

# BYLAWS

## ARIZONA ARTISTS GUILD (Founded 1928)

### ARTICLE 1 - NAME AND LOCATION

- Sec. 1 The name of this corporation shall be Arizona Artists Guild.
- Sec. 2 The principal office for the transaction of business shall be in Phoenix, Arizona, but the corporation may transact business elsewhere within or out of the State of Arizona.

### ARTICLE 2 - OBJECTIVE

- Sec. 1 The purpose of this organization shall be
- To provide education opportunities for members to further develop artistic skills and appreciation.
  - To further stimulate and encourage creative work in the arts.
  - To promote and enrich community-wide awareness of local art activities.
  - To organize member guilds within the State of Arizona.

### ARTICLE 3 - MEMBERSHIP

- Sec. 1 To become a member, one must be at least 18 years of age.
- Sec. 2 There shall be four classifications of membership: Associate, Juried, Charter and Life Member.
- Sec. 3 Juried and Associate members shall pay annual dues. The amount is to be set by the Board and approved by the membership.
- Sec. 4 Applicants for Juried membership shall be active workers in the arts. A member shall become a 'Juried Member' when the member's artwork has been accepted in three (3) Guild juried membership shows. *[NOTE: Members who have been in AAG juried shows in the membership years beginning 03-04 shall be allowed to count those shows toward their "Juried" status.]* The Executive Board upon the recommendation of the Membership Committee may invite recognized artists to become members jury-free.
- It is the responsibility of Associates to maintain a complete record of their acceptance in Guild Shows. This may be done by keeping the brochures of the shows and filling out the form in the back of the Membership Directory. Submit this record along with a current Guild Membership Application to the Membership Chairperson.**
- Sec. 5 Associate members shall be entitled to attend Guild meetings, social activities, sketch groups and workshops, and exhibit in specific shows as designated by the Board.
- Sec. 6 Charter and Life members shall be approved by a quorum vote of the Board and shall have the same privileges as juried members.
- Sec. 7 The fiscal year will run from July 1 through June 30.
- Sec. 8 All annual dues must be received on or before May 1 to retain membership in the Guild. The amount of the dues is established by a majority vote of the artist members and shall not at any time be changed without written notice to Guild members at least ten (10) days prior to the date such a vote will be taken. No delinquent member shall be eligible for the privileges accorded to Guild members. Payment of delinquent dues within two (2) years reinstates the member without re-jurying of his work, thereafter he must re-apply for membership under the same requirements as new members. (See Bylaw Article 3 - Sec. 4)
- Sec. 9 All members will be notified at least one week in advance of any meeting where voting is required.

## **ARTICLE 4 - ELECTIONS**

- Sec. 1 The nominating committee shall be appointed by the Board of Directors no later than the February meeting.
- Sec. 2 The committee shall provide each Guild member with a copy of the suggested slate of officers and directors at least one (1) month before election.
- Sec. 3 Nominations may also be made by any member of the Guild presenting the name (or names) of nominee(s) to the Chairperson of the Nominating Committee not later than ten (10) days prior to the election date. No nominations may be made from the floor, and election of officers shall be by majority vote of those present at the last business meeting of the year. Before a vote is taken, each candidate shall be introduced to the members. They shall take office at the annual party in May.
- Sec. 4 All officers and directors shall be elected annually for a term of one (1) year. No officer may serve in the same office more than two (2) consecutive years with the exception of the Treasurer and/or the Recording Secretary who may serve more than two (2) consecutive years if duly elected.

## **ARTICLE 5 - EXECUTIVE BOARD AND DIRECTORS**

The Executive Board shall consist of the following officer directors: President, Vice-President for Facilities, Vice-President for Communications, Vice-President for Membership, Vice-President for Meeting Logistics, First Vice President for Art, Second Vice President for Art, Recording Secretary, , Treasurer, and seven (7) additional directors elected from the membership. The Board of Directors shall fill vacancies occurring during the year through appointment, unless otherwise specified.

## **ARTICLE 6 - DUTIES OF THE EXECUTIVE BOARD**

### **Sec. 1 President**

- a. Shall call all membership and board meetings to order, preside and maintain order throughout the proceedings in a fair and impartial manner.
- b. Shall have the right to call special meetings.
- c. Shall approve and sign all official correspondence of the corporation.
- d. Shall be empowered to appoint any special committees.
- e. Shall, with the Board's approval, appoint the nominating committee.
- f. Shall act as the Guild's official representative wherever needed or appoint another member as Guild representative.
- g. Shall with the Board's approval, appoint a replacement for the unexpired term in the event of a continued absence of a Board member.
- h. Shall authorize, with the Board's approval, all notes, checks or other financial obligations pertaining to the organization.
- i. Shall oversee all members of the Executive Board in their duties.
- j. Shall have the right to suggest and implement details relating to the physical property of the Guild (i.e. building).
- k. Shall from time to time, designate assistants for the Recording Secretary and Treasurer. Such assistants, in the absence of their principal, shall assume and discharge the duties of the principal.
- l. Shall be able to appoint the position of President-Elect to the Board during current President's term for the opportunity to learn to be incoming President and help current President with duties.

## **Sec. 2 Vice- President for Facilities**

- a. Shall perform all duties of the President in case of his/her absence.
- b. Shall automatically become President in case of emergency or vacancy of office.
- c. Shall see to it that the real and physical assets of the Guild are maintained and safeguarded in useable and safe condition, and are compliant with all laws and ordinances governing the operation of the Guild Building.
- d. Shall be responsible for (1) maintaining and operating the Guild Building, (2) scheduling of activities at the Guild Building, (3) maintaining the landscape, (4) maintaining, purchasing and replacing furnishings for the Guild Building, and (5) controlling access to the Guild Building,
- e. Shall oversee the activities of the Chairperson of the Strategic Planning Committee in the performance of his/her duties.
- f. Shall oversee agreements with non-Guild persons and entities for the use of the Guild Building utilizing a schedule of donations for the use of the Building established by the Executive Board.
- g. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as he/she shall deem necessary

## **Sec. 3 Vice-President for Communications**

- a. Shall see to it that information regarding Guild activities is communicated in a timely and consistent manner to all members and the community.
- b. Shall be responsible for (1) producing, publishing and distributing the Guild's Newsletter, (2) issuing E-Blast communications, (3) maintaining liaison with other organizations, and (4) pursuing and maintaining public relations with other organizations, news media, and civic leaders.
- c. Shall oversee the activities of the Historian and the Web-site Chairperson in the performance of their duties.
- d. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as he/she shall deem necessary.

## **Sec. 4 Vice-President for Membership**

- a. Shall see to it that new and renewing members of the Guild are accurately assessed and recorded and that new membership is encouraged.
- b. Shall be responsible for (1) maintaining and updating the roster of members, (2) conducting the annual membership renewal drive, (3) maintaining and updating the data base of membership information, (4) recruiting new members, and (5) recording new Juried Members.
- c. Shall oversee the activities of the Database/Mailing Labels/Email Update Chairperson in the performance of his/her duties.
- d. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as he/she shall deem necessary.

## **Sec. 5 Vice-President for Meeting Logistics**

- a. Shall see to it that membership meetings are supported with appropriately arranged furnishings, equipment, and hospitality.
- b. Shall be responsible for (1) setting-up furnishings and equipment before membership meetings and breaking down after meetings, (2) providing hospitality at membership meetings, (3) receiving attendees at membership meetings, and (4) organizing the year-end party.
- c. Shall oversee the activities of the Hospitality Chairperson and the End-of-Year-Party Chairperson in the performance of their duties.
- d. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as he/she shall deem necessary.

## **Sec 6 First and Second Vice Presidents for Art**

- a. Shall work in tandem to see to it that the Guild is fulfilling its Objective as stated in Article 2 of the By-laws.
- b. Shall share or divide responsibilities, as they shall deem necessary, in ongoing communication and coordination with one another.
- c. Shall be responsible for (1) organizing in-house exhibitions, (2) organizing the program of presenters at membership meetings, (3) operating the Guild School of Art, (4) awarding scholarships to art students in Arizona colleges and universities, (5) operating life drawing classes, (6) organizing the Sculptors' Group program, (7) recognizing the Artist of the Month, (8) organizing Guild participation in out-of-house exhibitions.
- d. Shall oversee the activities of the Field Trip Chairperson, Scholarship Chairperson, Artstravaganza Chairperson, Members Evaluation and Critique Day Chairperson, and the Guild School of Art Chairperson.
- e. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as he/she shall deem necessary.

## **Sec. 7 Recording Secretary**

- a. Shall keep accurate minutes of Board and membership meetings in the Corporation book, which may be subject to inspection by the Corporation Commission at any time, and report such minutes at the next meeting.
- b. Shall maintain all records of the membership in the Guild filing system located in the Guild Building.
- c. Shall have custody of the Corporate Seal.
- d. Shall keep an inventory of Guild possessions.

## **Sec. 8 Treasurer**

- a. Shall collect all dues and/or fees and have custody of all funds and securities of the Corporation.
- b. Shall, when necessary or proper, endorse on behalf of the corporation for collection checks, notes, and other obligations and shall deposit same to the credit of the Corporation in such bank, or banks or depository, as the Board of Directors may designate.
- c. Shall enter regularly in the books of the Corporation to be kept for that purpose, a full and accurate account of all the moneys received and paid by him on account of the Corporation.
- d. Shall perform all the acts incident to the position of Treasurer.
- e. Shall make disbursements upon authorization by the Board.
- f. Shall make monthly written reports to the Board and will make a final report at the end of the season, or the close of the fiscal year the 30th day of June.
- g. Shall submit books to an outside accountant at the end of the fiscal year for the annual audit and preparation in filing the annual income tax reports and submit copies of these reports to the Board.
- h. Shall be Chairman of the Budget Committee and shall appoint at least one (1) member to serve on this committee in addition to himself and the President. This committee shall draw a budget to be approved by the Board and the membership at the first fall meeting of the year.
- i. Shall be under fidelity bond as established by the Board of Directors with bond fee payable by the Guild. Bond requirements may be waived by the Board if the Board is unable to obtain a bond, deems the cost is too high or unreasonable, or any other reason which limits or makes obtaining a bond against the best interests of the Guild.

## ARTICLE 7 - BOARD OF DIRECTORS

- Sec. 1** Shall with the approval of the membership, have general charge of the affairs, funds, and property of the Corporation and shall administer all the business of the Corporation as set forth in the Articles of Incorporation.
- Sec. 2** The Board shall meet at such times as may be necessary for the transaction of business of the Corporation. It shall meet on call of the President, or upon request of three (3) of its members.
- Sec. 3** There will be seven (7) members on the Board of Directors consisting of immediate past President, two members to be initially appointed for a one-year term and two members for a two-year term. Vacancies shall be filled through appointment by the President.
- Sec. 4** The minutes of the Board's proceedings shall be kept in the same book with the minutes of the general membership meetings and shall be reported at membership meetings. (Both shall be in the Corporation book which may be subject to inspection by the Corporation Commission at any time).

## ARTICLE 8 - STANDING COMMITTEES AND DUTIES

- Sec. 1** **Field Trip Chairperson** shall appoint the members of this committee and is responsible for locations, rates, dates, and all other travel plans.
- Sec. 2** **Scholarship Chairperson** shall appoint the members of this committee and is responsible for organizing fundraisers, jurying of candidates, collecting of donations, bookkeeping of donations, advertising, publicity, reports to the Board, and all other matters regarding scholarships.
- Sec. 3** **Artstravaganza Chairperson** shall appoint the members of this committee and is responsible for invitations, name tags, food, decorations, volunteers, auctioneer and all other matters regarding the auction.
- Sec. 4** **Members Evaluation & Critique Day Chairperson** shall appoint the members of this committee and is responsible for scheduling, demonstrators, volunteers, publicity, and all other matters regarding this day.
- Sec. 5** **Guild School of Art Chairperson** shall appoint the members of this committee and is responsible for scheduling instructors, promotion, collection of fees and, all other matters regarding the Guild School.
- Sec. 6** **Database/Mailing Labels/Email Update Chairperson** shall appoint the members of this committee and is responsible for volunteers and all other matters regarding contacting members.
- Sec. 7** **End-of-the-Year Party Chairperson** shall appoint the members of this committee and is responsible for organizing this event.
- Sec. 8** **Hospitality Chairperson** shall appoint the members of this committee and is responsible for organizing refreshments at the meeting.
- Sec. 9** **Historian** shall keep a current scrapbook of Guild activities including pictures, printed material, and other historical records.
- Sec. 10** **Strategic Planning Committee** shall be responsible for identifying and pursuing sources of continuing and future income that will assist the Guild in maintaining its real assets and fostering the Objective stated in Article 3 of the By-Laws.
- Sec. 11** **Web Site Chairperson** shall appoint the members of this committee to maintain the Guild's professional standards concerning information and art displayed on the Guild web site and links to it. They will set policies on qualifications, fees, and duration of display of artists' images on the web site.
- Sec. 12** **Term of office of committee chairmen and members** shall automatically expire at the conclusion of each election year.

## ARTICLE 9 - MEETINGS

- Sec. 1** Monthly meetings shall be held September through April inclusive and shall be for the transaction of business and presentation of programs.
- Sec. 2** Membership shall be notified of meetings by written newsletter.

## ARTICLE 10 - GOVERNING RULES

The rules contained in the *Robert's Rules of Order* shall govern the proceedings of the organization in all cases except when they are inconsistent with special rules set aside by the Bylaws.

## ARTICLE 11 - QUORUM

When the entire membership is duly notified, members present at a meeting shall constitute a quorum to transact business of the Guild.

## ARTICLE 12 - EXHIBITIONS

- Sec. 1** All exhibitions will be held under the authority of the Exhibition Committee.
- Sec. 2** A fee will be established by the Board for each piece of artwork submitted for jurying. This fee will be paid in advance to the Treasurer.
- Sec. 3** The Guild will not be responsible for security of entries.
- Sec. 4** The Exhibition Chairperson is encouraged to plan two juried shows a year. Other exhibits may be held as designated by the Exhibition Chairperson.
- Sec. 5** Brochures and other printed matter relative to Guild exhibits shall be under the direction of the Exhibition Chairperson.
- Sec. 6** Rules for Formal Juried Exhibits:
- a. All members must be current in payment of dues to the Guild before their entry will be accepted for jurying.
  - b. The exhibit fee for each entry submitted will be determined by the Exhibition Chairperson.
  - c. The artists are asked not to exhibit copy work, (i.e. of published photographs, works carrying another artist's copyright, etc.), class projects, or any work done under supervision. Artwork must be on quality materials, (i.e. no student grade paper, newsprint, or canvas board, etc.).
  - d. Submission of entries for jurying will be by slide, as fully explained in the exhibit prospectus. The Exhibition Chairperson shall define standards of slide quality and clearly inform the membership how to label and prepare the slides.
  - e. Each juried art entry must be ready to hang or to appropriately display when brought to the exhibition site (i.e. secure in the frame and with a wire that is strong enough to support the weight of the artwork, no saw-toothed hangers) and completely dry.
  - f. Fifteen-percent contribution is asked on all sales unless otherwise stated in the prospectus.
  - g. Contribution should be made on any art entry sold after jurying, but previous to exhibit, unless listed in the brochure as N.F.S. (not for sale).
  - h. Art entries to be exhibited are to be current work, (within the last two years), not previously exhibited in an Arizona Artists Guild exhibition.
  - i. Artwork accepted for a juried show shall not be exhibited publicly between the day of acceptance and the set-up of the show.
  - j. At the conclusion of the exhibit, each artist must pick up or have someone pick up his / her art entry within the given times. Failure to do so will result in a storage fee of \$1.50 or more per day per piece.
  - k. Article 12, Sec. 1 will apply to the above rules.

### **ARTICLE 13 - CONTRIBUTIONS**

It shall be the policy of the Guild to accept contributions provided said contributions be unrestricted.

### **ARTICLE 14 - DISSOLUTION**

If for any reason the Arizona Artists Guild, Inc. is dissolved, all assets not otherwise disposed shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended as approved by a vote of the current membership.

### **ARTICLE 15 - AMENDMENTS**

Amendment procedure will be followed by rules stated in *Robert's Rules of Order*.

### **TEMPORARY EMERGENCY AMENDMENT TO THE BYLAWS OF THE ARIZONA ARTISTS GUILD.**

Passed by the Board of Directors on September 12, 2011.

Whereas the Guild presently does not have a 2011-2012 President, and whereas the Bylaws identify specific duties that must be fulfilled by the President, and whereas the fulfillment of the President's duties is necessary for the successful operation of the Guild, the Board of Directors herewith amends the Bylaws as follows;

- a. **Purpose.** The Bylaws are herewith amended for the expressed purpose of allowing the Guild to operate in the current situation of not having a President.
- b. **Duration.** This Amendment is effective immediately, and shall cease to be effective when either (i) the Guild has a 2011-2012 President, or (ii) the Board of Directors removes the Amendment.
- c. **Assumption of the President's Duties.** As required for the operation of the Guild, the Board of Directors will assume the duties of the President as are enumerated in Article 6, Section 1, and Article 7, Section 3 of the Bylaws. These duties may be fulfilled by the Directors acting as a Board, or by individual Directors as designated by the Board of Directors to act on its behalf.

**ASSOCIATE RECORD  
FOR JURIED MEMBERSHIP**

**ARTICLE 3, Sec.4. of the Guild BY-LAWS states:**

Applicants for Juried membership shall be active workers in the arts. A member shall become a 'Juried Member' when the member's artwork has been accepted in three (3) Guild juried membership shows. *[NOTE: Members who have been in AAG juried shows in the membership years beginning 03-04 shall be allowed to count those shows toward their "Juried" status.]* The Executive Board upon the recommendation of the Membership Committee may invite recognized artists to become members jury-free.

**It is the responsibility of Associates to maintain a complete record of their acceptance in Guild Shows. This may be done by keeping the brochures of the shows and filling out the form in the back of the Membership Directory [this form.] Submit this record along with a current [updated] Guild Membership Application to the Membership Chairman.**

Name \_\_\_\_\_

Address \_\_\_\_\_

City, \_\_\_\_\_

State, \_\_\_\_\_

Zip \_\_\_\_\_

**List Guild Shows below:**

Date \_\_\_\_\_ Show Name \_\_\_\_\_

Title of Artwork \_\_\_\_\_

Show Location \_\_\_\_\_

Juror \_\_\_\_\_

Date \_\_\_\_\_ Show Name \_\_\_\_\_

Title of Artwork \_\_\_\_\_

Show Location \_\_\_\_\_

Juror \_\_\_\_\_

Date \_\_\_\_\_ Show Name \_\_\_\_\_

Title of Artwork \_\_\_\_\_

Show Location \_\_\_\_\_

Juror \_\_\_\_\_