

Elmhurst Artists' Guild Bylaws

revised May 2016

Preamble

Section 1. Enabling Acts: These by-laws are based in part upon provisions of the Illinois General Not for Profit Corporation Act (sometimes referred to herein as the "Act") and provisions of the Articles of Incorporation (herein referred to as the Articles) of the Corporation which are in effect when these by-laws are adopted.

To the extent that any inconsistency exists as the result of subsequent amendments to the Act or the Articles or otherwise the provisions of the Act or Articles shall prevail over these by-laws. In the construction or interpretation of these by-laws, reference also should be made to the then current provisions of the Act and the Articles.

Section 2. Offices: The principal offices of the corporation in the State of Illinois shall be located at 150 Cottage Hill, Elmhurst, IL 60126. The corporation may have other offices either within or without the state of Illinois as the corporate board of directors may determine from time to time.

Section 3. General Purposes: The corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (the "Code").

Section 4. Specific Purposes: Without limiting the foregoing provisions of Section 3 of the Preamble or the character of affairs which the corporation shall ultimately conduct, the nature of the business and purposes to be initially conducted by the corporation shall be the charitable and not for profit functions of shows and exhibitions, workshops, lectures, classes and other similar activities which further the purpose of encouraging, promoting, advancing and assisting art education and instruction, and the advancement of and development of the arts.

Section 5. General Corporate Powers: In furtherance of the foregoing purposes, the corporation shall have the power a) to solicit grants and contributions for any corporate purpose; b) to maintain a fund or funds of real or personal property, or both, for any corporate purpose; c) to acquire any form of property by purchase, gift, grant, device, bequest or any other form of assignment, transfer or conveyance whatsoever; and d) to own, accept and use the same and dispose of the same. Subject to the other sections of this Preamble the corporation shall have the power to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth or which are or that may be necessary or incidental to the powers so conferred or conducive to the furtherance thereof.

Section 6. No Private Inurement: No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or any private individual or member, if any, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the corporation's charitable and educational purposes to the extent consistent with law and the provisions of the Articles and these by-laws. Furthermore, the corporation shall make no loans to any director, officer or any private individual or member for any purpose whatsoever.

Section 7. Impermissible Activities: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall

not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on:

- a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or
- b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 8. Distributions On Liquidation or Dissolution: Except as otherwise provided by law, upon any dissolution, voluntary or involuntary, revocation of its charter, insolvency or bankruptcy of the corporation, the board of directors, after paying or making provisions for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation (as required by, and in accordance with, the applicable provisions of the Illinois General Not For Profit Act) exclusively for the purposes of the corporation or to any organization or organizations engaged in activities similar to those of the corporation and which at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the code, in such manner as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county, in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine.

Section 9. Antidiscrimination: Full participation in all of the services provided by this corporation shall not be denied to any person on account of race, color, religion, sex, age, national origin or disability.

Section 10. Protection of Tax Exempt Status: The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code. In addition, the corporation shall not:

- a) engage in any act of self-dealing as defined in Section 4941 (d) of the Code;
- b) retain any excess business holdings as defined in Section 4943(c) of the Code;
- c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or
- d) make any taxable expenditures as defined in Section 4945(d) of the Code.

Article I: Membership

Section 1. Qualifications: Any artist or lover of art in sympathy with and willing to work for the promotion of the objectives of the Elmhurst Artists' Guild is eligible for Guild membership.

Section 2. Classes: There shall be five classes of membership: active, student, life, honorary and sustaining.

Section 3. Active Members: An active member shall be a person who has the privilege of exhibiting works of art under the sponsorship of the Elmhurst Artists' Guild, to participate in all Guild activities conducted in accordance with these bylaws, and who holds all rights and privileges of membership now or hereafter accruing to the members of the Guild. To enjoy these rights and privileges the active member must be fully current with respect to dues.

Section 3a. Student Members. A student member shall be a person currently enrolled full-time in a high school or institution of higher learning. Student members hold all rights and privileges of active members, except they shall not be officers of the Guild.

Section 4. Life Members: A life member shall be any active member who shall elect to pay the prescribed minimum life membership dues. In recognition for a long service and contributions to the Guild by an

Active Member the board may present to the membership for its vote the granting of a life membership to be conferred upon that member with waiver of the life membership dues.

Section 5. Honorary Members: An honorary member shall be any person who had made a contribution to the Guild deemed by the board and voted by the Guild membership to be worthy of special commendation and public acclaim as exemplified by election to an honorary standing in the Guild for life. An honorary member is not entitled to any privileges or benefits associated with other classes of membership nor to any voting rights.

Section 6. Sustaining Members: A sustaining member shall be any person, group, business, corporation or organization who wishes to actively support the arts in the community by purchase of a sustaining membership in the amount so prescribed. A sustaining member is not entitled to any privileges or benefits associated with other classes of membership nor to any voting rights.

Section 7. Admission: The name and other relevant data of the candidate, along with the appropriate dues, shall be presented to the Membership chairperson for review and acceptance. The membership person shall verify eligibility for student membership at the time of initial application and upon renewal.

Section 8. Resignation: The resignation of a member in good standing shall be made in writing to the secretary who will then inform the membership chairperson for removal of the name of the individual from the membership roster.

Section 9. Reinstatement: Any lapsed membership, by way of resignation or nonpayment of dues, may re-apply for membership as defined in Section 7 above.

Section 10. Membership Book: The board will maintain a Membership Book and update it at least annually. It shall be made available to members on the Guild's website and in print form upon request to the Secretary. At a minimum the book will include the member list, the officers and directors, an outline of and dates for the monthly membership meetings, the schedule of confirmed exhibitions, the list of sustaining members and the list of art display sponsors.

Section 10a. Membership List: The board will distribute a membership list with contact information to all members. The list will be updated continuously and the revised list will be distributed at least semi-annually.

Section 11. Publicity: To keep the membership informed of Guild events and activities, the board will see to the publication of a newsletter to be sent monthly to all classes of members at least from September through May. It will include meeting notices, exhibition announcements, member news and any other appropriate data on activities and events deemed important to the membership. In addition, to keep both the membership and the public informed of Guild events and activities, the board will provide a Guild website and see to the distribution of news releases and other announcements as appropriate to print and online media.

Section 12. By-Laws: The by-laws will be posted on the Guild website. Any member may request a printed copy by writing to the Secretary

Article II: Officers and Board of Directors

Section 1. Officers: The elected officers of the Guild shall be a President, a 1st Vice President, a 2nd Vice President, a 3rd Vice President, a Secretary, a Treasurer and a Museum Delegate.

Section 2. Members of the Board: The officers, chairpersons of the regular committees (see Article V, Section 1) and the President Emeritus constitute the voting board of directors.

Section 3. Duties of the Board: The Board of Directors shall have general supervision over the affairs of the Guild, subject to the by-laws and voted instructions of the membership. The board shall plan the general activities and affairs of the Guild, act upon all plans submitted by its committees and recommended to the Guild policies and actions it deems necessary and desirable. The board shall fill vacancies in its own body. A failure on the part of any member of the board to attend three consecutive meetings of the board without sufficient excuse acceptable to the board shall be considered as a resignation.

Section 4. Duties of the President: The president shall preside at all the meetings of the Guild. The president shall be ex-officio member of all committees except the nomination and election committees. The president shall be one of the two guild representatives to fill the permanent seats assigned to the Guild on the Board of the Elmhurst Art Museum. The president shall appoint all committee chairpersons and their reporting responsibility whose selection and reporting is not otherwise prescribed in the by-laws.

Section 5. Duties of the 1st Vice President: The 1st vice president shall be chairperson of the program committee and first in line to act in place of the president in the event the president cannot perform his duties.

Section 6. Duties of the 2nd Vice President: The 2nd vice president shall be chairperson of the membership committee and second in line, after the 1st vice president, to act in place of the president.

Section 6a. Duties of the 3rd Vice President: The 3rd vice president shall be chairperson of the ways and means committee and third in line, after the 1st and 2nd vice presidents, to act in place of the president.

Section 7. Duties of the Secretary: The secretary shall keep minutes of all board and membership meetings, maintain all other current and historical documents except for those of the treasurer, possess the guild seal and be responsible for the filing of the annual report to the Secretary of State.

Section 8. Duties of the Treasurer: The treasurer shall be the custodian of all Guild funds from whatever source derived and shall deposit them in such accounts as the board may designate. He shall keep a full and accurate account of all receipts and disbursements in books belonging to the Guild. He shall pay out money only as directed by the board on checks countersigned by the president when the amount of a transaction exceeds \$500.00. Under no circumstances shall funds be withdrawn from the guild treasury except upon the signature of these two officers. The treasurer shall make reports to the board when requested and a full report to the Guild at the September meeting with respect to prior year closing finances, which had been attested to by an independent audit committee, appointed by the president.

Section 9. Duties of the Museum Delegate: The museum delegate shall fill the second seat on the Elmhurst Art Museum board, which is permanently assigned to the Guild. In this position the delegate

is to promote, in support of the Guild president, the interests of the Guild within the Museum and act as communication liaison between the museum and Guild board and membership.

Section 10. President Emeritus: The immediate past president shall continue to serve on the board of directors as President Emeritus for a term not to exceed that of the presiding president. The duties shall be to maintain and provide historical continuity, guidance in the interpretation of past actions taken the preceding board, and otherwise support the board. If unable to serve, the post shall remain vacant. If the President Emeritus holds another voting board position the individual is limited to one board vote.

Section 11. Reports: Each officer of the Guild shall submit a written report at the June meeting summarizing the activities of the closing year and ideas and proposals for the new year, such reports to be given to the incoming board to assist in their planning for the year ahead.

Section 12. Parliamentary Advisor: A parliamentarian, who may be a member of the board, shall be appointed by the president to advise and consult on matters of parliamentary procedure. The parliamentarian shall be guided by Robert's Rules of Order, a copy of which shall be made available by the Guild. If at any regular meeting any member believes that the rules are not being properly followed, such member shall have the privilege of requesting that the chair obtain an interpretation from the parliamentarian. Rulings of the chair are final, although two members can appeal the decision and call for a vote of the assembly or a point of order. The parliamentarian has no voting rights.

Article III: Meetings

Section 1. Regular Meetings: The board shall set and announce the time and place of the regular monthly meetings of the Guild.

Section 2. Special Meetings: Special meetings of the Guild may be called at the discretion of the President or upon written notice of five members in good standing. Notice of special meetings shall be sent to all members of the Guild stating time, place and purpose of meeting.

Section 3. Board Meetings: The board shall meet in a timely manner before regular monthly meetings to discuss guild affairs and the agenda of the regular meeting. Special meetings of the board may be called by the discretion of the president or upon written notice of two board members. Three-days' notice shall be given of special board meetings' starting time, place and purpose. No other business of importance shall be transacted other than the so-stated purpose.

Section 4. Quorums: Twenty-five percent of the active members of the Guild constitute its quorum for the transaction of business at any meeting. A majority of the members of the board shall be required for the transaction of its business. The board may fix the quorum for all committee actions. Transaction of business by email or other electronic means shall be at the discretion of the president, with the number of responses received determining whether the quorum requirement has been met.

Section 5. Limitation of Debate: There shall be no limitation of debate except for reason. Any member moving to limit debate shall state the reason in the motion. A motion to limit debate requires a two-thirds majority to carry.

Article IV: Dues and Finances

Section 1. Fiscal Year: The Guild's fiscal year is July 1 to June 30.

Section 2. Membership Dues: The board shall annually review and declare for the following fiscal year the level of dues to be assessed for active, student, life and sustaining memberships. The amount of dues and time and method of payment will be declared prominently in the final regular fiscal year newsletter.

Section 3. Date Dues Payable: For new members the appropriate dues are payable at the time of application for membership. Dues for membership renewal are payable for the fiscal year in advance, (i.e.) July 1. Failure to pay the annual dues by July 31 constitutes a cessation of good standing. Members with dues in arrears shall be notified of such by the membership chairperson who shall have full authority to determine when to consider such memberships as lapsed.

Section 4. Apportioned Dues: The full amounts of the stated dues are required by annual renewal and new members joining between July 1 and December 31. New members who join between January 1 and June 30 shall pay one-half of the stated dues and full dues upon the next July 1 annual renewal. There is no reduction or apportionment of dues for life or sustaining memberships.

Section 5. Budget: The board shall be responsible for a tentative budget before the holding of the first regular meeting in September for the purpose of guiding the finances, expenditures and operations of the Guild throughout the fiscal year. The treasurer is responsible for budget oversight with regard to actual operations and reports to the board any significant divergences.

Section 6. Guild Trust: The board shall operate with respect to those assets held under the Guild Trust per the terms of the trust document.

Section 7. Solicitation of Funds: No money shall be solicited, raised or collected in the name of the guild by any member or committee without the written authority of the board of directors.

Article V: Regular Committees

Section 1. Regular Committees: The regular committees of the Guild shall be 1) program, 2) membership, 3) external exhibition, 4) publicity, 5) newsletter, 6) website, 7) curatorial, 8) EAG gallery exhibition and 9) gallery coordination. The chairperson of each committee shall select any and all assistants as may be required to fulfill the responsibilities of the committee. Only these regular committee chairpersons are voting members of the board of directors. Though also committee chairpersons, the 1st, 2nd and 3rd vice presidents possess only one board vote.

Section 2. Program Committee: The 1st vice-president is also the program committee chairperson. This committee is responsible for the design and execution of all Guild artistic programs. These include but are not limited to:

- a) the selection, scheduling and introduction of regular meeting demonstrators,
- b) the design and scheduling of Guild sponsored workshops, and
- c) the design, schedule and implementation of any Guild sponsored educational activities.

Section 3. Membership Committee: The 2nd vice-president is also chairperson of the membership committee. The membership committee is responsible for but not limited to:

- a) the pursuit of new members;
- b) examination and presentation of new member applications;
- c) maintaining a comprehensive, current membership list including, but not limited to, mailing and other contact information, membership renewal dates, and committee preferences, as needed by other committees;

- d) periodically but not less than semi-annually distributing to all members a membership list of current members, listing the name, mailing address, email address and telephone number of each, provided that any member may opt-out of having all or part of the data included upon written request to the membership chairperson;
- e) updating the membership handbook;
- f) sending renewal and lapsed notices, issuing membership cards and collecting dues for forwarding to the treasurer.

Section 4. External Exhibition Committee: The president shall appoint the chairperson of the exhibition committee. The external exhibition committee is responsible for all exhibition activities outside of the EAG Gallery including, but not limited to:

- a) locations for both full member exhibitions and those businesses or other locations where individual members may display their art;
- b) coordination of the scheduling, notification, hanging, opening, judging and taking down of all such exhibitions and displays;
- c) the coordination of the timing and installation by guild members of their art among the various display locations;
- d) selection of judges for shows, as needed;
- e) awards and their presentation to winners at judged shows, and
- f) all other activities which advance the ability of members to show their art.

Section 5. Communication Committees: The president shall appoint the chairperson of the publicity, newsletter and website committees. The chairperson of the newsletter committee shall be the newsletter editor, and the chairperson of the website committee shall be the webmaster. Each committee shall coordinate on a regular basis its communications to the members and the public with the other communication committees and the president. Responsibilities of the communication committees include but are not limited to:

- a) the newsletter committee - the timely production of the monthly membership newsletter,
- b) the publicity committee - timely communications to the membership, the public and news media about Guild events and activities;
- c) the publicity committee - advertising and public relations activities as may be directed by the president, and
- d) the website committee - maintenance and timely updating of the Guild website, arranging for a web hosting organization, and maintaining registration of the domain name.

Section 6. Curatorial Committee: The president shall appoint the chairperson of the curatorial committee. The curatorial committee is responsible for but not limited to:

- a) the maintenance of the art collection of the Guild, its inventory and description, and
- b) the location, inventory, control and maintenance of all Guild property, supplies and materials. No items shall be acquired or disposed of without prior board approval.

Section 7. EAG Gallery Exhibition Committee: The president shall appoint the chairperson of the EAG gallery exhibition committee. The EAG gallery exhibition committee is responsible for all exhibition activities within the EAG Gallery including, but not limited to:

- a) coordination of the scheduling, notification, hanging, opening, judging and take down of all such exhibitions and displays,
- b) selection of judges for jury shows,
- c) awards and their presentation to winners at judged shows, and
- d) coordination of all exhibition public relations and promotions.

Section 8. Gallery Coordination Committee: The president shall appoint the chairperson of the gallery coordination committee. The gallery coordination committee is responsible for

- a) the staffing and scheduling of the EAG gallery by members and volunteers and
- b) the establishment, maintenance, enforcement and review of all rules and procedures with regard to gallery operations as may be ruled upon by the board.

Article VI: Ad Hoc Committees

Section 1. Definition: Ad hoc committees are created either by the board or the bylaws for a particular purpose. Ad hoc chairpersons do not possess board status or voting rights.

Section 2. Nominating Committee: Required under the by-laws governing the nomination and election process, this committee is composed of three members: one selected by the board, who is designated chairperson, and two from the membership chosen at the March meeting. The committee shall compile the list of nominations for offices to be filled and present this list to the membership at the April meeting. Subsequent to any nominations from the floor at the April meeting the committee shall prepare the final ballot and present it to the communication chairperson for inclusion in the May newsletter.

Section 3. Election Committee: Required under the by-laws governing the nomination and election process, this committee consists of a chairman selected by the board, with the chairman selecting additional members from the membership as may be required at the April meeting. The committee shall be entrusted with the conduct of the election at the May meeting:

- a) receipt of all mail votes,
- b) collection of all in person votes,
- c) registration of all votes to prohibit multiple ballots, and
- d) the counting, verification and announcement of the results.

Section 4. Audit Committee: The president shall appoint at the end of each fiscal year, a member of standing and experience in accounting or finance, to independently audit the books of the Guild and attest to the validity of the annual report to be submitted by the treasurer at the September guild meeting.

Section 5. Ways and Means Committee: The 3rd vice-president shall be chairperson of the ways and means committee. The ways and means committee is responsible for the devising of ways and means to raise funds for the advancement of Guild projects and directing the execution of such ways and means after consideration of and approval by the board. This committee is responsible for gallery promotional material and community interaction in the pursuit of donations.

Section 6. Revision Committee: The president shall from time to time appoint a chairperson of the revision committee. The revision committee is responsible for the review of the articles on incorporation and the by-laws of the Guild. In the case where revisions are required a presentation of the revisions and reason for revision shall be made in detail to the board. The board shall then consider the matter and vote upon their acceptance for presentation to the membership for consideration and vote.

Article VII: Sub-Committees

Section 1. Definition: A sub-committee is a committee of a special nature that either is established to address a specific short-term need and, thus, will be disbanded when that function has been completed

or is established to address a specific, longer-term need to assist in the execution of the responsibilities of an officer or board member during that person's term of office.

Section 2. Status and Voting: Sub-committee chairpersons do not have board status and do not vote.

Section 3. Reporting: Sub-committees are directed by and report to the forming entity: the board as a whole, a particular officer or board member, or the chairperson of the senior committee.

Article VIII: Nominations and Elections

Section 1. Voting Body: All members of the Guild in good standing except honorary and sustaining members shall constitute the voting body.

Section 2. Nominations: The list of names for offices prepared by the nominating committee shall be presented to the Guild at its April meeting. At this time further nominations may be made from the floor. No one shall be nominated either by the nominating committee or from the floor whose consent had not been first obtained. No one who is a member of the nominating committee shall be nominated.

Section 3. Qualifications: Only fully-paid, active and life members may stand for election. Officers of the Guild shall not continue in the same office for more than two successive years. Any member serving in the same office for two successive years shall be ineligible for that office during the two succeeding years. Nominees for the office of president shall have been a continuous member for at least two years at the time of nomination or a member for one year if a member of the board immediately prior to nomination.

Section 4. Terms of Office: The officers of the Guild shall be elected to serve one-year terms, commencing on July 1 after their election.

Section 5. Election Procedure: The election committee shall in accordance with the information provided by the nominating committee prepare a clear and concise ballot for all offices with the names of those nominated for each office and a space for the inclusion of a write-in candidate. This ballot shall be presented to the membership via the May newsletter no less than two weeks prior to the May meeting. A member may vote in person or by proxy by the presentation of a completed ballot to the ballot box at the May meeting, or by mail by placing a completed ballot in a blank envelope which is enclosed with the name of the member in an outer envelope and mailed to the chairperson of the election committee with enough time to be received by the election date. These envelopes shall be checked (unopened) against the membership list, as will also be done with those voting at the meeting, with the unopened blank envelope then deposited in the ballot box with all other ballots for counting.

Section 6. Election Results: The president shall at the May meeting declare elected for the next year those so reported by the election committee.

Article IX: Amendments

Section 1. Articles of Incorporation: The articles of incorporation may be amended at any annual, regular or special meeting of the Guild provided notice of the proposed amendment is given each member at least ten days before such meeting. Amendments shall require a three-fourths vote of the members in good standing present at the meeting to carry. Upon favorable action the president and the secretary shall execute and send the articles of amendment to the Secretary of State with any required

fee, and also shall attend to the filing of the certificate of amendment and the articles of amendment with the Recorder of DuPage County. These articles shall bear the seal of the Guild.

Section 2. By-Laws: These by-laws may be amended at any regular or special meeting of the Guild by a two-thirds vote of the members in good standing present at the meeting. The board shall provide the membership with a copy of the changes at least three weeks before the next meeting to allow the membership to review the changes and prepare any questions or comments. At that next meeting the amendments will be discussed. Based upon the results of that discussion any final modifications will be made to the by-laws. The amended by-laws will be put to the membership for a vote at the meeting following. The amendment shall take effect immediately upon passage.

Article X: Miscellaneous

Section 1. Official Seal: The Guild shall adopt an official seal, which shall be used on such occasions as prescribed by these by-laws and by action of the board of directors.

Section 2. Parliamentary Authority: Robert's Rules of Order shall be the parliamentary authority in all matters not contained in the articles of incorporation, by-laws or otherwise.