

BYLAWS

Of the
Cabarrus Art Guild Inc.

Approved and Adopted by its Board of Directors and Membership

February 14, 2022

PREAMBLE

The Cabarrus Art Guild, Inc., was incorporated under the laws of the State of North Carolina on February 23, 1972. The purposes of the Guild are set out in broad terms in its charter. The charter gives the Guild ample powers to own property and to manage its affairs, and it empowers the Guild to fix its own requirements for admission of members. Acting under its corporate powers and within the statutory definition of its authority, the Board of Directors of the Cabarrus Art Guild, Inc., adopts the following Bylaws:

ARTICLE I

The name of this Corporation is and shall be the Cabarrus Art Guild, Inc.

ARTICLE II

The purposes and objectives for which this Corporation has been organized are as follows: To bring together a group of artists and persons interested in the advancement of the arts for educational purposes; to promote the study of art and the distribution of information concerning the arts; to stimulate contact with the arts for all ages; to encourage ownership of original works of art by offering exposure for artists to the public; to encourage the production, exhibition, presentation and disposition of pictures, photographs, drawings, paintings, sculptures, crafts, music and other objects, works or designs of art; to preserve and restore, by acquisition and otherwise, artistic and historical property, real and personal, and to encourage the preservation and restoration of such property; to encourage and promote aesthetic planning and care of public buildings, grounds, parks and thoroughfares and the beautification thereof; to accept subscriptions, promotion of projects designed for educational and artistic development, which qualify under Section 170 of the Internal Revenue Code and the regulations there under as the same now exist or as they may hereafter be amended; and to have all such other powers as are set forth in Chapter 55A, Article IV, of the General Statutes of North Carolina.

The Corporation shall operate as a nonprofit-making enterprise, and no member shall derive any personal monetary gain from the net earnings of the Corporation. The Corporation shall not directly or indirectly engage in carrying on propaganda or otherwise attempt to influence legislation.

ARTICLE III

1. The membership of this Corporation shall be composed of those persons who accept the purposes of the Corporation as stated in Article III the Certificate of Incorporation whose application for membership in the Guild has been passed upon by the standing committee on membership. That committee has power to admit eligible applicants to the appropriate class of membership as follows:
 - a. Active annual members shall be persons over 18 years of age, residing in Cabarrus County, North Carolina, or one of the five contiguous counties, who are interested in artists, musicians or craftsmen; their work and whose current annual dues as specified board of directors are up to date, and who regularly attend meetings and participate in programs offered by the Guild. They shall be entitled to show their work, in accordance with the current regulations pertaining to the Corporation, in exhibitions which are simply endorsed by the Corporation and those exhibitions that feature special media outside the line of work of such member.
 - b. Club and organization members shall be from such clubs and organizations within the geographical area, described in subparagraph (a) that donate an <as much as> amount per year as currently set by the board of directors. Such club or organization shall elect a representative who upon being certified by their club or organization as such representative, shall be entitled to vote on any matters presented to the membership and to hold office in the Corporation if over 18 years of age and residing in the geographical area stated in subparagraph (a).
 - c. Patron members shall be persons who donate an <as much as> amount per year as currently specified set by the Board of Directors. They shall be entitled to vote on all matters presented to the membership and to hold office in the Corporation if over 18 years of age at residing in the geographical area stated in subparagraph (a).
 - d. Corporate Patron members shall be Corporations, foundation trusts and bodies of politic which donate an <as much as> amount per year and currently set by the board of directors. Each shall be entitled to receive all written communications to the membership and to have a representative attend all meetings of the Guild with the right to speak on all matters but who shall not be permitted to vote.
 - e. Life members shall be those persons, 18 years of age or older, who make a single contribution of \$500.00 or more in money or those persons who pledge the contribution of \$500.00 or more in money and complete the delivery of said amount in four consecutive annual installments of not less than \$125.00 each. A life member shall not be obliged to make any additional contribution after attaining such status but shall have full membership privileges, included the right to speak, make motions and vote, in all meetings of the Guild whether initially or thereafter a non-resident of the geographical area stated in subparagraph (a). However, a life

member shall be ineligible to hold office or be a director of the Guild while living outside same previously stated area.

- f. Junior Members shall be 16 or 17 years of age meeting other qualifications as members will be members but will not be eligible to vote or to hold office.
2. The membership year shall run from July 1st until June 30 of the next succeeding year. If a membership donation shall not have been received on or before the 2nd Thursday in July, the member will be dropped from the roll and shall not be entitled to receive communications, to exhibit, or to vote until their membership donation is received by the Treasurer. Late fee of an amount determined by the Board of Directors will be adhered to according to specified schedule. This amount should be determined and reviewed annually by the Board of Directors.
3. In addition to the foregoing, the Board of Directors, in their unanimous judgment, may elect to Honorary membership anyone who has rendered such distinctive service to the arts or to this Guild worthy of such an honor or whose activities in the arts have shown themselves to be such that the Guild would be honored to recognize such activities in electing that person in this special membership classification. Honorary members being elected by the Board of Directors are not passed upon by the Committee on Membership. Honorary members have the right to attend all meetings of the Guild and to speak, but they are not entitled to make motions or vote; they are not obliged to make any monetary contribution.

ARTICLE IV

1. Each member shall abide by all the terms and conditions set forth in these Bylaws and the regulations and limitations promoted by the Corporation's duly elected or appointed officers or committees.
2. Willful failure to abide by the Bylaws and regulations of the Corporation, or conduct detrimental to the interests, property, safety or welfare of other members, amounting to culpable negligence, shall be grounds for the summary expulsion of any member found guilty thereof by the Board of Directors. Upon expulsion, such former member shall be ineligible for consideration for future membership for an interval of five (5) years.

ARTICLE V

1. The annual membership meeting of this Corporation, at which there shall be election of directors, shall be held on the second Thursday of the month of April or if such day be a holiday, on the next day thereafter with nominations for directors' to be made by the second Thursday in February. There will be a transition period during the months of May and June so the new directors may assume their duties in July without disruption to the business of the

Corporation. Annual membership meetings shall be held at such location in Cabarrus County, North Carolina, as the Executive Committee, from year to year, may specify.

2. Regular meetings shall be held on the dates and the place and hours specified by the Executive Committee, and after being specified by said Committee, further notice thereof need not be given unless there be occasion for change.
3. Special meetings may be called by the President at their discretion. Notices of such meetings shall be given to all members, as provided above, at least five (5) days prior to the scheduled meeting date. Such notice shall state the reason for the meeting, and the business to be transacted, and business transacted shall be limited to that stated in the call.
4. The President shall cause a special meeting to be called at the request of three-fifths of the members of the Board of Directors or at the request of fifty-one per cent (51%) of the members of the Corporation, and such requests must be made in writing to the President at least ten (10) days before the requested scheduled date.
5. The presence of twenty percent (20%) of the active members of the Corporation entitled to vote shall be necessary to constitute a quorum for special called meetings. Adjournment for lack of a quorum may be made by those present to reconvene on a date fixed by them. Notice of such date shall be sent to all absent members.

ARTICLE VI

At all meetings, except for the election of Directors, all votes shall be made by voice. Election of Directors shall be by secret ballot. The Chairperson at any meeting may substitute voting by ballot if this seems expedient on any question.

ARTICLE VII

"Robert's Rules of Order", latest edition, shall be recognized as the authority for the government and conduct of meetings of the Corporation and its committees.

ARTICLE VIII

Ordinarily, the order of business shall be:

1. Determination of quorum by roll call or otherwise
2. Reading of the minutes of the previous meeting
3. Committee reports
4. Reports of officers
5. Old and unfinished business

6. New business

Any question about priority or order of business shall be directed to the Chairperson without debate.

ARTICLE IX

1. The affairs of this Corporation shall be managed by a Board of Directors; the members of which must have their principal place of abode within the geographical area of the six counties of North Carolina to which active membership in the Guild is limited. The Board of Directors shall consist of the Executive Committee (President, Vice President, Secretary, Secretary of Communications, Treasurer and one Director-at-Large) and a number of other members to be determined by the Executive Committee each year. The other members may include but are not limited to, past Presidents, standing Committee Chairs and Special Committee Chairs.
2. Term of office of Directors shall be two (2) years. Any director may be re-elected for one (1) consecutive term.
3. Directors shall be chosen at the annual meeting by a majority vote of those present.
4. The Board of Directors may make such rules and regulations covering its meetings as it may deem necessary. The President of the Corporation shall be Chairperson of the Board of Directors.
5. Vacancies on the Board may be filled by the remaining members of the Board until the next annual membership meeting.
6. A director may be removed with or without cause by a two-thirds vote of the members of the Corporation at a special meeting called for that purpose or at a regular meeting provided notice of the proposed action is given the members five (5) days prior to the meeting.
7. Should any member of the Board of Directors absent themselves unreasonably for three (3) consecutive meetings of the Board of Directors without sending a communication to the President or Secretary stating their reason for so doing, and if their excuse should not be accepted by the members of the Board, their seat on the Board may be declared vacant and the President may forthwith proceed to conduct an election of another member to the vacant seat.
8. An Executive Committee responsible to the Board of Directors and consisting of six members which shall include the President, Vice President, Secretary, Secretary of Communications, Treasurer and one Director at large (who shall be selected by vote of the Board of Directors) shall manage the affairs of the Corporation requiring attention between meetings of the Board of Directors. Action by said committee shall require the affirmative vote of two-thirds of the members thereof. It may make such other rules and regulations covering its meetings as it may deem necessary.

ARTICLE X

1. The officers shall consist of a President, Vice President, Secretary, Secretary of Communications and Treasurer. These officers shall be elected at the annual meeting of the Board of Directors, shall take office upon election, and shall hold such office until the next annual meeting or until their successors are elected and qualified. No officer shall hold the same office for more than two consecutive terms.
2. President, the following are the main responsibilities of the President of the Cabarrus Art Guild. These duties are not all inclusive, other duties may arise as needed.
 - a) Presides over all membership meetings
 - b) Calls at least one all members meeting per year and four Board of Directors meetings per year
 - c) With Board approval, appoints all committees
 - d) Is an ex officio on all committees except for any nominating committees
 - e) Authorized to sign papers in the name of the Corporation as may be directed by the Board of Directors
 - f) Attends meetings on the behalf of Cabarrus Art Guild
 - g) Applies for Grants in support of Cabarrus Art Guild
 - h) Acts as “Primary Agent” for the Cabarrus Art Guild. (There is a document filed in the Secretary of State’s office in Raleigh and must be kept current each time a new President of the Guild takes office.)
 - i) Acts as Chair of the Board of Directors. Sees that the corporate responsibilities are adequately provided for and has such powers as may be reasonably construed as belonging to the Chief Executive of a corporation
 - j) Board of Directors is the Executive Committee (6 members being Officers of Cabarrus Art Guild and one At-Large member)
 - k) Prepares and sends letters to donors
 - l) Welcomes new members via email
 - m) Authorized to sign checks and is listed as officer on investment accounts with other officers
 - n) Serves on the Executive Committee
3. The Vice President - The following are the main responsibilities of the Vice President of the Cabarrus Art Guild. These duties are not all inclusive, other duties may arise as needed. The Vice-President shall exercise the office of the President in the absence of the President. They shall serve as the Program coordinator. A committee may be formed if deemed necessary. They work to locate outside sources to conduct free demonstrations on behalf of the Guild, in order to further educate the public and CAG members. They greet guests at Guild events and introduces them to the membership. They serve on the Executive Committee.
4. The Secretary – The following are the main responsibilities of the Secretary. The Secretary records the minutes of board meetings and distributes to Board members. They maintain all records of Cabarrus Art Guild, and are authorized to sign papers of the Corporation as

directed by the Board of Directors. They preside at meetings in the absence of the President and Vice President. They serve on the Executive Committee.

5. The Secretary of Communications is a Marketing and Communications Role at the Cabarrus Art Guild. This person facilitates digital communications methods using email, website, mass email campaigns and social media. The Communications Chair's goal is to keep people informed and interested in the Guild and its mission while keeping the Guild's message and image consistent. Tasks included within the purview of the Chair are: Communications to members, the public (our emailing list); Maintains Social Media Image, message and communications; Maintains Website @ www.CabarrusArtGuild.org. Oversees all changes made to website and works directly with webmaster); Keeps events and news updated for public viewing; Oversees the Guild's email account; Manages online meeting tools; Creates and distributes Monthly Digital Newsletter; Maintains Electronic contact lists; Serves on various teams to support the Guild's mission. The Communications Chair has the authority to delegate these or any other tasks to other committees, chairs or Guild Members. They shall serve on the Executive Committee.
6. The Treasurer - the following are the main responsibilities of the Treasurer. The Treasurer shall have the care and custody of all moneys belonging to the Corporation and shall cause such moneys to be deposited in a regular business bank or trust company. They shall be one of the officers signing checks or drafts of the Corporation, and they shall exercise all duties of the office of Treasurer. They may be bonded, at the discretion of the Board of Directors. The financial records of the Treasurer shall be audited annually by an auditing committee appointed by the President. They shall receive and inform the Secretary and Secretary of Communications of all membership donations and other donations, make payment of bills, and render statements at the annual meeting showing the financial status of the Corporation. They prepare monthly sales reports and issues checks to artists for art sales. They shall keep books of the Corporation, which shall be submitted to the Board of Directors at least twice yearly. They shall preside at meetings in the absence of the President, the Vice President and the Secretary or Secretary of Communications. Maintains an up-to-date list of the roster of all members in good standing and furnishes this list to the Board of Directors. They serve on the Executive Committee.
7. Vacancies occurring in any of the offices during the year shall be filled by election by the Board of Directors and such officers shall hold office until the next annual meeting, or until their successors are elected and qualified.

ARTICLE XI

No officer or member of the Board of Directors shall receive any salary or compensation for reason of their office, but nothing herein contain shall be construed to prevent an officer or director from receiving compensation from the Corporation for duties other than as an officer or director.

ARTICLE XII

1. The President shall, with the approval of the Board of Directors appoint such standing and special committees as they may deem necessary. The President shall be notified of all committee meetings and shall have the right to attend their sessions as a member ex officio.
2. The membership committee shall have initial and final authority to determine whether any applicant for membership in the Guild is believed to accept the purposes of the Corporation as stated in Article III of the Certification of Incorporation, whether an applicant for active membership meets the residence and age requirements stated in paragraph 1(a) of Article III of those Bylaws, and whether patron members and the representative of a club or organization member meet the residence requirements entitling such individual to vote and hold office.
3. There shall be standing exhibition committees whose purpose shall be to locate space, to supervise and to complete the presentation of all exhibitions sponsored by the Corporation. The chairs of the standing exhibition committees shall be at-Large Board Directors. Members in good standing will also serve on these committees. It shall be the duty of the exhibition committees to adhere strictly to the provisions of these Bylaws. If any work of art is sold during any exhibition, the Cabarrus Art Guild, Inc. will be paid a commission percentage set forth by the exhibition committee and approved by the Board of Directors.
4. There shall be a standing program committee whose purpose shall be to arrange for and execute a definite program of education in the arts. The Vice President and one At-Large Director of this Corporation and additional members in good standing may serve on this committee. The program committee may work with the exhibition committee on touring exhibitions.
5. All committees shall act on their own initiative as much as possible, and these Bylaws shall be construed as providing general powers to all committees within their appointed agencies, provided that all committees function in accordance with definite policies approved and outlined by the Executive Committee and Board of Directors.

ARTICLE XIII

Gifts and donations shall be received by the Treasurer of the Corporation. In the event that any donor shall give certain directions regarding the time, manner, amounts and conditions of the application or disposition of such gifts or donations or of the principal or income thereof by the Corporation, or otherwise shall curtail, as respects such gift or donation, the Board of Directors shall have power (1) to accept such gift or donation strictly in accordance with the provisions incident to such gift or donation or (2) to decline the gift or donation. Under no circumstances shall the Board of Directors accept any such gift or undertake the administration or disposition thereof unless the administration of the gift is within the scope of accepted ethics and practice.

ARTICLE XIV

These Bylaws may be altered, amended, rescinded or added to by this process:

1. A special Bylaw Review committee of Board members shall be appointed by the President, who shall also be a member. After review, discussion, and reaching consensus on needed changes, the committee will present their recommendations to the Board of Directors at any regular board meeting where this topic has been added to the agenda.
2. After review, discussion, approval by at least three fourths of the board members, the recommendations for change will be presented to the membership by digital communication for approval and/or comment.
3. The member response period shall be at least 30 days. This may be an iterative process until a quorum is reached (refer to Article V, sub article 5). After approval by a quorum of the membership, the proposed recommendations will be incorporated into the revised Bylaws and published.

ARTICLE XV

The fiscal year for this Corporation is the same as the membership year.

ARTICLE XVI

The seal of the Corporation shall consist of two concentric circles and a center. The outside circle is the name of the Corporation (Cabarrus Art Guild, Inc). The second circle states, "Corporate, North Carolina". The central area displays the word "Seal" and year "1972.". This seal, as stamped below, is adopted as the corporate seal of the Corporation.

