

ART GUILD OF THE PURPLE ISLES

A Not-for-Profit Social Guild of Artists

ARTICLES OF ASSOCIATION and BYLAWS

ARTICLE I

ARTICLES OF ASSOCIATION

- 1.01 **NAME:** The name of the organization shall be the ART GUILD OF THE PURPLE ISLES hereafter referred to as the Guild.
- 1.02 **MISSION:** The mission of the Guild is to foster camaraderie, support and encourage visual artists with educational activities and venues for exhibiting their work and to develop a public awareness and appreciation of the visual arts throughout the community.
- 1.03 **GOALS:** The goals are:
- a. To provide members with an Annual Judged Art Show, workshops taught by professional artists, Plein Air and studio painting venues, public venues for the display of their artwork and events for social interaction.
 - b. To provide art supplies and mentoring support to local schools.
- 1.04 **ORGANIZATION:**
- a. The Guild shall be a not-for-profit 501(c)(7) social organization established in the State of Florida, formed for charitable and educational purposes. No part of the Guild's income shall inure to the benefit of any member, director or officer of the Guild or any private individual.
 - b. No substantial part of the activities shall influence legislation, and the Guild shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
 - c. Notwithstanding any other provision in these documents, the Guild shall not engage in any activities prohibited (a) by the same and recognized as exempt from federal income tax under section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by an association, contributions to which are deductible under 170(c)(2) or the Internal Revenue Code, or the corresponding section of any future Federal tax code.
- 1.05 **REIMBURSEMENT:** Reimbursement for expenditures or juried art awards shall not be considered as distribution of income.
- 1.06 **DISSOLUTION:** Upon the dissolution of the Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Florida Keys Council of the Arts, 1100 Simonton Street #2-263, Key West, Florida 33040 to be used for artists and educational grants. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county of Monroe, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS

ARTICLE II

MEMBERSHIP AND DUES

2.01 Membership. Membership in the Guild shall be vested in the following classifications and shall be conferred regardless of race, color or religion:

- a. General Membership. Individuals of 18 years of age or older, active in creating artistic works in the visual arts who have completed a membership application and paid their annual dues shall comprise the general membership. General members shall have voting privileges, one vote on matters submitted to a vote at a meeting of members, and shall be eligible to hold office, serve on committees, and participate in Guild activities.
- b. Couples Membership. Couples membership is available to general members at a reduced annual membership fee. This membership for spouses and partners confers all the privileges of individual membership and each spouse or partner shall have one vote on matters coming before the membership.
- c. Honorary Membership. The Board of Directors, hereafter referred to as BOD, may designate Honorary Membership for individuals who have been long standing members and who have performed special service to the Guild. Honorary members have the privileges of general membership but do not pay annual dues. Other fees are not waived for this classification.

2.02 Action by Membership. The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership.

2.03 Termination of Membership. Membership may be terminated as follows:

- a. Voluntarily. Any member may voluntarily resign his/her membership by submitting their notice of resignation in writing to the President or Recording Secretary.
- b. Involuntarily. A member may be involuntarily terminated from membership by a two-thirds secret ballot of the BOD based on violation of the bylaws or mission or conduct or action which adversely reflects on the ethics and principles held by the Guild.

2.04 Membership Dues.

- a. The BOD shall determine the amount of annual membership dues.
- b. Annual dues are payable by October 31 of each calendar year.
- c. Annual dues must be paid to the Treasurer by December 31st to participate in Guild activities and the Annual Art Show. There shall be no exceptions.
- d. Annual dues will be prorated to fifty percent (50%) if received after the conclusion of the Annual Art Show.
- e. Annual dues will be applied to the coming fiscal year for memberships opened after the first day of May.
- f. Dues are forfeit by membership termination.

ARTICLE III

MEETINGS

- 3.01 General membership meetings shall be held on the first Wednesday of each month, November through April, subject to change by the BOD. The annual meeting shall be held in April at a time and place designated by the BOD for the purpose of electing the members of the Executive Board and transacting any other business as may properly come before the meeting.
- 3.02 BOD meetings shall be held monthly prior to the general membership meeting to set the agenda for the general meeting and to conduct the business of the Guild. Special meetings of the BOD may be called by the President or five members of the BOD.
- 3.03 Special meetings of the membership may be called by the President and BOD or by written request of twenty per cent (20%) of the membership. Notice of the time, place and the purpose of a special meeting of the membership shall be provided to members via letter, fax, email or telephone or such other form of communication as may be designated by the BOD, not less than three nor more than 10 days prior to the special meeting.
- 3.04 Joint Meeting. There shall be a joint meeting of the existing Officers and BOD and the newly elected Officers and BOD in April following the election.
- 3.05 A quorum shall consist of twenty percent of the total membership present in person for the purpose of voting.
- 3.06 The time and location of all meetings will be posted on the Guild website and notification sent by e-mail to members.

ARTICLE IV

GOVERNMENT AND OFFICERS

- 4.01 The Executive Board shall consist of the following officers: President, Vice-President, Recording Secretary and Treasurer, who are elected annually by the membership; and the Immediate Past President.
- 4.02 The President, with the approval of the Executive Board, shall annually appoint the Chairpersons of standing committees. The BOD shall consist of the Executive Board and the Chairpersons of the standing committees.
- 4.03 The BOD shall manage the business and activities of the Guild.
- 4.04 The Executive Board, with the approval of the BOD, shall conduct all administrative matters and report recommendations at general meetings.
- 4.05 A quorum shall be a simple majority of the BOD and must be present in person to conduct the business of the BOD.
- 4.06 Motions shall pass by a simple majority of the BOD.
- 4.07 Election Procedure.
 - a. The President with approval of the BOD shall appoint a Nominating Committee, in February, consisting of three individual members. The President shall not serve on the Nominating Committee but is available for consultation.
 - b. The Nominating Committee shall prepare a slate of Executive Board candidates, evaluate their willingness to serve, and present the slate to the April general membership meeting. The Nominating Committee shall call for nominations from the floor prior to voting.

- c. Voting shall be by secret ballot if nominations are taken from the floor.
 - d. The Officers shall be elected annually by a majority vote of members attending the April annual meeting of the general membership and shall take office in October.
- 4.08 Removal from Office. Elected and appointed Board members may be removed from office at any time, with or without cause, by a vote by a two thirds (2/3) closed ballot vote of the BOD present and voting.
- 4.09 Vacancies. The President, with the approval of the BOD, shall make appointments to fill vacancies of any office, with the exception of the Presidency, to serve until expiration of the term.
- 4.10 Compensation. Members of the BOD shall serve without compensation except for standard expense reimbursement for costs incurred in the discharge of their duties, and approved by the Executive Board.
- 4.11 Indemnification. The Guild shall indemnify any officer, committee members and board members against expenses actually incurred by such person in connection with the defense of any civil action, suit or proceeding in which such person is made a party by reason of being or having been such officer, board member or committee member in which such person is found not liable. Such indemnification shall not be deemed exclusive or any other rights to which such officer, board member or committee member may be entitled under any bylaw, agreement, vote of the BOD, or otherwise. The rights to indemnification set forth in this article are expressly conditioned upon such rights not violating the Guild's status as a tax exempt organization in 501(c)(7) of the IRS code of 1986, as amended.
- 4.12 Insurance. The Guild shall have authority to purchase and maintain insurance on behalf of the BOD and its members against any liability or cost incurred by the BOD or member arising out of status, or action as a board member, whether or not the Guild would have power to indemnify the member against such liability under these bylaws or the laws of the State of Florida.
- 4.13 Liability of the Board of Directors. No BOD member shall be personally liable to the Guild's creditors or for any indebtedness or liability. Any and all creditors shall look only to the assets of the Guild for payment.

ARTICLE V

DUTIES OF THE EXECUTIVE BOARD MEMBERS

- 5.01 President. The President shall preside at all regular, BOD and special meetings. The President shall, with the approval of the Executive Board, appoint Chairpersons to all Standing Committees. The President shall be considered a member of all standing committees, except the Nominating Committee. The President, with the Recording Secretary, shall file and maintain copies of the Annual Report to the Florida Department of State in compliance with requirements for 501(c)(7) status.
- 5.02 Vice-President. The Vice-President shall preside at meetings in the absence of the President and will assume the duties of the President should the President be unable to preside in an unexpired term. The Vice-President shall serve as chair of the Membership Committee and maintain a current membership roster.

- 5.03 Treasurer. The Treasurer shall have charge of all funds, collect dues, pay those bills approved by the BOD, keep accurate and timely account of all receipts and expenditures and report to the BOD and/or general membership as requested by the President. The Treasurer will contact the Guild's banking institution to register authorized account signatures: those authorized co-signers shall be the Treasurer, the President, and a past president or past treasurer, selected by the Executive Board. The Treasurer shall maintain, or with Executive Board approval, appoint a person to maintain compliance with IRS requirements for 501(c)(7) status.
- a. The fiscal year of the Guild shall be from October first to September thirtieth.
 - b. All books, records and tax returns shall be kept and made in accordance with said fiscal year.
- 5.04 Recording Secretary. The Recording Secretary shall record and recite, upon request, the minutes of all BOD, general membership and special meetings. The Recording Secretary shall provide a substitute if unable to attend a meeting. A copy of the minutes of general membership meetings shall be submitted to the Website Coordinator for publication on the Guild website. The Recording Secretary with the President shall file and maintain copies of the Annual Report to the Florida Department of State in compliance with requirements for 501(c)(7) status.

ARTICLE VI

STANDING COMMITTEES

- 6.01 The following shall be the standing committees of the Guild:
- a. Membership Committee. The Membership Committee shall be chaired by the Vice-President.
 - b. Annual Art Show Committee. The Annual Art Show Committee shall organize and conduct the Annual Art Show for members in good standing to exhibit their work.
 - c. Publicity Committee. The Publicity Committee shall be responsible for the distribution of news of the Guild and its activities to the public.
 - d. Workshop Committee. The Workshop Committee shall be responsible for the coordination of not less than two workshops taught by professional recognized artists per year.
 - e. Hospitality Committee. The Hospitality Committee shall organize and provide refreshments for meetings, social gatherings, and the Annual Art Show. The Hospitality Committee shall, with BOD approval, purchase and maintain refreshments, supplies and equipment related to hospitality activities.
 - f. Plein Air Committee. The Plein Air Committee shall organize and conduct Plein Air painting activities for the membership.
 - g. Student Liaison Committee. The Student Liaison Committee shall act as liaison between the Guild and local schools to identify opportunities to encourage the visual arts through providing art supplies and mentoring activities. The committee shall organize and mentor high school students who participate in the Annual Art Show.

ARTICLE VII

SPECIAL COMMITTEES

7.01 SPECIAL COMMITTEES may be established by the BOD as it deems appropriate from time to time. Special Committees shall have the duties and responsibilities as the BOD shall designate.

ARTICLE VIII

APPOINTED POSITIONS

8.01 The President, with the approval of the Executive Board, shall call for volunteers and shall appoint the following Positions: Website Coordinator, Librarian, Historian, Corresponding Secretary, Nominating Chairperson and Nominating Committee.

ARTICLE IX

AMENDMENTS AND CHANGES

9.01 Amendments and changes to the Articles of Association or Bylaws may be proposed in writing to the BOD by any member in good standing. Proposed amendments and the BOD recommendations relevant to the proposal shall be presented at a general membership meeting, recorded in the minutes of the meeting and posted to the Guild website. Adoption of proposed amendments requires a majority vote of the members present at the next general meeting.

ARTICLE X

BYLAWS COMMITTEE

10.01 A Bylaws Committee shall be appointed by the President when deemed necessary. The Bylaws Committee shall consider and propose revisions to the membership at a general meeting the month preceding a vote. Adoption of the proposed bylaws requires a majority vote of the members at the next general meeting.

ARTICLE XI

PARLIAMENTARY AUTHORITY

11.01 The rules contained in Robert's Rules of Order, Revised, shall be the parliamentary authority for the Guild in all matters not covered by these bylaws or in standing rules which may be adopted from time to time.

This signature page is an integral part of the
Articles of Association and Bylaws of the Art Guild of the Purple Isles

IN WITNESS WHEREOF, WE HAVE HEREUNTO SUBSCRIBED OUR NAMES THIS

_____ DAY OF _____ (month) _____ (year).

Printed Name

Signatures

1. Janice Lee, President

2. Sharron O'Brien, Vice President

3. Michael Mayer, Treasurer
