

2017-2018 BYLAWS
OF THE VALLEY RIVER ARTS GUILD
With Amendments of 2017.06.06

I.

Name

The name of this corporation shall be “The Valley River Arts Guild” and its principal office shall be in Murphy, Cherokee County, North Carolina.

II.

Object and Mission Statement

1. The Valley River Arts Guild was formed to serve the artistic community of the region; by showcasing regional arts, providing opportunities for regional artisans to show and sell their work, developing an artist’s network and by sponsoring monthly art events to establish the region as an arts destination. Valley River Arts Guild will also sponsor seminars and other educational events that will benefit local artisans. This corporation is organized exclusively for educational purposes. The Arts Guild is a community-oriented(501 c3) non-profit organization.
2. The primary purposes of the Arts Guild shall be:
 - a. To further the creation, understanding, and appreciation of art in the area.
 - b. To encourage public participation in and enjoyment of the arts.
 - c. To act as an educational resource and guide.
 - d. To provide an environment which supports and develops artists.
 - e. To provide opportunities for member artists to display and market their art work.
 - f. To offer a variety of programs and events to teach and display art
 - g. To enrich the community through outreach and in-house art programs.

III.

Membership

1. **Membership Eligibility and admission procedure.** Any interested person may become a member of Arts Guild upon payment of membership dues.
2. There shall be three levels of membership:
 - I. **Standard member:** Any interested person may become a member of the Guild after successfully participating in the jury process and being accepted by the jurying committee, selecting a committee of interest to participate in and paying membership dues. Standard Members are

expected to display their art in the Guild Store, work 12 days per year in the store and actively participate in at least one standing committee. Standard Member dues are \$40.00/year. Standard Members can vote on guild business, in guild Board member elections and can run for a Board position.

Associate Member: Any interested person who wishes to support the guild and art in the area may become an Associate member of the Guild upon payment of \$20.00/year dues. This level of membership is for artists or friends of the arts who do not wish to display their art in the store or work in the store but who, none-the-less, wish to support the Guild and its mission. Associate members have no vote in any Guild business or Guild election and cannot hold office in the Guild.

III. **Honorary Life Membership:** Upon the signed recommendation of one member, seconded by another member and by a three-fourths vote by ballot at the annual meeting, honorary life membership may be conferred upon an adult resident of area who shall have rendered notable service to the Guild. An Honorary member shall have none of the obligations of membership in the Guild, but shall be entitled to the same privileges of Associate Member as defined in paragraph II above.

2. **Term of membership:** Membership is calculated on an annual basis from September 1 to August 31 each year.

3. **Membership exclusive to member:** No membership in this Guild shall be assignable or transferable.

4.

I. **Annual Dues**

The members of the Arts Guild shall determine, as need arises, an amount to be assessed for annual dues by majority vote of those present and qualified to vote at a special meeting called for that purpose.

II. **Regular Dues Payment:** Annual Dues are regularly payable in advance between the first and Thirty-first day of August.

III. **Non-regular due payments:**

I. The membership of a member who fails to pay annual dues and/or fails to fulfill their requirement of working 12 days per year on or before August 31 of the year for which the dues are due will forfeit membership in the Guild, and the right to display artwork in the store or at Guild sponsored events unless these events are open to non-member artists.

II. A new member who joins after September 1st will owe dues on a pro-rated basis for the months between when membership is established and the following September 1st.

5. **Membership Termination:**

I. **Definition of terms.** Membership termination includes voluntary resignations and involuntary terminations for cause.

II. **Voluntary resignation.** Any member may resign from the Guild by submitting said resignation in writing to the recording Secretary.

III. **Termination for Cause.** A member may be terminated for cause by action of Guild following:

1. a fifteen (15) day notice to the Arts Guild and to the member of the charges.

2. an opportunity to the accused to respond to the charges in person to the officers or at a regular meeting such appearances at the request of the member or in writing.
6. **Outstanding obligations of terminating member.** Upon termination of membership for any reason, all rights and interests in the Guild shall cease. Termination of membership for any reason shall not discharge any outstanding obligation then owed by such person. At the time of termination, the member terminating membership agrees to and shall return all property of the Guild to one or more officers of the Guild and remove, as applicable, all artwork in possession or under the control of that member from the Valley River Arts Gallery and any exhibits associated with the Guild. The terminating member agrees to and shall cease to use, display, or otherwise advertise any express or implied association with the Guild.
7. **Guiding Principles.** The following are general guiding principles that are a privilege of each member and which are encouraged to be the practice of each member:
- I. Each member has an equal vote.
 - II. Each person makes a difference in the Guild.
 - III. Principles are more important than personalities.
 - IV. Each member needs to keep an open mind.
 - V. Each member should practice listening and learning; each member has the potential of saying something that another member is ready to hear.
 - VI. It is the progress that each member makes that is important, not the perfection, in which the member may often get lost.
 - VII. The Guild is about the membership; its officers exist to facilitate the membership in achieving its purposes.

IV. **Officers**

1. **Officers.** The officers of the Arts Guild, [elected by the Board of Directors shall be:](#)
 - a. President;
 - b. Vice-President
 - c. Recording Secretary
 - d. Treasurer
 - e. at large director
2. **Duties.** The officers shall perform the duties prescribed by these bylaws. The officers of the Guild shall manage the affairs of the corporation. The administrative powers of the Guild shall be vested in the officers, which shall have charge, control and management of the affairs, funds and property of the Guild. They are charged to execute faithfully all the fiduciary duties owed the corporation.

- a. **President.** The duties of the President include:
 1. to act as the chief officer of and spokesperson for the Guild;
 2. to act as the chair and conduct all meetings.
 3. prepare the agenda for all meetings.
 - b. **Vice-President.** The duties of the Vice-President shall be:
 1. to assume the office of President in the event of a vacancy in or upon the expiry of the term of that office.
 2. to act as the chair in the absence of the President.
 - c. **Secretary.** The duties of the Secretary include:
 1. to keep minutes of all meetings of the Guild.
 2. to send appropriate notices of meetings.
 3. to act as custodian of all business records and reports tendered to the Guild by the public, officers and members.
 4. to maintain a file containing copies of the “Articles of incorporation”, these by-laws, with all amendments thereto, and to distribute same to all new officers following election and to allow inspection and to make copies thereof upon the request of any member.
 5. To have the authority to authenticate records of the Guild.
 6. To keep on file annual reports filed with the State Corporation Division.
 - d. **Treasurer.** The duties of the Treasurer shall include:
 1. To have custody of all funds and ensure a true and accurate accounting of all transactions.
 2. To keep and deposit all funds in a bank or banks to be designated by the Board.
 3. To disburse funds when proper to do so.
 4. to make financial reports as to the financial condition of the corporation to the Guild; and
 5. to execute any other duties as may be prescribed by the Guild.
 6. to keep on file copies of the last three financial statements of the Guild
 - e. **Director.** The duties of the director shall include:
 1. to assist the other officers in the discharge of their duties.
 2. to otherwise participate in the transaction of business of the guild.
3. **Nomination Procedure, Time of Elections.** At the regular meeting held on the first Tuesday in July, a Nominating Committee of five members shall be elected by the Guild. It shall be the duty of this committee to nominate candidates for the Board of Directors to be elected at the September meeting. The Nominating Committee shall report at the Regular meeting in August. Before the election in September, additional nominations from the floor shall be permitted.

4. **Terms of office.** In order to maintain continuity on the Board, a staggered election cycle will be implemented. For the first elected Board, three members will serve a two-year term while the two remaining members will serve a one year term. From this point on, each board member will hold their position for two years or until their successors are elected and duly seated. In alternating years there will be three board positions open and then two board positions open. (2013--2 open positions, 2014--3 open positions, 2015--2 open positions, etc.)
5. **Ballot Election, Term of Office.** The officers shall be elected by ballot. Except when earlier removed from office by the membership, all officers shall serve for a two year term in that office, or until their successors are elected and duly seated and their term of office shall begin **immediately** following the election in September, **with a scheduled informational Board meeting as soon as possible.**
6. **Office-Holding Limitations.**
 - a. No member may hold more than one office at a time.
 - b. No member may be elected to the same office for more than two consecutive terms.
 - c. Only a voting member may be nominated to an office.
7. **Vacancies in office.** Pres. may fill position by appointing someone for the rest of that term.
8. **Removal.** Any or all officers may be removed and new elections conducted at a meeting of the membership expressly called for that purpose by a two-thirds vote of that membership.

V. **Meetings**

1. **Regular Meetings.** The regular meetings of the Arts Guild shall be held on the first Tuesday of each month inclusive unless otherwise ordered by the Guild. If the first Tuesday coincides with a holiday, the regular meeting will be held on the following Tuesday.
2. **Annual Meetings.** The regular meeting on the first Tuesday in September shall be known as the Annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The Annual meeting shall be such hour and place as may be designated by the Board with adequate notice to the membership. Written notice of the Annual meeting shall be mailed by regular mail or electronically by the Secretary to the membership. The notice shall be distributed at least thirty (30), but not more than sixty (60), days prior to the Annual meeting.
3. **Special Meetings.** Special meetings may be called by the President or upon the written request of at least ten members of the Guild. The purpose of the special meeting shall be stated in the call. The agenda of the special meeting shall be limited to the business which is stated in the call of the meeting. Except in cases of emergency, at least three days' notice shall be given.
4. **Quorum.** A majority of **attending** qualified members of the Guild shall constitute a quorum.

VI.

The Board of Directors

1. **Board Composition.** The officers of the Guild plus one at large Director shall constitute the Board.
2. **Powers, duties, and purpose of the Board.** The Board shall have such powers and duties described in the article entitled officers and shall transact such business necessary between the meetings of the Guild. The Board shall have general supervision of the affairs of the Guild between its business meetings, fix the hour and place of meetings of the Board, make recommendations to the Guild, and perform such other duties as are specified in these bylaws or as referred to the Board by the Guild. The Board shall be subject to the bylaws of the Guild, and none of its acts shall conflict with action consistent with the articles of corporation and these bylaws.
3. **Regular Meetings.** Regular Board meetings shall be conducted monthly with meeting dates and times at the discretion of the Board. These meetings are open to the general membership, unless otherwise ordered by the Board. Regular meetings of the Board shall be held on the Monday prior to the 1st Tuesday of the month.
4. **Special Meetings.** Special business meetings may be called by the president. Notice of such call shall be sent by email and/or by phone by the recording Secretary enough days in advance to be deemed fair and reasonable under the circumstances. Such notices shall state the purpose for which it is called and no business may be transacted except such as is set forth in the call for the meeting.
5. **Quorum of the Board.** A quorum at a meeting of the Board shall be three.

VII.

Committees

Committees: Committee meetings shall be held at a time, place, and frequency as required to perform the necessary business at hand, at the discretion of the committee chair or request of the Board. No committee of the Guild has authority to perform the following acts;

1. Authorize payment of a dividend or any part of the income or profit of the corporation to its officers or
2. approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporations assets;
3. Elect, appoint, or remove officers of the Guild or
4. Adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Guild or its Board.

a. **Membership Committee.** The membership Committee shall:

1. Keep a register of the names and last known addresses, email addresses and phone numbers of all members and Board members;
 2. Process new memberships and remit membership renewal notices prior to the beginning of each new membership year;
 3. Maintain a list of trainers and schedule training sessions for all new members for working in the store.
 4. Shall oversee the scheduling for Gallery work shifts.
- b. Program/Education Committee.** Combined
A program/Education committee shall:
1. Plan for and schedule monthly programs with the approval of the Board.
 2. Plan for and schedule events with the approval of the Board.
 3. Plan for and schedule educational events
 4. a. Membership
 5. b. Public
- c. Auditing Committee.** The Auditing committee shall:
1. Be composed of at least two, members each appointed by the President.
 2. Audit the Treasurers accounts once at the close of the fiscal year and to report at the Annual meeting.
- d. Store Committee.**
1. Upkeep
 2. Display/Gallery arrangement
 3. Window Display
 4. Item tags
 5. Supplies and forms
- e. Communication**
1. Emails
 2. Website
 3. Facebook page
 4. Internal newsletter
 5. Public Relations
- f. Fund raising**
- g. Hospitality**
1. Food
 2. Manning special events
- h. Art Walk**
- i. Records**
1. Inventory
 2. Sales
 3. List maintenance
- j. Other committees as needed**

VIII.

Financial

1. All funds shall be under the supervision of the Guild by and through its Board and shall be handled and disposed of in such a manner and by such officers or agents of the Guild this corporation as the Board may, by proper resolution, from time to time authorize.
2. Members may be reimbursed for expenses related to Guild activities with prior approval by a majority vote of the Board.
3. Any officer may be reimbursed for, with approval from the Treasurer, for emergency expenses related to Guild service or upon approval by a majority vote of the Board.
4. All fund distributions must be approved by a majority of members of the Board.

IX.

Dispute Resolution

1. Regarding any dispute between the Guild and any of its members or former members which cannot be resolved through informal negotiation. It shall be the policy of the Guild to use mediation whereby an impartial mediator may facilitate negotiations between the parties and assist in developing a mutually acceptable settlement.
2. No such party with a grievance against the other shall have recourse to litigation unless and until the matter is submitted to mediation and attempted to be resolved in good faith.

X.

Corporate Indemnity

1. This corporation will indemnify its officers and/or Directors to the fullest extent allowed by North Carolina law.

XI.

Governing Law

The laws of the State of North Carolina shall govern the Valley River Arts Guild.

XII.

Fiscal Year

The fiscal year of this corporation is September 1 to August 31.

XIII.

Membership Year

The membership year of the Valley River Arts Guild is September 1 to August 31.

XIV.

Sever-ability

In the event that any provision of these articles is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent and modified to conform to such statute or rule of law without affecting the validity or enforceability of any other provision of these articles.

XV.

Amendment of By-Laws

These bylaws may be amended at any regular meeting of the Guild by a majority vote of qualified members present, provided that the amendment has been [announced and recorded](#) at the previous regular meeting.

XVI.

Parliamentary Authority

The rules contained in the current edition of ***Roberts Rules of Order Newly Revised*** may govern the Arts Guild in cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

XVII.

Dissolution

Upon the dissolution of the corporation, and after payment of all just debts and liabilities, all remaining assets shall be distributed to organizations enjoying an exempt status under Section 501 (c) (3) of the Internal Revenue code or the corresponding section of any future federal tax code.

XVIII. In the event that Arts Guild ceases to function as an organization, the accumulated funds shall be turned over to Cherokee County Arts Council or other non-profit art organizations to be used to further art education. This decision shall be made by members in good standing at the last meeting.

Date Adopted _____

In WITNESS WHEREOF, the undersigned have set their hands,

This _____ day of _____, 20____.

