

Louisville Artisans Guild, Inc. By-Laws Revised February 10, 2004

Article I

Name

The name of this organization shall be the Louisville Artisans Guild, Incorporated.

Article II

Objects

The objects and purposes of this Corporation shall be:

- a) To encourage the development of ever higher standards of performance and accomplishments in fine arts and crafts to the end that the Kentucky-Indiana area shall become known for the quality of its works; and
- b) To provide those persons who are interested in such works with an opportunity to initiate and participate in, to promote and maintain the general welfare of those works in the Kentucky-Indiana area, through the use of shows and exhibits, educational facilities, and dissemination of information.

Article III

Membership

Section 1. There shall be three classes of membership: Active, Supporting, and Life. Active and Life members may apply to become juried members. Juried member status is determined by submission of work for the jury process as directed by the Fair Committee.

- a) Active Member: Any person or household actively engaged in fine arts or crafts as an avocation or business or as a student. One vote per active member/household.
- b) Supporting Member: Any individual, household, business, or organization interested in the objectives and purposes of the Guild without voting privileges.
- c) Life Member: All charter -members plus any member having maintained active membership for fifteen years and having attained the age of 65 without voting privileges.

Section 2. The President may appoint a review board, consisting of at least three members in good standing. The purpose of this board will be to review any membership issues. The resolution of these issues may include probationary period, removal from boards, committees, shows, and/ or permanent loss of membership status. Their recommendations are presented to the board of directors.

Article IV

Officers and Board Members

Section 1. The officers of the Guild shall be a President, a Vice President, a Corresponding Secretary, a Recording Secretary, and a Treasurer.

Section 2. The elected officers, the immediate past President, and four members-at-large elected by the membership shall constitute the Board of Directors. The process agent shall be an ex-officio member (without vote) of the Board of Directors. The elected officers shall serve for two years. The members-at-large shall serve for two years, two members being elected each year for a two-year term.

Section 3. All elected members of the board, the immediate past President, and the Chairmen of various committees shall have voting positions on the board.

Article V

Duties of an Officer

Section 1. The duties of the officers shall be such as are implied by their respective titles and such as are specified in these By-laws.

Section 2. The President shall preside at all meetings of the Guild and of the Board of Directors; and shall appoint all committees and be an ex-officio member of all committees except the Nominating Committee.

Section 3. The Vice-President shall perform the duties of the President in the absence or inability of the President to serve. In case of death or the resignation of the President, the Vice-President shall become President for the unexpired term. The Vice-President shall be program chairman.

Section 4. The Recording Secretary shall give notice of all meetings of the Guild and of the Board of Directors. The Recording Secretary shall preserve in a permanent file all official records of the Guild including minutes and letters of value to the Guild and its officers, and shall transfer all such records to a successor at the close of the term of office.

Section 5. The Corresponding Secretary shall be the official correspondent of the Guild; shall give notification of meetings and matters requiring membership votes and shall be responsible for the tabulation of votes when necessary.

Section 6. The Treasurer shall receive and disburse all funds of the Guild and shall keep an accurate record of all receipts and expenditures. The Treasurer shall be responsible for the timely payment of all organizational debts, the Process agent fee, and such other expenditures as the Guild may approve. The Treasurer shall make a monthly report of these receipts and disbursements to the Board at its monthly meeting and an annual report of it at the Annual Meeting. The Treasurer's books shall be available for inspection at all times by the Board of Directors or for an audit at the President's discretion. In the case of the inability of the Treasurer to fulfill these duties, the President shall be temporarily empowered to act as the Treasurer.

Article VI

Duties of Board of Directors

Section 1. The Board of Directors shall conduct the business of the Guild. The Board to the general membership for a vote shall submit all policies that affect members' rights to participate in the Guild's activities.

Section 2. The Board of Directors shall fill any office, which becomes vacant for which such vacancy is not other wise provided for by these By-laws.

Article VII

Nominations and Elections

Section 1. Every other March, the President shall appoint a Nominating Committee of at least three members who shall present at least one candidate for each office and two member-at-large positions. The following year, the Nominating Committee shall present candidates for the remaining two remaining member-at-large positions. The Nominating Committee shall have obtained the consent of the nominee to serve if elected. The general membership shall be solicited for write-in candidates on the ballot.

Section 2. Election of officers and Board members shall be by ballot. They shall take office following their installation at the Annual Meeting in June.

Article VIII

Meetings

Section 1. A minimum of four meetings of the Guild shall be held each year at such time and place as shall be determined by the President or Vice President.

Section 2. The Annual Meeting shall be held preferably in June of each year at which time the officers and directors are to be installed.

Section 3. Meetings of the Board of Directors shall be held as the need arises and at the discretion of the President, or by the consensus of any two board members.

Section 4. The President of the Board of Directors may call special meetings of the Guild. Written notice shall be mailed/e-mailed at least ten (10) days prior to the called meeting.

Section 5. The President may call social meetings of the Board.

Article IX

Dues

Section 1. Annual member dues shall be set by the Board on or before the beginning of the fiscal year.

Section 2. Life members are not required to pay dues.

Article X

Quorum

Section 1. A quorum for the regular meetings of the Guild shall be 25% of the active members.

Section 2. A quorum for the meetings of the Board of Directors shall be at least 40% of the Board.

Article XI

Identifying Symbols

Section 1. Only active members of this Guild are eligible to use its identifying symbols.

Section 2. The Board of Directors approves the use of the Guild symbol or name for other personal use.

Article XII

Amendments

Section 1. By-laws may be adopted or amended by an affirmative vote of two thirds (2/3) of the members voting by voice, e-mail, or mail. By-law modifications require written notice to all active members by mail or e-mail at least ten (10) days prior to the meeting where they will be presented for discussion. Following the discussion, votes will be cast either at this meeting or by mail-in/e-mail ballot within 20 days of the meeting.

Section 2. A committee to the Board of Directors must propose amendments to these by-laws in writing. The Board of Directors must inform the membership of the amendment proposal within two months and hold a vote on it within three months.

Article XIII

Parliamentary Procedure

Section 1. Robert's RULES OF ORDER, REVISED shall govern this Guild in all cases to which they apply and in so far as they are not inconsistent with these by-laws.

Section 2. Upon dissolution of the corporation, the Board of Directors shall:

- 1 Pay or make provision for payment of all the liabilities of the corporation.
- 2 Dispose of all assets of the corporation exclusively for the purpose of the corporation. This should be done in such a manner, with the organization's operation to further the visual arts.
- 3 This organization shall qualify at the time, as tax-exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U. S. Internal Revenue law) as the Board of Directors shall determine.
- 4 And the Common Pleas Division of Circuit Court of Jefferson County, Kentucky shall dispose of such assets not so disposed of.