

# **BROWARD ART GUILD BY-LAWS**

**As Amended May 2023**

## **Article I - Name**

Section 1. This organization shall be known as BROWARD ART GUILD, INC., herein after referred to as the GUILD.

## **Article II - Non-Profit Status**

Section 1. The GUILD is incorporated as a non-profit educational organization under Section 501(c)(3) of the Internal Revenue Code.

## **Article III - Objectives and Powers**

Section 1. The GUILD is organized and shall be operated for artistic and educational purposes. Its objectives shall be to foster, encourage, and develop an interest in the creative and experimental arts through lectures, classes, exhibitions, festivals, competitions, and other activities related to the visual arts.

Section 2. The GUILD shall encourage participation and understanding of the arts at all levels of appreciation and talent.

Section 3. The GUILD shall assist in the acquisition of scholarships, grants, and financial assistance for educational and artistic development of the GUILD and its members.

Section 4. The GUILD may own, buy, sell, re-sell, use, display, exhibit, create, accept, and exchange gifts of art, supplies, objects, and materials.

Section 5. The GUILD may own, purchase, sell, lease, sub-lease, build, or encumber such real estate and personal property as may be necessary for these purposes, and may transact any other business as may be necessary to carry out the mission and purposes of this corporation as provided by law.

## **Article IV - Membership**

Section 1. Membership classifications in this organization shall be determined by the Board of Directors.

Section 2. Payment of annual dues shall entitle the member, (if accepted into the Guild), to the full membership privileges appropriate to their membership category for a period of 12 months from receipt of payment.

Section 3. All Members shall follow the code of conduct. Failure to follow the code of conduct will result in a review and possible cancellation of their Membership privileges. We all deserve to live in an environment where we are treated with dignity and respect. The Guild reserves the right, in our sole discretion, to refuse entry and/or Membership and to revoke a membership without refund if a member behaves in such a manner which is unbecoming, threatening or abusive while currently enrolled in our Membership program. We reserve the right to amend the terms of these policies at any time.

Section 4. Any member who fails to pay their renewal dues shall automatically forfeit all membership privileges.

Section 5. A courtesy membership or honorary/lifetime membership may be issued, at the discretion of the Board of Directors, to a member of the GUILD who has exhibited extraordinary contributions to the mission and goals of the GUILD. Such memberships shall entitle the holder to all privileges of the GUILD. Courtesy memberships shall be issued for a period of one year.

Section 6. The amount of membership dues shall be established and set by the Board of Directors.

## **Article V - Admission of Members**

Section 1. Application for membership shall be accompanied by a payment of dues for the membership category requested. Application for membership shall not require information with respect to race, color, religion, sex, national origin, disability, veteran status, marital status, or sexual orientation. Furthermore, the GUILD will not discriminate in any way with respect to the status of any member. Applications for membership shall be reviewed before being approved after receipt of the dues paid for the class of membership sought. The Guild reserves the right, in our sole discretion, to refuse membership.

Section 2. Youth Membership is available to youths 18 years old or younger.

Section 2A. Senior Membership is available to people 80 Years and older.

Section 3. The Board and Executive Director shall maintain a list of members containing in alphabetical order the name, address, email address, and other information as deemed appropriate of each member. The Board will retain the right to maintain any list of volunteers or donors as it sees fit.

## **Article VI - Board of Directors**

Section 1. The election of Directors shall be held at the Annual Membership Meeting which shall be held in the month of May. The term of office of a member of the Board of Directors shall begin upon their being elected as Director, and shall conclude, immediately prior to the first regular board meeting after the Annual Membership Meeting.

Section 2: The term of each Director shall be for three (3) years.

Section 3. Any additional person or persons may be nominated and appointed to the Board at any time by the two-thirds (2/3) consent of the Board. The term of office for Directors elected at times other than at the Annual Meeting shall begin upon their being elected as Director, and shall conclude, as with the other Directors, immediately prior to the commencement of the first regular board meeting after the Annual Membership Meeting.

Section 4. The Directors shall receive no compensation for their services as Directors.

Section 5. Consecutive terms as Director are limited to a maximum of two (2) consecutive terms, a total of six (6) years. Such an individual may be later reelected after not serving at least one (1) year. This provision will begin with the ratification of the amended by-laws in May 2011. The maximum number of terms may be extended if approved by the Board of Directors and approved by the Membership.

Section 6. All Directors must be GUILD members in good standing.

Section 7. The Board of Directors shall consist of no fewer than seven (7) and no more than twenty-five (25) members. Fifty percent (50%) plus 1 of the current membership of the Board shall constitute a quorum necessary to conduct business. Except as otherwise herein provided, all actions taken by the Board of Directors shall be by a majority vote of the Directors present and voting at a meeting.

Section 8. Directors shall consist of artists, non-artists, governmental agents, civic representatives, businesspeople, and/or any other type of person necessary to fulfill the mission of the GUILD.

Section 9. Individual Directors shall be governed by the same rules, policies and procedures regarding GUILD sponsored competitions, provided such competitions are not judged by any affiliate of the GUILD or its Board. Any Director entering any GUILD competition shall do so anonymously in regard to the actual piece submitted to the judge/juror. The intent of this provision is to preserve the voluntary aspect of Board service while encouraging participation by the Board in GUILD activities.

Section 10. The Board of Directors has the authority to establish a Board of Trustees, an Advisory Board, a Board of Counsel, or any other entity necessary to appropriately conduct matters of business for the GUILD. Members of any such Advisory Board shall serve without compensation.

Section 11. Any Director failing to attend three consecutive meetings, unless previously excused for good cause by the President, or to have missed a total of four meetings within a twelve-month period of time, will have their Board membership reviewed by the whole Board. The Board may remove the director from the Board by a 2/3 vote of the Board.

Section 12. A Director may resign at any time by giving written notice to the President or the full Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 13. Any Director may be removed from the Board by a 2/3 vote of the Board.

Section 14. Any Director may be removed by the vote of a majority of GUILD membership. This vote will take place at a special meeting convened for this purpose at the written request of twenty-five percent (25%) of the GUILD membership. The removal of a Director shall require a separate vote for each Director sought to be removed. If removal is affected at a meeting, any vacancies created thereby shall be filled by the Members at the same meeting. Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting.

Section 15. Any Director who resigns or is removed from office shall turn over to the Board within 72 hours any and all records and all property of the GUILD in his or her possession.

### **Article VII – Powers and Duties of Board Members**

Section 1. The Directors shall be responsible for the general management of the property, funds, affairs and business of the GUILD and the creation and filling of the Executive Director position, including delineating the responsibilities, duties, and remunerations thereof. This includes setting board policies.

Section 2. The Board shall schedule monthly meetings, which are open to all members of the GUILD.

Section 3. The Directors shall be involved in fund raising for the GUILD. The Board's primary responsibility is to lead the effort of fundraising for the organization's current programming and future plans.

Section 4. The board will make sure that the GUILD has the resources to successfully achieve its mission. This requires that Board members contribute more than their fair share in membership responsibilities and lead by example in the support of the organization.

Section 5. Be an emissary or ambassador of good will for the GUILD and all it stands for.

Section 6. Formulate and dispense a written plan that outlines the long-term goals of the organization.

### **Article VIII - Election of Officers**

Section 1. The election of Officers shall be held at the next regularly scheduled Board meeting following the Annual Membership Meeting. The Board of Directors shall elect Officers from their own body. The Officers of the GUILD shall be elected by a majority vote of the members of the Board of Directors. If after the first ballot, no candidate receives a majority of votes, the two highest vote receivers will be placed on a second ballot. The winner of that ballot will be the OFFICER elected by the Board.

Section 2. The four Officers of the GUILD shall be the President, Vice-President, Treasurer, and Secretary. In addition, the board may elect an Assistant Treasurer at its discretion. The Executive Committee shall consist of the Officers of the Board of Directors, plus one or more Board Member to be appointed by the President.

Section 3. The term of each Officer shall commence upon election and shall be effective for one year.

Section 4. To be eligible for any Office of the Board, a director must have been a Board member for a period of six months

prior to the election, except by the consent of 2/3 of all directors voting in person or by written ballot. Nominations for the Offices shall be made openly. The actual vote shall be conducted by secret ballot.

Section 5. No officer shall be elected to the same office for more than two consecutive terms. A board member can be eligible to serve a second two terms after a one-year period off of the Executive Committee. The maximum number of terms may be extended if approved by the Board of Directors and approved by the Membership.

Section 6. An officer may resign at any time by delivering notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 7. Any officer may be removed as prescribed by the procedures set forth under Article VI, Section 13 and/or Section 14, provided that an officer may be removed with or without cause. Removal as an officer need not affect the status of the individual as a Director.

Section 8. Vacancies on the executive Committee shall be filled within 30 days by a majority vote of the Board of Directors. The person selected to fill such vacancy shall serve for the balance of the term and shall be permitted to serve two terms thereafter.

### **Article IX - Duties of Officers.**

Section 1. President - The President shall be the Chief Executive Officer of the GUILD, and subject to the control of the Board of Directors, shall have general management, supervision, directions, and control of the business affairs of the GUILD. The President shall preside at all meetings of the members and Board of Directors and shall sign and execute necessary proclamations and instruments on behalf of the GUILD, unless otherwise required or permitted by law or by delegation of the Board. The President shall serve as an ex-officio member of all committees.

Section 2. Vice-President - The Vice-President shall preside at all meetings in the absence of the President and shall assume the Presidency should the Office become vacant. The Vice-President shall have additional powers and duties as may be prescribed by the Board of Directors.

Section 3. Treasurer - The Treasurer shall be the Chief Financial Officer of the GUILD, and shall keep and maintain adequate, timely and accurate accounts of the properties and business transactions of the GUILD. The books of account shall be open at all reasonable times to inspection by the President or any Director and be reported in summary to the Board monthly and to the members annually. The Treasurer shall deposit or cause to be deposited all monies and valuables in the name of and to the credit of the GUILD and shall disburse funds from these accounts accordingly to operate the GUILD and to make any other financial provisions as directed by the Board. The Treasurer will make a monthly report to the board of Directors on the financial situation of the GUILD. These transactions are subject to an annual independent audit by a certified accounting firm. The Treasurer shall perform related duties as required by the Board.

Section 4. Secretary - The Secretary shall transcribe, secure and disburse written minutes of all meetings of the Board of Directors and the General membership. These shall include appropriate place, date and time, members and Director's present or absent, and a detailed and general summary of the proceeding thereof. The notice of these meetings and proceedings shall be given to all members in good standing in advance and be available to them upon request. The Secretary shall perform related duties as required by the Board.

## **Article X – Committees/Task Forces**

Section 1. The Board will create standing committees, which may include, but not necessarily be limited to:

- a. Executive Committee;
- b. Exhibitions;
- c. Finance;
- d. Fundraising;
- e. Education;
- f. Membership;
- g. Public Relations;
- h. Building

Section 2. Each committee may have a Chair, which except for committees authorized to exercise the authority of the Board, shall be appointed by the President. Except for the Executive Committee and any other committee authorized to exercise the authority of the Board, The Chair need not be a Director. Except for the Executive Committee and any other committee authorized to exercise the authority of the Board, Committee members shall be appointed by the respective Committee Chair.

Section 3. No more than three (3) board members may sit on any individual standing committee, unless they also sit on another committee as well. This is to ensure that all aspects of the GUILD'S operations are given appropriate attention. A Board member must be willing to take leadership of a committee or sub-committee. Merely sitting on a committee does not satisfy the Board member's obligation in that regard.

Section 4. All committees of the GUILD will fall into one of three (3) parent categories: Internal, External, and Governance. Policies of conduct and authority for each category will apply to all committees within that category. These policies will be designated by the Board. These categories are described as follows:

Internal – Covers committees/task forces that are related to functions of the Guild that are self-contained operations that do not directly rely on outside sources to achieve the goals of said committees/task forces. Examples of standing and suggested committees falling into this category are, but not limited to: Executive, Exhibitions, Finance, Programming, Education, and Building.

External - Covers committees/task forces that require outside support to achieve the goals of said committees/task forces. Examples of standing and suggested committees falling into this category are, but not limited to: Public Relations, Outreach, Marketing, Website, and Social Media.

Governance - Covers committees/task forces that ensure the functions of the Guild are supported. Examples of standing and suggested committees falling into this category are, but not limited to: Fundraising, Board Recruitment, Cross-Training, and Planned Giving.

Section 5. Exhibition Committee - the Exhibition Committee shall consist of the Event Chair, who will serve as chair, and any other staff or members of the GUILD. The Exhibition Committee shall determine the scope, concept, content, and criteria of the exhibition schedule of the GUILD. This is the essential committee of the Visual Artists and Members of the GUILD. Open input and suggestions should be actively encouraged from the general membership and executed prudently by the committee.

Section 6. Finance Committee - the Finance Committee shall consist of the Treasurer, who will serve as chair, and two additional Board members. Together with the Executive Director of the GUILD, the Finance committee shall formulate and submit a proposed budget to the Board. This committee shall review the financial needs and records of the GUILD as required and make recommendations to the Board thereon.

Section 7. Fund raising Committee - The Fundraising Committee shall consist of Board member, as chair and shall work with other members of the Board to organize all fund-raising projects of the GUILD. The Committee shall oversee and assume responsibility for accepting, developing, and budgeting resources and ideas for projects in order to raise additional funds for the development of the GUILD.

Section 8. Education Committee - The Education Committee shall consist of a Board Member, as chair, and any additional staff and educators as may be needed to set standards and policy in relation to the educational and teaching components of the GUILD.

Section 9. Membership Committee - The Membership Committee shall consist of a Board Member, as chair, and any other staff or members of the GUILD as may be needed to develop, enhance, expand and maintain the general membership of the GUILD.

Section 10. Public Relations Committee - the Public Relations Committee shall consist of a chair, and any additional staff or members as need be. The function of this committee shall be to develop and disseminate informational notices and releases to the media at large.

Section 11. Building Committee - The Building Committee shall consist of a chair, and any other staff or members as need be to secure, maintain, and enhance the physical plant and properties of the GUILD. During times when the GUILD may not have a building to manage, it is this committee's responsibility to ensure that building fund is established and funded and that future plans for our building are maintained and prioritized.

### **Article XI - Executive Director**

Section 1 - The President of the GUILD shall, with the approval of a two-thirds (2/3) majority of the Board of Directors, appoint a paid Executive Director of the GUILD. The Executive Director of the GUILD shall serve as the Chief Operating Officer of the GUILD and shall have such powers, duties, and responsibilities as the Board of Directors shall prescribe. The Executive Director reports to the President of the Board of Directors and is responsible for the day-to-day functions and activities necessary to conduct the appropriate business goals of the GUILD.

Section 2 - The Executive Director may, to the extent possible due to financial considerations, hire, supervise, and direct appropriate staff as necessary to accomplish the goals and directives of the Board.

### **Article XII - Membership Meetings**

Section 1. - The Annual Meeting of the Membership shall be held during the month of May. The date shall be set by the President and the Board of Directors. By the end of April, the membership shall be notified by mail of the date and time of the Annual meeting. A written proxy will be provided in advance to any member upon request and may be submitted in person or by mail at the Annual Meeting.

Section 2. - Special Meetings of the Members may be called for specific purposes by the President or at the discretion of a majority of the members of the Board of Directors. Notice for such meetings shall be mailed or otherwise notified to the membership 10 days in advance.

Section 3. - Quorum - The total number of members present and by proxy at any Annual Meeting or Special Meeting shall constitute a quorum for conducting business.

Section 4. - The election of Members to the Board shall be done by a 2/3 vote of the Quorum present at any meeting of the General Membership.

### **Article XIII - Rules of Orders and Procedures**

Section 1. The procedures in the meetings of this organization shall generally follow Roberts Rules of Order, Amended. Courtesy and respect shall be maintained at all times by the orderly proceedings of the President, allowing for meaningful input and consideration of all members. Discussions will be governed by the President, within the context of time constraints and limitations.

Section 2. The fiscal year of the GUILD begins on May 1 and ends on April 30 of the following year.

Section 3. Amendments to these by-laws may be made at the Annual Membership Meeting. Agreement by a vote of 2/3 of the members present and by proxy shall be necessary for the adoption of such amendments and changes. A copy of the proposed changes shall be made available to every member prior to any vote at the Annual Meeting.

Section 4. An emergency meeting of the Board of Directors and the General Membership may be called at any time by the President of the GUILD, or by the petition of a minimum of five Board members, in order to ensure the existence of the GUILD. Such a meeting shall be governed by the same rules as an annual meeting.

### **Article XIV - Indemnification**

Section 1. The GUILD shall indemnify its Directors and Officers to the fullest extent permitted under Florida law as it may exist from time to time, as may be amended. Indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationships with the GUILD in any or all capacities. The Board of Directors may indemnify any or all of its employees to any extent the Board may determine up to and including the fullest extent possible permitted under Florida law.

### **Article XV – Amendments**

Section 1. Amendments to the By-Laws may be proposed by any individual member of the Board of Directors or by a written request from twenty-five (25) members of the GUILD.

Section 2. These By-Laws may be amended at any duly convened meeting of the Board by two-thirds (2/3) of the Directors present at such meeting. Any change to the By-laws must be ratified by a two-thirds (2/3) majority of the voting members at the Annual Membership Meeting.

**The Guild Covid Policy, previously a part of the By Laws, will now be considered an office policy only.**