

**BYLAWS
ELMORE COUNTY ART GUILD, INC.**

ARTICLE ONE

NAME

The name of this non-profit corporation shall be Elmore County Art Guild, Inc. hereinafter referred to in these Bylaws as the Guild.

ARTICLE TWO

OBJECT

The Guild is organized exclusively for charitable and educational purposes. More specifically, the object of the Guild shall be to promote original art and all levels of artists and to stimulate interest in and encourage greater knowledge of arts in Elmore County and central Alabama.

ARTICLE THREE

MEMBERSHIP

SECTION 1. Membership in the Guild shall be open to any person in high school and older who has an interest in the arts. Members in good standing shall be those persons who shall have paid all dues and assessments for any given year.

SECTION 2. Membership dues and other assessments shall be set by the Board, subject to the concurrence of a majority vote of the membership at any regular scheduled meeting. Dues shall be due and payable in January of each year. Dues shall be for each calendar year from January 1 until December 31 of each year and shall not be subject to proration.

SECTION 3. Members in good standing are entitled to vote on issues presented to the membership. The right of a member to vote and to have all other rights, title, and interest to the Guild shall cease on the termination of membership.

SECTION 4. General meetings for members shall be held based upon a schedule established by the Board. The Board voted to have quarterly meetings in March, September, and December or as needed.

SECTION 5. For general membership meetings, individuals representing ten percent of the total number of members of the Guild shall constitute a quorum for the transaction of business.

ARTICLE FOUR

BOARD OF DIRECTORS

SECTION 1. Subject to the directives of the membership at general meetings, the Alabama Nonprofit Business Corporation Act, the Certificate of Incorporation and these Bylaws, the Board of Directors shall have authority over the activities and assets of the Guild.

SECTION 2. The Board of Directors shall be composed of the officers of the Guild, the immediate past president, and four members in good standing who shall be elected by the general membership for terms of two years. Terms shall begin on January 1 of each year and shall end on December 31 of the year in which such terms expire. Directors shall be eligible for re-election.

SECTION 3. The president shall appoint a nominating committee which shall nominate one or more members for each vacant position on the Board. Additional nominations may be taken from the floor and elections shall be conducted at the last regular general membership meeting of each calendar year.

SECTION 4. The Board shall meet at least twice per year for the purpose of setting policy, establishing goals and objectives for the Guild, and providing advice and guidance to the officers. The date, time, and place of such meetings shall be determined by the President, with at least five days notice provided by the Secretary. Five members of the Board shall constitute a quorum for the transaction of business. Meetings of the Board shall be open to any member of the Guild who wishes to attend.

SECTION 5. Vacancies on the Board shall be filled by a vote of the general membership at the next regular meeting following the vacancy, and the member so elected shall serve for the unexpired term of the member creating the vacancy. Nominations shall be taken from the floor.

SECTION 6. Directors shall not be compensated for their services to the Guild. The Board may authorize Officers, Directors, committee members and other members of the Guild to be reimbursed for actual and necessary expenses incurred on Guild business upon proof of the expense.

SECTION 7. The Board shall establish and maintain a policies and procedures manual which shall address the duties and responsibilities of the Board, Officers, the Executive Committee and the General Committees.

ARTICLE FIVE

OFFICERS

SECTION 1. The day to day affairs of the Guild shall be administered by the officers and authorized committees.

SECTION 2. The officers of the Guild shall consist of a President, Vice President, Secretary, and Treasurer who shall each serve a term of one year. Officers may be re-elected; provided, however, the President and Vice President may not serve in such office for more than two consecutive terms.

SECTION 3. The President shall be the President of the Board of Directors, shall preside at meetings of the Board and the general membership, and shall act as chief executive officer of the Guild, responsible for the administration of the day-to-day affairs of the Guild. The President shall be entitled to vote at regular membership meetings and Board meetings only when the vote of those present and voting result in a tie.

SECTION 4. The Vice President shall assist the President with his or her duties as requested, and shall perform the duties of the President in his or her absence.

SECTION 5. The Secretary shall be custodian of Guild records and minutes of Guild meetings, shall accurately keep the minutes of the meetings of the general membership and the Board of Directors, and shall maintain a record of the terms of office of directors and officers.

SECTION 6. The Treasurer shall have the authority and responsibility for safe keeping and accountability of Guild funds, and shall keep an accurate record of the members.

SECTION 7. The officers of the Guild shall serve as an Executive Committee to assist the President in carrying out his or her duties.

SECTION 8. The officers shall be elected at the last regular general membership meeting of each calendar year. The President shall appoint a nominating committee, which shall meet prior to the general membership meeting at which elections will be held, to solicit and compile a slate of nominees for presentation to the general membership. Additional nominations may be taken from the floor. Terms shall begin on January 1 in the year succeeding the election and shall end on December 31 of that year.

SECTION 9. Any officer elected may be removed by two-thirds vote of the members whenever in the judgment of the membership the best interest of the Guild would be served by such action.

SECTION 10. A vacancy in any office by death, resignation, removal, disqualification, or otherwise, shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

SECTION 11. The officers shall not be compensated for their services to the Guild.

ARTICLE SIX

MANAGEMENT OF FUNDS

SECTION 1. All funds will be deposited in a Guild account and shall be disbursed in accordance with the approved budget, or through approval by a simple majority of the membership.

SECTION 2. The Board shall present for approval after their election, a budget for the calendar year. Requests for expenditures in excess of the approved budget shall be submitted to the general membership for approval as an amendment to the budget.

SECTION 3. All funds received by the Guild shall be promptly deposited in a financial institution approved by the Board. The Treasurer shall present a financial report disclosing all receipts and disbursements to the Board and the general membership, at least twice annually, or more frequently as determined by the Board.

SECTION 4. The Treasurer and the President shall insure that all reports and filings required by local, state, and federal authorities are timely filed.

SECTION 5. The Board of Directors shall, periodically, provide for an audit of Guild accounts. Such audit shall be in such form and detail as may be provided by the Board.

ARTICLE SEVEN

COMMITTEES

SECTION 1. The Guild shall have the following standing committees:

- A. Internal Communications
- B. Exhibitions
- C. Outreach
- D. Finance

SECTION 2. The Board may establish such other standing or ad hoc committee as may be necessary to conduct the business or further the interests of the Guild.

SECTION 3. The President shall, with the approval of the Board, appoint members and chairpersons of all committees.

ARTICLE EIGHT

PROHIBITED ACTIVITIES AND DISSOLUTION

SECTION 1. The Guild will not carry on any activities that do not meet the requirements of a corporation exempt from federal income tax under the Internal Revenue Code (IRC) 501© or the corresponding provision of any future United States revenue code. The Guild will not engage in any activity that does not meet the requirements of IRC Section 170© which requires that all contributions to the Guild be charitable contributions; and no part of the net earnings or receipts shall inure to the benefit of any individual; and the Guild shall not engage in any activity which disqualifies the Guild as a tax exempt organization under the appropriate paragraph of the IRC.

SECTION 2. The Guild shall not substantially engage, nor shall any of its funds, property or income be substantially used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Guild participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, both foreign and domestic, nor shall the Guild engage in any political activities, either foreign or domestic, in any way whatsoever.

SECTION 3. In the event of dissolution, the residual assets of the Guild will be turned over to one or more organizations which themselves are exempt as organizations described in IRC Section 501© and 170(c)(2), or corresponding sections or any prior of future law, or to the federal, state, or local government.

ARTICLE NINE

CONFLICT OF INTEREST

SECTION 1. The Board of Directors shall adopt a conflict-of-interest policy for Officers and Directors of the Guild which shall protect the Guild's tax exempt status and govern the conduct of the Guild's business. The policy shall include the provisions of IRS Form 1023, Appendix A, or any successor form, in addition to any other provisions deemed appropriate by the Board. Each Officer and Director shall, upon assuming office, sign a statement acknowledging receipt of a copy of the policy and agreeing to abide by its terms and conditions while performing the duties of his or her office.

ARTICLE TEN

AMENDMENTS

SECTION 1. These Bylaws may be amended from time to time as may be determined by the Board of Directors, subject to the approval by a two-thirds majority of the membership.

CERTIFICATION

I, the undersigned, Secretary of the Elmore County Art Guild, Inc., an Alabama nonprofit corporation, do hereby certify that the foregoing Bylaws were duly adopted by the Bylaws of the Guild at a vote by the general membership held on _____, and the same do now constitute the Bylaws of the Guild.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the _____ day of _____, 20_____.

Secretary
Elmore County Art Guild, Inc.

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