

Constitution Of the Williamson County Art Guild

Article I: Name of Organization

The name of the organization shall be the "Williamson County Art Guild" (referred to as the "Guild").

Article II: Objective of the Organization

This body is organized and operated for educational and charitable purposes. The specific focus is to stimulate interest in art in Williamson County. (For example: through art exhibits, artists programs, sponsorship of scholarships and workshops.) The Guild is and will continue to maintain its status as an exempt organization under Section 501 c (3) of the Internal Revenue Service Code of 1954.

Article III: Officers of the Organization

The officers to be elected by the members of this organization shall include, but not be limited to, the President, Secretary, and Treasurer. Other officers may be designated from time to time in the By Laws.

Article IV: The Executive Board

The Executive Board (the "Board") and the Officers shall be responsible for setting the long-term goals and objectives of the organization; planning the agenda for all the meetings of the general membership; for setting the short-term objectives and programs; and for bringing forth recommendations for consideration by the membership. The Board shall consist of the officers above and as designated in the By Laws. All members of the Board shall be voting members of the Board.

Article V: Dissolution of the Organization

In the event of the dissolution of the Guild, all unencumbered assets of the Guild shall be donated to organizations organized and operated exclusively for charities or educational purposes by decision of the Board. These organizations must qualify as exempt under section 501 c (3) of the Internal Revenue Service code of 1954.

Article VI: By-Laws of the Organization

The provisions in a code of By-laws to be simultaneously adopted with this Constitution shall govern the organization.

Article VII: Amendments to this Constitution and By-Laws

This Constitution and the By-Laws may be amended by two-thirds vote of the members present and voting at a regular meeting of the Guild. Any proposed amendment(s) must be disseminated to the membership by email or in the newsletter one month prior to the day when they will be acted upon.

By-Laws Of the Williamson County Art Guild

Article I: Officers, Members and Dues

Section 1: Officers

1. The Officers of the Guild, and who comprise the Board of the Guild, shall be the President, Secretary, Treasurer, Program Chair, Immediate Past President, Membership Chair, Hospitality Chair, Newsletter Editor, Parliamentarian, Publicity Chair, Gallery Chair, Exhibits Chair, President-Elect, and Webmaster.

Section 2: Membership, Fiscal Year, and Dues

1. The membership of the Guild will consist of artists and artisans engaged in original artwork and fine crafts, and any persons, adults or minors, or organizations interested in the art forms, whose annual dues are currently paid. Membership is open to both residents and non-residents of Williamson County on a non-discriminatory basis.
2. Membership Categories
 - a. Individual
 - b. Family
 - c. Student (Enrolled full time in a school), and Senior (62 years or more)
 - d. Sponsor, Honorary and Past President

Section 3: Fiscal Year

1. The fiscal year of the Guild shall be from June 1 through May 31.

Section 4: Dues

1. The membership dues for each of the Membership Categories will be established by the Board each year during budget preparation and will be based on the financial needs of the Guild and other then-current circumstances. Dues for each Membership Category will be posted to the website, and published in the newsletter.
2. Pro rata dues for new members for partial year (first year only new members) may be established if the Board should desire.
3. All who have served the Guild in the office of President shall be recognized henceforth as fully-dues-paid lifetime members of the Guild.
4. Annual dues are due on or before the Meeting date first following the beginning of the fiscal year.

5. A member shall be dropped from membership in the Guild if the dues have not been paid by the end of the second month of the fiscal year.
6. Dues are not refundable at any time, for any reason.

Article II: Meetings and Voting

Section 1. Meetings

1. General Meetings

- A. Meetings shall be held once a month, except during July and August, at the time and place designated by the Board.

2. Special Membership Meetings

- A. Whenever the President deems it necessary she/he may call Special Meetings, with Notice sent by e-mail.

3. Board Meetings

- A. The Board of the Guild will meet at least quarterly or more frequently as called for by the President, with the time, date, and place designated by the President.
- B. As soon as possible after the elections in May, a joint meeting of the outgoing and incoming Board shall be called. After a brief orientation of the duties of the Board by the outgoing President, each outgoing officer will give an orientation of job duties to the incoming officer unless this has been accomplished at another date. The Outgoing officers will pass on all the files and records pertinent to his or her job to incoming officers. This meeting, to include all incoming and outgoing officers, shall be to facilitate a smooth transition.
- C. Board meetings are open to the members of the Guild.

Section 2. Quorum

1. A majority of the members of the Board shall constitute a quorum for the enactment of business at meetings of the Board. A majority of those voting shall pass motions.
2. A majority of the members present at a General or Special Meeting shall constitute a quorum for the enactment of motions with the majority voting required to pass motions. See also "Amendments to By Laws" in the Constitution.

Section 3. E-Mail Voting Procedure for Board votes (conforming to Robert's Rules of Order.)

a. Initiation:

1. Any Guild Board member can make a motion to be voted on by the Board via email.
2. The person initiating the motion should secure the agreement of one other Board member to second the motion, and forward it to the President by email. The President will conduct the vote by email.
3. The motion should consist of four parts:
4. The names of the Board members making the motion and seconding the motion.
5. A description of the issue to be resolved or purchase to be made, if over \$200, or any other subject requiring action before the next regular Board meeting.
6. A brief description of the motion.
7. A list of the benefits of the motion if the Board adopts it.

b. Conducting the Vote:

1. The President will forward the motion, in its four parts, to the Board Members with a request for response within 72 hours but not less than 24 hours and with a response of Yes, No or Abstain. In the case of a No or Abstain vote, that Board member should provide a brief description of why they so voted.

2. The President may choose to repeat the above emailing after reviewing the explanations of No or Abstain votes with the initiator of the motion, possibly revising the motion to address issues with the motion.
 3. The motion will be considered approved by the Board on the receipt of Yes votes from a quorum of the Board—not by a simple majority of Yes votes. If a decision is urgently required, an emergency Board meeting should be convened for a majority vote.
 4. The motion, in its four parts, and the results of the vote will be posted to the Guild website by the President—under Meeting Minutes.
- c. Ratification: The motion and vote will be repeated at the next regularly scheduled Board meeting and recorded in the meeting minutes.

Article III: Election and Term of Officers

Section 1: Nominating Committee

1. At a Board meeting prior to the May election, a Nominating Committee of three persons will be appointed, with the Parliamentarian to serve as the Committee Chair.
2. The Committee shall prepare a slate of officers as defined in Article IV Officers, to be elected in May and installed at the general meeting in June.

Section 2: Additional Nominations

1. After the slate from the Nominating Committee has been presented at the May meeting, and before any vote is taken, nominations may be made from the floor.

Section 3: Balloting and voting

1. Election of officers shall be by secret ballot. This ballot shall be provided by the Nominating Committee and executed under the direction of that committee.
2. In the event there is only one candidate nominated for an office, the election for that office shall be by a motion to elect by Acclamation without a secret ballot. Such motion must have a second, followed by a voice vote.
3. Majority votes of the members, present and voting, shall constitute the needed votes for election.

Section 4: Term of Officers

1. The term of all elected Officers and Chairs shall be one year.
2. The President (only) shall not serve more than two consecutive one-year terms.

Article IV: Officers, Board and their Duties

Section 1. Responsibilities of Individual Officers

A. President

1. Act as the general spokesperson and representative of the Guild.
2. Officiate at all meetings of the Guild.
3. Call meetings of the Board as necessary to conduct the Guild's business.
4. Work with the Board to appoint committees and chairpersons to conduct the Guild's activities.
5. Coordinate with other officers and chairpersons of the Guild to assure timely execution of their duties.
6. Train the President-Elect so he/she can assume the next Presidency.

7. The President will exercise authority not otherwise vested in the By-Laws.

B. Secretary

1. The Secretary shall be responsible for the minutes of all the general membership and Board meetings.
2. The Secretary shall be responsible for any correspondence as deemed necessary by the President or Board.

C. Treasurer

1. The Treasurer shall be the chief financial officer of the Guild and be responsible for:
 - a. Keeping a current and accurate record of all receipts and expenditures.
 - b. Reporting total of all monies on hand at each meeting of the general membership.
 - c. Preparing an annual budget for review, approval and adoption by the Board.
 - d. Preparing an annual financial report to be reviewed by the Executive Board.

D. Program Chair

1. The Program chair shall make all arrangements for suitable programs for all regular meetings of the Guild.

E. Immediate Past President

1. The Immediate Past President shall provide guidance to the incoming President as needed.

F. Membership Chair

1. The Membership Chair shall prepare a plan to sustain and or increase membership.
2. The Membership Chair shall keep up to date records on all members. This list will include the name, address, phone number and email address of each member.
3. The Membership Chair will keep the email list up to date.
4. The Membership Chair will forward changes in membership information to the Newsletter Chair and the Webmaster.
5. The Membership Chair shall be responsible for the preparation of the annual membership directory after the beginning of the new fiscal year. This directory will include an updated membership list with the name, address, phone numbers and email address for each member.

G. Hospitality Chair

1. The Hospitality Chair will oversee the providing of hospitality in greeting members and guests at each general meeting.
2. The Hospitality Chair shall provide temporary nametags and refreshments at designated meetings.
3. The Hospitality Chair shall be responsible for any end of year (June) and (December) Holiday socially oriented meetings.

H. Newsletter Chair

1. The Newsletter chair shall serve as editor and publisher of the newsletter. The newsletter will be published once each month or as otherwise determined by the Board. The Newsletter Chair will determine the deadline for news included in each newsletter.

I. Parliamentarian

1. The Parliamentarian shall enforce Robert's Rules of Order at Board, General Membership, and any Special Meetings.
 2. The Parliamentarian shall keep an up to date copy of the Constitution, By Laws, and Standing Rules governing the Guild, including on the website.
 3. The Parliamentarian shall serve as Chair of the Nominating Committee.
- J. Publicity Chair
1. The Publicity Chair shall publicize activities, including but not limited to meeting notices every month.
 2. Other publicity shall include exhibits, Guild sponsored shows, and any other special activities sponsored by the Guild.
- K. Gallery Chair
1. Oversees Guild Operations at the Guild's Gallery by:
 - a. Maintaining current records and liability releases of participating Guild artists.
 - b. Coordinating gallery change out dates and times.
 - c. Recommending monthly hanging fees to the Board.
 - d. Collecting hanging fees from participating artists and providing same to the Treasurer.
 - e. Overseeing the People's Choice voting process and related tasks.
 - f. Provide timely submission of a written article about Gallery news, including People's Choice winner, to the Newsletter Chair and or Publicity Chair, and to the Guild's Blog.
- L. Exhibits Chair
1. The Exhibits Chair shall find potential sites and make arrangements for exhibiting Guild member artwork.
 2. The Exhibits Chair with approval of the Board shall set the hours, places, locations, entrance requirements and entry fees for shows sponsored by the Guild.
 3. The Exhibits Chair shall coordinate with the other Guild Chairs and their committees, as needed, for the successful planning and execution of each exhibit and show that the Guild undertakes.
 4. The Exhibits Chair shall coordinate with outside organizations as needed for the successful planning and execution of exhibits and shows in which the Guild is a participant.
- M. President-Elect
1. The President-Elect will be nominated in the normal process and elected at the May General Meeting. It will be expected that the President-Elect shall be nominated to become the next President.
 2. The responsibilities of the President-Elect are:
 - a. To assist the then President in mutually agreed tasks in order to provide the President-Elect with a full understanding of the job of President, the Guild's traditions, policies, and practices.
 - b. To serve as the President in the absence of the President.
- N. Webmaster
1. The Webmaster shall be responsible for day-to-day maintenance of the Guild's website and updating as needed.
 2. The Webmaster shall be responsible for assurance that the site is adequately and properly hosted.

3. The Webmaster shall propose changes and innovations for the website and implement same at the direction of the President.

Section 2: Responsibilities of the Board

1. The primary responsibility of the Board shall be to promote and implement, in the Williamson County community, the Guild's objectives.
2. The primary responsibility for management of the Guild's activities shall be vested in the Board.
3. The Board will plan and execute the programs to meet the short-term (annual) goals.
4. The Board will vote to fill a vacancy in any office at the recommendation of the President as soon as possible after the vacancy occurs.
5. The Board shall review the Treasurer's recommendations and establish a policy to govern financial transactions, authorizations, and record keeping.

Article V: Standing and Temporary Committees

Section 1: Proposals to Form Committees

1. The President may appoint Committee Chairs with the approval of the Board.
2. The President with the approval of the Board will assign the responsibilities for each committee.

Section 2: Composition of Committees

1. All committee chairs will be responsible for selecting their own committee members with the assistance of the President and other officers as needed.

Article VI: Order of Succession to the Presidency

1. In the absence of the President, the President-Elect shall preside.
2. If the President is unable to fill her/his term, the Board will confirm the President-Elect as the President, and then seek a new President-Elect who shall be appointed by the Board.

Article VII: Rules of Order

1. The deliberation, debate and discussion of questions in the Board and General membership meetings will be governed by parliamentary procedures as contained in Robert's Rules of Order.

Article VIII. Amendments

1. Any member in good standing may initiate an Amendment to the By-Laws by submitting the proposed Amendment to the Board.
2. If recommended by the Board, the members will be given 30 days Notice via the Newsletter or other email, and by posting the Amendment on the website. It will then be submitted to the members at the next General Membership Meeting of the Guild.
3. Approval of an Amendment requires a two-thirds majority vote of the members voting as defined in the Constitution.



SIGNATORIES:

_____, **President**

_____, **Secretary**

Date of Approval by Members.