

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.
2. The Executive Board shall consist of the President, President-Elect, Treasurer and Secretary.

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 for each fiscal year are due during the June through August period, and dues expire the following May 31st. Prior fiscal-year membership will extend from June 1st until July 31st to enable membership continuity and allow time for renewal. Dues payment for the current season is required for participation in guild exhibits.
5. Dues are not refundable at any time, for any reason.

## **Article II: Meetings and Voting**

### **Section 1. Meetings**

#### **1. General Meetings**

A. Meetings should be held once a month, except during July and August, at the time and place designated by the Board. Meeting schedules shall be posted in the newsletter and on the Website and other social media as appropriate. Pre-meeting notices should be communicated via the newsletter as well as via a meeting-notice email with an agenda to be sent by the Board Member designated by the President. Depending on circumstances, the President will decide whether each meeting will be held in-person or virtually using electronic meeting applications.

#### **2. Special Membership Meetings**

A. Whenever the President deems it necessary she/he may call a Special Meeting of the WCAG Membership. The President will inform the Board of the meeting and designate a Board member to send electronic notice of the special membership meeting no less than seven (7), nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day and time of the meeting; and the purpose or purposes for which it is being called.

#### **3. Board Meetings**

A. The Board of the Guild will meet at least quarterly or more frequently as called for by the President. The President will inform the Secretary of the information to be included in the notice of the meeting. The Secretary shall give notice to the board members.

B. Written, electronic or printed notice of any meeting of the Board shall be delivered to each Board Member no less than five (5), nor more than thirty (30) days before the date of the meeting. The notice shall state the place, day and time of the meeting; who called it; and the purpose or purposes for which it is called.

C. 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.

D. 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 or more persons will be appointed by the Parliamentarian, who will 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.
3. It is not prohibited for an individual having served two consecutive terms as president in the past to serve as president again in the future.

### **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. Consistent with the 2000 E-SIGN Act, a typed and dated signature by the Secretary on minutes of WCAG meetings stating; "Electronically Signed By" shall be recognized by the WCAG as

representing personal verification, accountability and ownership of the content equivalent to a hand-written signature.

#### 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 during the first quarter of each fiscal year.
  - d. Preparing an annual financial report to be reviewed by the Executive Board.
2. The Treasurer will complete and submit the year-end Form 990 and any related required financial documents.
3. Duties and activities of the Treasurer shall be performed according to documented financial processes of record as defined by the Board.

#### D. Program Chair

1. The Program chair shall make all arrangements for each of the monthly programs planned and agreed-upon by the Board 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 keep up to date records on all members. This list will include the name, address, phone number and email address of each member.
2. The Membership Chair will keep the email list up to date.
3. The Membership Chair will forward changes in membership information to the Newsletter Chair and the Webmaster.



## 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 arrange for refreshments at designated meetings as appropriate.
3. The Hospitality Chair shall coordinate 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 interact with external media (including social and other organizations) to communicate the activities of the Guild.
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 rented Framer's Gallery wall space by:
  - a. Coordinating Guild gallery wall change-out dates and times.
  - b. Recommending monthly hanging fees to the Board.
  - c. Collecting hanging fees from participating artists and providing same to the Treasurer.

- d. Overseeing the People's Choice voting process and related tasks.
- e. Provide timely submission of Gallery news, including People's Choice winner, to the Newsletter Chair and Webmaster.

#### L. Exhibits Chair

1. The Exhibits Chair shall explore potential sites and facilitate arrangements for exhibiting Guild member artwork.
2. The Exhibits Chair shall coordinate with the Board and the Gallery Coordinators, as needed, for the successful planning and execution of each exhibit and show that the Guild undertakes.
3. The Exhibits Chair will facilitate the transfer of information from a resigning Exhibit Coordinator to the succeeding Coordinator for a given exhibit venue.
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

Robert's Rules of Order shall not formally apply-to/govern the roles, activities or products of the individual Board positions. The Treasurer shall have custody of all available historical and current financial records and must ensure that they are passed on to each successive Treasurer. At all times, at least two copies of all available archival records of meeting minutes, By-Laws, and other Board decisions are to be retained by respective Board members designated by the President. These repositories shall be passed on to each successive Board for archival purposes.

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.
6. The Board shall exercise, promote and exemplify integrity, fairness, and respect within the leadership and across the membership of the WCAG.
  - a. **Conflict of Interest:** Whenever a Board member has a financial or personal interest in any matter coming before the board for decision/vote, the affected person shall fully disclose the nature of the interest; and withdraw from discussion and voting on that matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the WCAG to do so. The minutes of meetings at which such decisions/votes are exercised shall record such disclosure, abstention and rationale for approval.
  - b. It shall not be considered a conflict of interest when the Board agrees to pay any WCAG member the standard current WCAG speaker's honorarium for sharing their professional expertise as a Regular meeting Guest Speaker, as long as the meeting is open to the public and the payment amount is consistent with what would be paid for that service by other organizations or customers. A similar exception can be made for Board approved WCAG

sponsored art workshops provided by qualified members for the public including members.

## **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. 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.

~~~~~

ELECTRONIC SIGNATORIES:

President, Rob Neff

Rob Neff

Secretary, Karen Limbaugh




Karen Limbaugh

Approved as Amended by the WCAG Membership Vote February 2, 2021

Signature Certificate

Document Ref.: CLJVW-ASI7B-NSM8X-JEPYS

Document signed by:

	Karen Limbaugh Verified E-mail: librarian101@earthlink.net	
IP: 47.221.149.189 Date: 08 Feb 2021 23:06:04 UTC		

	Rob Neff Verified E-mail: rwneff@gmail.com	
IP: 47.221.149.12 Date: 09 Feb 2021 20:09:42 UTC		

Document completed by all parties on:

09 Feb 2021 20:09:42 UTC

Page 1 of 1



Signed with PandaDoc.com

PandaDoc is the document platform that boosts your company's revenue by accelerating the way it transacts.

