

Lopez Artist Guild :: By-Laws

ARTICLE I - NAME

The name of the organization shall be the LOPEZ ARTIST GUILD, also referred to in this document as LAG.

ARTICLE II - MISSION OF THE LOPEZ ARTIST GUILD

Section 1: Purpose

The purpose of the Guild shall be

1. to encourage and promote the visual arts on Lopez Island
2. to provide an environment in which artists of all levels can meet and exchange ideas and information
3. to organize exhibits in which members may display and sell artworks
4. to establish ties within the county that promote the visual arts
5. to support life-long art education
6. to promote individual member artists and the Lopez Artist Guild
7. for any purposes described in the Articles of Incorporation as amended

Section 2: Dissolution

Dissolution is described in the Articles of Incorporation as amended.

ARTICLE III - MEMBERSHIP

Section 1: Classes of Membership

- a. Individual Member: Is involved with visual arts in an active or supportive role.
- b. Venue Member: Venues contracted to display member's artwork
- c. Professionals assisting with LAG business (accountant, librarian, etc)
- d. Past Presidents

Section 2: Dues

- a. Dues shall be set by the Board of Directors and approved by the General membership. A notice to change the dues shall be sent to the General Membership and voted on at the next regularly scheduled meeting.
- b. Membership is annual from January 1st through December 31st.
- c. Annual renewal of dues is in January, with requests beginning in December of the previous year.
- d. Renewal notification shall be by email.

e. Members must insure that their dues are paid by Feb 28 to be included in the membership roster and to receive Membership Privileges.

Section 3: Membership Privileges

Members in good standing shall be defined as those members with current dues paid. Members in good standing:

- a. May exhibit at Guild sponsored events.
- b. May vote. Members shall be notified by email of each General Membership Meeting.
- c. May use the LAG Credit Processing Service.
- d. Shall have Profile Pages on the LAG Web Site and access to upload News, Classes/Workshops and Opportunities.
- e. Shall be eligible to apply for LAG Grants

ARTICLE IV - GENERAL MEETINGS

Section 1: General Meetings

General Meetings of the Guild shall be a Wednesday in March and September. An additional meeting will be held in conjunction with a December Holiday Party.

Section 2: Annual Meeting

The General Meeting in March shall be known as the "Annual Meeting" and shall be used for approving new Board of Directors and Officers.

Section 3: Quorum

Any six members attending a previously announced General Meeting, presided over by a duly elected Officer of the Guild, shall constitute a quorum.

Section 4: Voting

Membership can take action by an affirmative vote of a majority of the members present and voting with a majority vote. Proxy voting is not allowed.

Section 5: Notice

Notice of upcoming General Meetings shall be given 1 week prior to the Meeting time in the Islands' Weekly and by email.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Definition

The Board of Directors of this guild shall consist of the President, Secretary, Treasurer, and at least 4 Members at Large.

Section 2: Officers

The officers of the Guild shall be President, Secretary, Treasurer, with a Vice-President officer being optional.

Section 3: Board Members' Term

Members of the Board serve a 3-year term with no term limits.

Section 4: Officers' Term

Irrespective of their terms on the Board, the President, Vice-President, Secretary and Treasurer of this Guild shall be elected for 1-year terms. Officers can be allowed to succeed themselves.

Section 5: Nomination of the Board

Nominations for new Board Members and Officers will be accepted through February 1st in any given year. The Board will submit its recommendations for a membership vote at the Annual Membership Meeting.

Section 6: Powers of the Board

- a. The Board of directors shall manage the affairs of the Guild. This includes input into a yearly Budget and approval of the final Budget.
- b. All expenditures of funds for the Guild must be approved by the Board of Directors, unless such authority is delegated by the Board. Any requests to the Treasurer for reimbursement for the Guild expenses must be accompanied by an original valid (store) receipt with explanation of how funds were used.
- c. Disbursements of funds shall be by check signed by the Treasurer or in his /her absence, by the President or designated signer.
- d. In the event of a Board or Officer vacancy the Board of Directors shall elect a member by a majority vote.

Section 7: Meetings of the Board of Directors

- a. The Board of Directors shall meet quarterly to conduct the business of the Guild. The meetings shall be the first Wed of February, May, Sept and December.

- b. Any four members of the Board of Directors attending a Board meeting presided over by a duly elected officer of the Guild shall constitute a quorum.
- c. A special meeting of the Board of Directors may be called at the discretion of the President, or in his/her absence, by any dully elected officer, or at the discretion of a majority vote of the board members in attendance. Notice of and reason for any special Board of Directors meeting shall be given by the Secretary at least 48 hours before the said meeting, unless waived by 2/3 Board members available.
- d. The Board of Directors, at their discretion, may remove by majority vote of Board members in attendance, any Board member who has been absent from three consecutive Board meetings.

Section 8: Voting

1. The Board of Directors can take action by an affirmative vote of a majority of the members present and voting. Proxy voting is not allowed.
2. Whenever a director, officer, or committee member has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Guild to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The board retains the right to identify any conflict of interest and by vote decide that the nature of said conflict was small and inconsequential and thus did not require recusal.

ARTICLE VI - BY-LAW REVISIONS

The By-Laws can be amended by an affirmative vote by a majority of the Board of Directors present at any regular or special Board Meeting, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof.