

LITTLETON FINE ARTS GUILD, INC.

BY-LAWS

As of December 2019

ARTICLE I - NAME

The Corporation shall be known as THE LITTLETON FINE ARTS GUILD, INC., hereafter referred to as "the Guild."

ARTICLE II - STATEMENT OF PURPOSE

The Guild is organized to provide members of the community opportunities for artistic development, to promote and encourage qualified instruction and education in fine arts, to sponsor exhibits, to maintain the fine art gallery known as the Depot Art Gallery, and to make contributions to the cultural life of the City of Littleton and the State of Colorado.

ARTICLE III – MEMBERSHIP

Membership in the Guild is available to all adult members of the community who are interested in furthering their development as artists, and in promoting the purpose of the Guild as stated in Article II of these By-Laws.

The Guild is organized into two classifications of membership: Active Members and Honorary Members.

Section 1 – ACTIVE MEMBERS

Active Members of the Guild are those artists whose work has been juried and accepted by their peers. Active members shall attend meetings, have voting privileges, and support the organization by participating in the Committee work essential to the operation of the Guild, shall have the opportunity to exhibit in juried shows sponsored by the Guild, shall be required to assist in staffing the Depot Art Gallery, and in all ways actively support the organization.

Active Members are required to attend a minimum of three Membership Meetings per calendar year. Failure to do so will result in the loss of the ability to display the member's work in Guild shows until this requirement has been met. Members with special circumstances may petition the Board of Directors for a waiver. Warnings to members of the possible noncompliance with this rule shall be given in June and September.

Section 2 – HONORARY MEMBERS

Honorary Members are appointed at the discretion of the Board of Directors. They will pay no Dues. They are not expected to Staff the Gallery. Honorary Members have all the Rights and Privileges of Active Members.

Section 3 – LEAVE OF ABSENCE/EXTENDED OUT OF TOWN PERIODS

Leave of Absence is reserved for Active Members in Good Standing and is to be taken only under extraordinary circumstances. Active Members on a leave of absence must continue to pay Dues. They may not exhibit work at the Gallery while on leave and are relieved of all duties and may not participate in Guild activities during their leave. Leave of Absence is not to be used by Members who are regularly out of town for extended periods. Active Members in good standing who are away for extended periods of time must meet all of their annual membership obligations prior to leaving. This includes staffing the Depot for the number of days or shifts required of Active Members at the time.

Section 4 – PATRONS are individuals or businesses who are recognized for financial or other significant contributions they have made to the Guild. They need not be Artists or Guild Members. They do not pay dues, hold office, or vote.

Section 5 – MEMBERSHIP MEETINGS

Membership Meetings shall be held at a date, time and location determined by the Board of Directors. A quorum shall consist of one third of the Active Members. Voting on recommendations by the Board of Directors or other members may be done by a majority of those Active Members attending a meeting, assuming a quorum exists. However, the Board of Directors may, in its discretion determine that a vote on any proposal be put to the Active Members by mail or email. If this option is chosen, no quorum requirement shall apply and a 10 day period will be allowed from the date of the mailing or emailing for members to respond. A ballot will be considered to be timely if the date of the email vote, or the postmark on the mail vote, falls within that ten day period. A majority of the Active Members returning timely ballots will determine the result.

ARTICLE IV - CALENDAR YEAR AND DUES

The calendar year of the guild runs from January 1 to December 31. Dues for Active Members and Associate Members are due January 1 and delinquent on February 1. Dues are not refundable. Members joining on or after July 1 will pay half of the annual dues.

ARTICLE V - OFFICERS, AT-LARGE BOARD MEMBERS AND THEIR ELECTION

Section 1 Officers of the Guild shall be elected by the Active Members. The term of office shall be one year. Each At-Large board member shall be elected for a two year term but may not be elected for more than two consecutive terms.

Section 2 Elected offices of the Guild shall be the President, Vice-President, Secretary, Treasurer and two At-Large members of the board of directors. The office of President may be shared by two Active Members but such sharing is not required. If the office of the President is to be shared, then the two members sharing it must agree to do so. Any election of dual presidents prior to this amendment is hereby confirmed. Subsequent referrals to the President in these by laws shall be deemed to mean both members of that office, if the office is to be or is shared unless one of the members has resigned or the context requires otherwise.

Section 3 A Nominating Committee shall be appointed by the President and presented to the membership at the September Membership Meeting. The Nominating committee shall not consist of officers of the guild. The Nominating Committee shall present a slate of officers and At-Large members at the October Membership Meeting. Nominations also may be received from the floor. The officers and At-Large board members shall be elected at the November Membership Meeting by written ballot with a majority vote, or by acclamation when only one candidate is presented for each office. The newly elected officers and At-Large board members shall assume their duties January 1st of the following year.

Section 4 In the event any member sharing the office of the President is unable or unwilling to continue to serve, then the remaining member sharing that office shall become the sole president and the office shall not as a result be deemed vacant. If no member elected to the office is willing or able to continue in the office, then the Vice President shall assume the office of President. The Board of Directors shall appoint a member of the Guild to fill any other office which becomes vacant for any reason. The term of the appointment shall be until the January 1st after the next regularly held election of officers.

ARTICLE VI - DUTIES OF OFFICERS AND AT-LARGE BOARD MEMBERS

Section 1 The PRESIDENT shall preside at all meetings, oversee all Guild activities, and appoint chairmen of all Committees, as well as any other person for a function that the PRESIDENT

deems necessary for the efficient functioning of the Guild. The President casts the deciding vote in the event of a tie at both Membership Meetings and Board of Directors meetings. The President shall serve as liaison to the Littleton Museum and the community. However, the President may appoint a member to perform this function. The President shall notify the Guild members of any financial topics or any topics that will potentially change their Guild membership that are to be discussed in any Membership Meeting ten days prior to that meeting.

Section 2 The VICE-PRESIDENT shall be the assistant to the President. The Vice-President shall assume the duties of the President in the President's absence. In the event that the President is unable to continue the term of office, the Vice-President shall assume the office of President. The Board of Directors shall appoint a new Vice-President. The Vice-President shall also be responsible for creating the show schedule and selecting the chairpersons to run the shows.

Section 3 The SECRETARY shall be responsible for keeping written records of meetings of the Board of Directors and Membership Meetings; shall maintain a file of all such minutes; and shall forward the minutes to the Communications chair for distribution in a timely manner. The Secretary conducts necessary correspondence on behalf of the Guild.

Section 4 The TREASURER shall have custody of the accounts of the Guild. All checks shall be signed by the Treasurer or one of two other members authorized by the Board of Directors. The Treasurer shall present the Budget for the current year at the January Membership Meeting. The Treasurer shall pay all bills promptly and shall issue sales checks to exhibitors monthly for sales during the prior month in amounts of \$10 or more and in the month following the aggregation of amounts due to \$10. The Treasurer shall also be responsible for the payment of sales taxes and income taxes to the appropriate governmental bodies. The Board of Directors may request that the Treasurer, Bookkeeper, and any other authorized persons who sign checks be bonded. The Guild shall pay the premium for said bond.

Section 5 AT-LARGE BOARD MEMBERS. The sole duty of the elected At-Large board members shall be to act as full members of the Board of Directors.

ARTICLE VII - PARLIAMENTARIAN

The President shall have the option of appointing a parliamentarian. The appointee shall be qualified to give opinions regarding rules of order when requested and shall perform such other functions at any meeting that the President requests. The latest edition of Roberts Rules of Order shall be the guide.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1 The Board of Directors shall consist of the elected officers plus the two elected At-Large board members.

Section 2 The Board of Directors shall meet at a date, time and location that it shall determine. Special meetings may be called at the discretion of the President. Chairmen of standing committees and Chairmen of special committees and others shall attend upon request of the President. Prior notice of Board of Directors meetings shall be given to all members.

Section 3 Authority shall be vested in the Board of Directors to make decisions and to present recommendations to the Active Members. The Board of directors is also authorized to promulgate Guidelines that do not conflict with any provision of these bylaws or of the Standing Rules. The Guidelines shall be posted on the Guild's website under Membership & Forms and are kept in the files maintained at The Depot Art Gallery. Emergency action may be taken upon notification of all

Board members and their majority approval. If there are two members sharing the office of President, then that office shall have only one vote in any Board decision to be taken. If the two members cannot agree, then that office shall have no vote for the decision.

Section 4 The Annual Budget Meeting of the Board of Directors shall be held before year-end to formulate the budget for the coming year. The budget is presented to the Guild members in the January Membership Meeting.

ARTICLE IX – KEY POSITIONS and COMMITTEES

Section 1 Key Positions and Committees of the Guild may include, but not be limited to: Membership, Reception, Scheduling, Publicity, Webmaster, Communications, Show Labels and Name Tags, Gallery Coordinator, Juror Coordinator, By Laws & Standing Rules Administrator, Museum Liaison, Show Chair Coordinator, Show Chairs, Square Chairperson, Supplies. The duties of these positions shall be outlined in the Standing Rules adopted or amended by the Active Members.

Section 2 The President shall appoint additional Positions and/or Committees as needed. These Positions and/or Committees and their responsibilities are outlined in the Standing Rules.

ARTICLE X - AMENDMENTS AND VOTING

Except as provided to the below, all votes on recommendations by the Board of Directors, or by any member, may be done by a majority of those Active Members attending a meeting, if a quorum exists. A quorum shall consist of one-third of the Active Members.

Section 1 These By-Laws may be adopted, amended or repealed at any Membership Meeting by a two-thirds vote of all Active Members present, the proposed amendment having been submitted to the membership in writing, including by email, at least two weeks prior to the meeting.

Section 2 Standing Rules may be adopted, amended, or repealed at any Membership Meeting by a majority vote of Active Members present, the proposed amendment having been submitted to the membership in writing, including by email, at least two weeks prior to the meeting. **Section 3** The Board of Directors shall have the option of calling for a vote of all Active Members in any matter falling in Sections 1 and 2 of this Article, through mail or email. If this option is chosen, no quorum requirement shall apply and a 10 day period will be allowed from the date of the mailing or emailing for members to respond. A ballot will be considered to be timely if the date of the email vote, or the postmark on the mail vote, falls within that ten day period. A majority of the Active Members returning timely ballots will determine the result.

Section 4 Emergency amendments may be made at any Membership Meeting with or without previous notice or a quorum by the unanimous vote of all Active Members present.

Sheila Marie and Teri Hendrix – Co Presidents
Peggy Dietz – Secretary