

Amended and approved June 11, 2008

By-Laws of Springfield Art Guild, Inc.

ARTICLE I – Members

- a) There shall be one class of members in the Corporation, who shall be known as Active Members. Any person, eighteen years of age or older, who is interested in arts and crafts, may become an Active Member by registering their name and address with the Secretary of the Corporation, and paying annual dues.
- b) Only Active Members shall have voting rights in the Corporation.
- c) No member shall be assessed for any debts of the Corporation.

ARTICLE II – Monthly Member Meetings

- a) Monthly meetings shall be:
 - 1. open to all interested persons;
 - 2. held on the second Wednesday of each month, or as determined by the Board of Directors; and,
 - 3. held in Springfield, Virginia, or at such other places as determined, by the Board of Directors. Notice of the date, time and place of the meetings shall be published in the Newsletter and sent to all Active Members by regular mail or electronically, not less than five days nor more than forty-five days before the meeting.
- b) If votes are to be taken at a Monthly meeting, it will be considered as a Special meeting and conducted as such under the provisions of these bylaws.

ARTICLE III – Annual and Special Meetings

- a) The Annual meeting and all Special meetings shall be held in Springfield, Virginia, or at such other places as determined, by the Board of Directors. Notice of the date, time and place of the meetings shall be published in the Newsletter and sent to all Active Members by regular mail or electronically, not less than five days

nor more than forty-five days before the meeting.

b) At the Annual and all Special meetings:

- 1. voting may be by voice vote, but any Active Member may demand a vote be taken by written ballot;
- 2. active Members shall be entitled to vote in person or by written or electronic proxy, submitted by the absent member, and be dated not more than six months prior to the meeting; and,
- 3. a quorum shall consist of no fewer than twenty-five Active Members, either in person or by proxy. The votes of a simple majority of those present at such meeting shall be sufficient to transact business.

c) The Annual meeting shall be held on the second Wednesday, in June, of each year. Its purpose is to elect directors and transact other business. If the election of directors is not held at this meeting, the Board of Directors shall cause the election to be held at a Special meeting as soon thereafter as practical.

d) At least ten days before the Annual meeting, the Secretary shall make an alphabetical list of the names and addresses of all Active Members. The list shall be kept by the Secretary, and may be subject to inspection by any Active Member during the meeting where Directors are elected. The current membership rolls shall be acceptable evidence as to who are Active Members entitled to examine the list, or membership rolls, or to vote at the Annual meeting.

e) The agenda for the Annual meeting shall be as follows:

- 1. Call the meeting to order
- 2. Determine if a quorum is present
- 3. Determine if the notice of the meeting was proper
- 4. Read the Minutes of the previous Annual meeting
- 5. Elect the new Directors
- 6. Conduct other business
- 7. Adjourn

f) Special meetings may be called by the President, or in the President's absence, by the Vice President, or a majority of the Board of Directors, or upon a request of 25% of the Active Members. Business transacted at all Special meetings shall be

confined to the object stated in the call of the meeting.

ARTICLE IV – The Board of Directors

- a) The number of initial directors shall be nine, divided into three classes serving terms of three, two and one years, respectively. Annually thereafter, the members of the Corporation shall elect three directors, for three-year terms.
- b) Candidates for the Board of Directors shall be nominated by a committee, which is appointed by the Board of Directors. Candidates may also be nominated from the floor, provided prior consent has been obtained from the candidate.
- c) A vacancy occurring in the Board of Directors shall be filled by a simple majority vote by the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election, at an Annual or Special Meeting of the Active Members.
- d) Board members may serve up to two consecutive terms, of three years each. After a board member has served two consecutive terms, one year must elapse before another term is served.
- e) Any member of the Board of Directors may resign by filing a written resignation with the Secretary.
- f) The Board of Directors shall:
 - 1. have the authority to manage the business of the Corporation;
 - 2. determine the annual dues, payable in September of each year, or as prorated for new members;
 - 3. approve, in advance, all gifts and investments;
 - 4. receive no salary for their services as such. However, the Board of Directors may contract with, and pay reasonable compensation to, any Active Member for certain services to the Corporation. These contracts shall require a resolution by the Board of Directors, and notice to the membership; and,

- 5. authorize, by resolution, all loans contracted on behalf of the Corporation, and all evidences of indebtedness issued in its name.

ARTICLE V – Officers

- a) The officers of the Corporation shall be President, Vice President, Treasurer and Secretary. The Board of Directors shall elect these officers from the members of the Board, at their first meeting held after the Annual meeting, or as soon thereafter as practical. The Board of Directors may elect additional officers.
- b) Each officer shall hold office until their successor is elected, or until they resign or have been removed from the Board.
- c) Any officer may be removed by the Board of Directors, when in its judgment the best interests of the Corporation would be served.
- d) A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.
- e) The President, subject to the control of the Board of Directors, shall:
 - 1. be the principal executive officer of the Corporation;
 - 2. supervise and control all the affairs of the Corporation;
 - 3. preside at all meetings of the Active Members and the Board of Directors;
 - 4. together with the Treasurer (or other officer of the Corporation authorized by the Board of Directors) sign any deeds, mortgages, bonds, contracts, or other instruments, which the Board of Directors has authorized; and,
 - 5. appoint standing or temporary committees with such powers as needed.
- f) The Vice President shall perform the duties of the President, when the President is absent or unable to act.
- g) The Secretary shall:
 - 1. keep the minutes of Special and Annual meetings of the Active Members, and meetings of the Board of Directors

- (except committee meetings), in one or more books prescribed for such purpose;
2. ensure that all notices are given in accordance with provisions of these by-laws;
 3. be custodian of the corporate records;
 4. keep a list of the post office address of each Active Member; and
 5. provide the list of eligible voters for the annual election of Board members in accordance with Article III(d) of these bylaws.
- h) The Treasurer shall:
1. have custody of, and be responsible for, all funds and securities of the Corporation;
 2. receive and give receipts for money payable to the Corporation;
 3. deposit all money, in the name of the Corporation, in such bank, trust companies or other depositories as shall be designated by the Board of Directors; and,
 4. obtain approval of the Board of Directors for expenditures over \$300, and have documents co-signed by an officer of the Board.

ARTICLE VI – Board Meetings

- a) The Board of Directors shall determine the places, dates and times of its Regular meetings. Notice of Regular meetings shall be published in the monthly newsletter and sent to all Active Members by mail or electronically, not less than five days nor more than forty-five days before the meeting.
- b) Special meetings of the Board of Directors may be called by the President, or a majority of the Directors. The persons authorized to call Special Board meetings shall determine the place, date and time.
- c) Notice of Special meetings of the Board of Directors shall be

- given, at least, five days prior to the meeting, by a notice delivered personally, telephonically, electronically or mailed to each director.
- d) The attendance of a director at a Board meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.
 - e) Results of all meetings of the Board of Directors shall be reported in the next regularly scheduled newsletter.
 - f) A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

ARTICLE VII – General

- a) The principal office of the Corporation in the State of Virginia shall be located in Springfield, County of Fairfax. The Corporation may have other offices within or outside the Commonwealth of Virginia as the Board of Directors may direct.
- b) For all meetings, Roberts Rules of Order (Revised) shall be followed.
- c) These By-laws may be amended, or new by-laws adopted, by a vote of the Active Members. Any proposal for such action shall be presented in the Newsletter and sent to all Active Members by regular mail or electronically, not less than five days nor more than forty-five days before the meeting. A two-thirds majority of the Active Members present, either in person or by proxy, shall be sufficient for adoption.
- d) Whenever notice is required to be given to Active Members or Directors, a written waiver, signed by the persons entitled to notice, shall be deemed equivalent to the giving of such notice.
- e) The fiscal year of the corporation shall begin on the first day of September and end on the last day of August of each year