

**CHARLESTON ARTIST GUILD BYLAWS**  
**As amended November 8, 2006**

ARTICLE 1. MEMBERSHIP

1. There shall be six categories of membership

- A. Active Member: Any adult person may apply for active member status.
- B. Student Member: Full-time students, sixteen (16) years old or older who are residing in the Charleston area and who are interested in the purposes of the Guild, are eligible to join. Student Members may take part in the Guild functions and shall have a reduced level of fees, but shall have no vote and shall not hold office.
- C. Exhibiting Member: Any Active, Student or Patron Member who has attended at least one general meeting of the Guild, may apply for Exhibiting Member status. At least twice each year, Active, Patron and Student Members can submit three works of art to the Jurying Committee as evidence of their ability to create acceptable paintings, drawings, sculptures, or handmade engraved prints. Music and other forms of decorative arts and crafts are not acceptable.
- D. Exhibiting Photographer. Any Active, Student or Patron Member who has attended at least one general meeting of the Guild, may apply for Exhibiting Photographer status. At least twice each year, Active, Patron and Student Members can submit three works of photography to the Photography Jurying Committee as evidence of their ability to create an acceptable level of photography.
- E. Honorary Member: Any member with the support of three other members may submit the name of a worthy person to the Board of Directors for approval as an Honorary Member. The Board of Directors may, in its discretion, select as an Honorary Member any proposed candidate who has promoted the Guild or fine art in the community in an exemplary manner. Honorary Members shall have all rights and privileges of Active Members. Honorary Members shall be exempt from the requirement to pay annual dues, but they shall pay all fees required from Active and Exhibiting Members for Guild events in which they participate.
- F. Patron Member: Any person may join to support Guild community projects under special patron categories: Artist Friend \$50, Art Lover \$100, Art Collector \$250, Art Scholar \$1,000, or Artist Benefactor \$2,500 and above. Individual Patron Members will have all rights and privileges of Active Members including the right to become juried as an Exhibiting Member.

2. All members, other than Student Members, shall have the right to vote and to hold office.

3. Annual dues, student dues, and late fees shall be set by the members at the Annual Meeting. All fees and dues must be paid in full for a member to be in good standing. Members not in good standing may not vote at Guild meetings and may not exhibit their

work at Guild events. Annual dues are payable on the first of July and must be paid before September 1 each year, after which a late fee will be added. Failure to pay dues and fees shall result in termination of membership at the end of the fiscal year. Dues shall be pro-rated for new members. Members joining from July through September will pay the full amount. Thereafter a decreasing schedule by month will be observed.

4. The membership year of the Guild shall be from July 1 through the following June 30.

## ARTICLE II. GUILD MEETINGS

1. The members shall meet monthly during the months of September through May at a place and time selected by the Board of Directors. Special meetings may be called by the President or by a majority vote of the Board of Directors. Only those matters contained in the notice for a special meeting may be acted upon at that special meeting. At least seven days' written notice shall be mailed to all members for all meetings.

2. The members shall have the following powers and duties:

A. to adopt and amend standing rules and these bylaws;

B. to adopt an annual budget, prepared by the President and Treasurer and approved by the Board of Directors;

C. to elect officers and members of the Board of Directors, with open nominations and, if requested by at least five members present at the meeting, by a secret ballot;

D. to adopt statements of policy and take actions appropriate to the purposes of the Guild; and

E. to act as the final authority on all matters arising in this Guild, for which authority has not been given to some other officer or governance body by these Bylaws.

3. The quorum at a meeting of the Guild shall be twenty of the members in good standing. Proxies are not allowed for either the establishment of a quorum or for the transaction of the business of the Guild.

4. The Annual Meeting of the Guild shall be held in April or May of each year at a time and place fixed by the Board of Directors. The agenda for the Annual Meeting shall include the election of the officers of the Guild and the Board of Directors and the approval of proposed dues and fees for the following fiscal year.

5. An annual budget for the Guild shall be presented to the members for their review and adoption at the September members meeting.

## ARTICLE III. OFFICERS

1. The officers of the Guild shall be the President, Vice President, Secretary and Treasurer.
2. To be eligible for election to an office of the Guild, a member must be an active member in good standing on the date of the election and must have agreed to be a candidate for the office.
3. The terms of the officers shall be one year. The term shall begin upon the election of the officer and shall end upon the election of the officer's successor or when a successor is appointed in accordance with the Amended Articles of Incorporation. The President and the Vice President shall not serve more than two successive full terms in the same office, provided, however, that with the unanimous consent of the Board of Directors, the President and the Vice President may serve for a third consecutive term. The officers shall receive no compensation for their holding office but be reimbursed for the ordinary and necessary expenses incurred in the fulfillment of their Guild duties.
4. The powers and duties of the officers shall be as follows:
  - A. President. The President shall be the principal representative and spokesperson for the Guild; preside at all meetings of the members and the Board of Directors; prepare the proposed annual budget, with the advice of the Treasurer, for submission to the Board of Directors for its approval; supervise the activities of the Guild staff within guidelines approved by the Board of Directors; receive notice of substantive business proposed by members for meetings and prepare and cause the proper notice of all meetings to be sent to the members for such meetings; and otherwise carry out duties customarily associated with the office of President.
  - B. Vice President. The Vice President shall assist the President in the duties of that office, as requested by the President, and preside at meetings of the members and the Board of Directors in the absence of the President. The Vice President shall chair the Jurying Committee and select jurors to serve in connection with Guild events.
  - C. Secretary. The Secretary shall keep an accurate record of actions taken in meetings of the members and the Board of Directors. The Secretary, with assistance from the Guild staff and the Treasurer, shall organize and maintain all official records and files of the Guild in the Guild office.
  - D. Treasurer. The Treasurer shall cause an accurate set of accounts to be maintained for the Guild and shall, with the President, prepare a proposed annual budget. The Treasurer, with assistance from the Guild staff, shall also: organize and maintain all official financial records of the Guild in the Guild office; provide periodic reports to the Board of Directors on the status of the Guild's finances; maintain appropriate bank and brokerage accounts for the Guild; recommend to the Board of Directors appropriate insurance coverages for the Guild; and arrange for the filing of tax returns and such other annual or periodic registrations, licenses and financial reports as may be required of the Guild. The Treasurer, with the approval of the Board of Directors, shall also arrange for the selection of one

or more qualified individuals who are not on the Board of Directors to perform an annual review of the Guild's financial accounts and report to members on the status of the Guild's accounts within six months after the end of each fiscal year.

#### ARTICLE IV. BOARD OF DIRECTORS

1. The Board of Directors shall be composed of the Officers of the Guild, the immediate past President of the Guild if able and willing to serve on the Board of Directors, and at least three but not more than twelve additional members elected at the Annual Meeting of the Guild.

2. The terms of the directors elected at the Annual Meeting shall be one year. The term shall begin upon the election of the director and shall end upon the election of the director's successor or when a successor is appointed in accordance with the Amended Articles of Incorporation.

3. The Board shall meet at least quarterly and shall also meet in conjunction with the Annual Meeting of the Guild. A majority of the Board members shall constitute a quorum.

4. The powers and duties of the Board of Directors shall be as follows:

A. to act for the Guild between meetings of members;

B. to consider the annual budget submitted by the President and, after approving it, submit it to the members for approval at the September member's meeting;

C. to fix the time and place of the Annual Meeting and other meetings of the Guild; and

D. to carry out such other duties and responsibilities as are customarily associated with a Board of Directors.

5. Each member of the Board of Directors, except the President, shall serve on at least one of the Committees established in accordance with these Bylaws.

#### ARTICLE V. COMMITTEES

The following standing committees are established. Chairs shall be appointed by the President unless otherwise provided. The Chairs shall select the members of their committees, who need not be members of the Board of Directors, except as otherwise herein provided.

1. Jurying Committee - will consist of at least five members selected by the Board for their exemplary experience in the practice, the teaching or the development and appreciation of the fine arts. The Vice President will chair the committee and three members shall constitute a quorum. The Vice President shall be responsible for obtaining judges needed for the award of prizes at Guild exhibitions and shows and for the acceptance of work in any juried Guild exhibitions and shows. Members of the Jurying Committee shall select new Exhibiting Members from those active members who submit works of art for review in accordance with procedures established by the committee. Members of the Jurying Committee shall also be responsible for the selection of scholarship award applicants, when such awards are presented by the Guild in conjunction with its annual high school competition and exhibition, and for the acceptance of work and the award of prizes at other community service exhibitions or activities that may be sponsored by the Guild.

2. Membership Committee - shall consist of up to three members and shall establish that applicants have fulfilled the conditions required for the category of membership for which they are applying, and shall so certify to the Board of Directors. Upon confirmation by the Board, the new member's names shall be recorded in the next Guild newsletter and they shall be introduced at the next Guild meeting. This committee shall encourage Active and Student Members who are aspiring artists to progress in their skills and present their work for jurying to become Exhibiting Members. It is the responsibility of the Membership Chair, with assistance from the Guild staff, to keep an up-to-date database of all members.

3. Exhibitions Committee - shall, with assistance from the Guild staff, plan, install and supervise the exhibitions and shows of the Guild. It will work closely with the Board of Directors and the President to ensure all such exhibitions and shows are of the highest standard and that the rules, regulations and procedures for such events are appropriately planned and implemented to enhance the quality and value of the events for members, participants and the community.

4. Nominations Committee - shall consist of no less than three members, chaired by the most immediate past President who is willing to serve, and shall include the current President. In the event another member of the committee is nominated to serve as President, that member shall be replaced by the committee with another member of the Board of Directors.

5. Publications Committee - shall, with assistance from the Guild staff, plan, produce and distribute the Guild's publications and periodic newsletters as well as maintain the Guild's website, under the guidance of the Board of Directors as to editorial license.

6. Publicity Committee - shall arrange for publicity to promote Guild meetings, Guild exhibitions and shows and other Guild events and community service functions.

7. Program Committee - shall plan an educational program, art demonstration or other appropriate event of interest to members for each of the Guild's regular member meetings.

8. Gallery Committee - shall, with assistance of the Guild staff, oversee the planning, operation and promotion of the Guild's art gallery.

9. Community Service Committee - shall, with assistance of the Guild staff, plan and conduct various community service projects to promote the practice, teaching and appreciation of the fine arts, including an annual community-wide high school art competition, as well as such other events as have been approved by the Board of Directors.

10. Photography Committee – shall with assistance of the Guild staff plan and arrange for periodic programs of special interest to Exhibiting Photographers, develop criteria and qualified jurors for the selection of Exhibiting Photographers and coordinate exhibition opportunities for Exhibiting Photographers with the Gallery and Exhibitions Committees.

11. The President may make such other special committee appointments as may be necessary to fulfill the Guild's purpose, such as Patrons, Workshops, Memorials, Archives Historian, Hospitality and Awards and Prizes. Guild newsletters shall from time to time include information of these appointments and the needs yet to be met.

#### ARTICLE VI. AUTHORITY AND RULES

1. The Guild shall be governed in all of its meetings and affairs by its Articles of Incorporation, Bylaws and Standing Rules. The latest edition of Robert's Rules of Order shall be the parliamentary authority for the Guild on all matters not governed by such Articles, Bylaws or Standing Rules.

2. The members shall adopt such Standing Rules as are necessary or helpful for the conduct of the meetings and the affairs of the Guild. Once adopted, the Standing Rules may be amended by the members at a Guild meeting by a simple majority vote provided that ten day's notice is given to members prior to the meeting, and by a two-thirds vote without such notice.

#### ARTICLE VII. AMENDMENTS TO BYLAWS

1. Proposed Bylaw amendments shall be submitted in writing to the President at least sixty days prior to the meeting at which the amendments are to be considered. The President shall review each proposed amendment with the Board of Directors and then provide all members with notice of the proposed amendments and the recommendation of the Board of Directors with respect to such amendments at least ten days prior to the meeting at which action is proposed to be taken on such amendments.

2. With such notice, these Bylaws may be amended by a two-thirds vote of the members present and voting at a meeting of members at which a quorum is present.

3. Unless otherwise provided for at the time of adoption, an amendment approved by members shall take effect immediately upon its adoption.

## ARTICLE VIII. INDEMNIFICATION

1. Indemnification of Directors, Officers, Agents, and Employees. Any person (including the heirs, executors, administrators, estates, legatees, or devisees of such person) who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action or suit by or in the right of the Guild to procure a judgment in its favor) by reason of the fact that (a) he is or was a director, officer, employee, or agent of the Guild or (b) he is or was serving at the request of the Guild as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or employee benefit plan, shall be indemnified by the Guild, if, as and to the fullest extent authorized by the laws of the State of South Carolina, against expenses, including attorneys' fees, judgments fines and amounts paid in settlements actually and reasonably incurred by him in connection with such action, suit, or proceeding. The indemnification provided by this item and by the laws of the State of South Carolina shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any by-law, articles of incorporation, agreement, vote of members, or otherwise, but the invalidity of this sentence shall not affect the other provisions hereof.