persons or organizations for donations in cash, a check or other monetary gift, with the guild's name, date of contribution, and the amount of the contribution.

4.08 Exhibit Chairperson

The Chairperson shall identify and apply to sites for exhibits of artwork and to manage exhibitions which takes place during his/her term of office. Other responsibilities include but are not limited to:

- a. Arranging exhibit opportunities for Guild members;
- b. Identifying potential exhibit sites;
- c. Submitting proposals to potential exhibit sites;
- d. Obtaining commitments for the site for specific exhibit dates;
- e. Conveying to Board of Directors and Guild members of up-coming shows through e-mail and newsletter;
- f. Requesting volunteers as needed for the assistance of setting up and taking down of exhibit;
- g. Coordinating with the Treasurer payment of any percentage due from sale of art during exhibit;
- h. Obtaining approval in advance from the Executive Board for any expenditure or change in the hanging fee normally charged;
- i. Ensuring that the Exhibit Coordinators obtain liability releases from each exhibitor and shall retain these releases for a period of one year.

4.08 Member-at-Large Representative

The Member-at-Large has the following responsibilities and duties which may include, but are not limited to:

- a. Serves as a member of the Executive Committee;
- b. Attends all Executive Committee meetings;
- c. Attends all meetings of the organization;
- d. Coordinates relationships with liaisons;
- e. Inviting general public and organizations to meetings;
- f. Initiates contacts with organizations and the general public;
- g. Shares ideas, guidance, and expertise with the Executive Committee; and
- h. Assists Executive Committee as requested.

4.09 Program Chairperson

The Program Chairperson has the following responsibilities and duties which may include, but are not limited to:

- a. Planning and organizing programs for the monthly meetings of the Guild for the calendar year;
- b. Obtaining commitments for specific programs and speakers;
- c. Introducing speakers to members at meeting;
- d. Planning and organizing programs for member and non-member social events;
- e. Receiving approval from Board of Directors for the yearly programs prior to September meeting; and
- f. Developing a budget for any large programs for membership and budget to be presented to the Board of Directors.

4.10 Publicity Chairperson

The Publicity Chairperson has the following responsibilities and duties which may include, but are not limited to:

- a. Acts as primary contact person for public activities in the community;
- b. Maintains a list of local media;
- c. Creates print and digital material for publicity purposes for AGS events; and
- d. Maintains AGS social media presence.

4.11 Newsletter Editor

The Newsletter Editor has the following responsibilities and duties which may include, but are not limited to:

- a. Collects information for the newsletter from the Directors, various committees and members; and
- b. Prepares print and digital material for publication to Active and Special members; and
- c. Distributes newsletter through e-mail or mail.

4.12 Nominating Committee

The Nominating Committee is appointed by the Board of Directors and has the following responsibilities and duties which may include, but are not limited to:

- a. The committee shall be comprised of a minimum of two members;
- b. The committee shall prepare a slate of officers to be presented at the Annual Meeting;
- c. Nominations may also be presented from the floor at the Annual meeting;
- d. The Chair will compile a slate of officers for publication in the newsletter prior to the April meeting.

4.13 Web Master

The Web Master has the following responsibilities and duties which may include, but is not limited to ensuring all information on the website are current including:

- a. Maintain current meeting schedule
- b. Member Showings
- c. Exhibition Opportunities
- d. Newsletters
- e. Member Galley
- f. Links and Resources
- g. Snow cancellations

4.14 Non-Director Officers

The Board of Directors may designate additional officer positions of the Organization and may appoint and assign duties to other non-director officers of the Organization.

Article V General Meetings

The purpose of the general meetings shall be to present programs of interest to the membership and non-members as well as to conduct the necessary business of the Artist Guild of Shrewsbury, Inc.

5.01 Fiscal Year

The Fiscal year for the Artist Guild of Shrewsbury, Inc. is September 1 to August 31.

5.02 Monthly Meetings

Regular meetings are held on the first Monday of each month from September through May in a location designated by the Artist Guild of Shrewsbury, Inc. If the first Monday is a holiday, the meeting will be held the second Monday of the month.

The Chairperson at his/her discretion may (a) move the business meeting to a period of time following the arranged program, (b) table any remaining business until the next meeting, or (c) call an emergency and/or special meeting to conduct any tabled business.

A **snow cancellation policy** will be posted on the website in a timely manner.

5.03 Quorum

The presence (in person) of ten (10) current members is necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice for voting purposes at a Guild meeting.

5.04 Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chairperson by reference to Robert's Rules of Order.

5.05 Annual Meeting

An Annual Meeting of the members shall take place in the month of May, the specific date, time and location of which will be designated by the Chair. At the Annual Meeting, the members shall elect Directors and Officers, receive annual reports on the activities of the organization, and determine the direction of the organization for the coming fiscal year.

Article VI

Fiscal Management

6.01 Expenditures

Decisions involving expenditures greater than \$100.00 shall be brought to the Steering Committee for a majority vote.

6.02 Books and Accounts

Artist Guild of Shrewsbury, Inc. shall keep correct and complete books, records of accounts and shall keep minutes of the proceedings of the Board of Directors and any committee having any authority of the Board. All such books and records shall be kept at the principal office of the Organization unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Organization may be inspected by any Director or his agent, member or attorney for any proper purpose at any reasonable time.

6.03 Auditing and Reports

An annual financial report of the affairs of the Artist Guild of Shrewsbury, Inc. for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting, and a copy filed with the secretary of AGS. The books and records of AGS shall be reviewed by an independent certified public accountant at the expense of AGS at such times as may be designated by the vote of a majority of the Board of Directors. The Board of Directors may also designate a committee of its members to audit the books and records of AGS at such times as it shall determine by a majority vote of its members.

6.04 Checks and Endorsement

All checks and drafts upon the funds or credit of AGS in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors. All checks, notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Organization shall, for the purpose of deposit, discount or collection, be endorsed by such officer(s) or agent(s) of the Organization or in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may provide for the use of, facsimile signatures under specified conditions for any of the foregoing purposes.

6.05 Gifts

The Board of Directors may accept on behalf of Artist Guild of Shrewsbury, Inc. any contribution, gift, bequest, or devise for the general purpose, or of any special Purpose of the Organization.

6.06 Non-Discrimination Policy

Artist Guild of Shrewsbury, Inc. is an equal opportunity organization committed to the principle of equal opportunity in art education and membership. The Guild does not discriminate against individuals on the basis of race, color, sex, gender identity, sexual orientation, religion, age, national origin, or disability in the administration of its membership and educational policies, programs and activities.

6.07 Conflict of Interest

In no part shall AGS's membership fees, contributions, fundraisers or grants, if any, be used to the benefit of any private or public individual, and the Organization shall not participate or intervene (by publishing or distributing statements or otherwise) in any political campaign on behalf of any candidate for private or public office; nor shall the Organization's activities consist of carrying on propaganda or otherwise attempting to influence legislation.

Article VII

Dissolution

Upon termination or dissolution of AGS, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute). Dissolution of this entity will be in accordance with MGL Chapter 180. Distribution will be made to an organization or organizations who have a visual art purpose that reflects the mission of the Guild as provided in the bylaws. The organization to receive the assets of AGS shall be selected at the discretion of a majority of the Board of Directors of the corporation.

Article VIII

Amendments

7.01 Articles of Organization

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least thirty days in advance of such a meeting if delivered personally, by facsimile, or by e-mail.

The first four (4) Articles of Organization are permanent and when amended may only be changed by filing appropriate Articles of Amendment to the Commonwealth of Massachusetts.

7.02 Bylaws

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of least two-thirds of members present is necessary to pass an amendment to the Bylaws. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be distributed to every member of Artist Guild of Shrewsbury, Inc. one month in advance of the vote.

Article IX
Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Organization of the Corporation, the provisions of the Articles of Organization shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Organization shall be filed with the Secretary of the Commonwealth of the State of Massachusetts and used to establish the legal existence of this Organization.

Adoption of Bylaws

We, the undersigned, are all of the initial directors of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the twelve (12) pages, as the Bylaws of the Artist Guild of Shrewsbury, Inc.

Adopted and Approved by the Board of Directors on this _____ day of _____, 2017.

First and Last Name, Chairperson, Artist Guild of Shrewsbury, Inc.

Attest: First and Last Name, Secretary, Artist Guild of Shrewsbury, Inc.

Revision History

Revision Approved by Membership 3 June 2016