

**LAUREL ART GUILD  
CONSTITUTION AND BY-LAWS**

**Amendments of 2005**

# LAUREL ART GUILD CONSTITUTION & BY-LAWS

Original Constitution written in 1967. (Earliest known copy is dated November 4, 1970)

## Revision History

### Amendment

1

Author

Natalie Fleming

Summary of Changes

unknown

Approved by Executive Board

1996

Approved by General Membership

1996

### Amendment

2

Author

Ad-hoc Committee:

Joseph Criscuoli, Mary Flanigen,

April Rimpo, Mary Ellen Simon, and

Jane Trout

Summary of Changes

- Added a Revision History to record changes made to the Constitution & By-Laws
- Expanded membership to include persons with an interest in the arts.
- Added Honorary and revised Life Member descriptions
- Clarified rights of board and membership regarding dues/fees
- Expanded description of officer duties
- Defined officer's term and fiscal year
- Added Appointive Offices of Scholarship Coordinator, Webmaster, and Public Relations Coordinator
- Expanded description of committees and Appointive Offices duties and added responsibility for maintaining the Guild's budget and tax exempt status
- Added Immediate Past President as a voting member of the Executive Board
- Added definition of quorum for, and duties of, the Executive Board.
- Revised the definition of quorum for general meetings.
- Changed the method of amending the Constitution & By-Laws

Approved by Executive Board

October 4, 2005

Submitted for approval by Membership

October 10, 2005

Approved

April 4, 2006

# LAUREL ART GUILD CONSTITUTION & BY-LAWS

## ARTICLE 1 - GENERAL:

**Section 1. Name** - The name of this organization shall be the Laurel Art Guild, herein after referred to as the Guild and subject to change only by amendment as provided for in the by-laws.

**Section 2. Purpose** - The Laurel Art Guild is a non-profit organization of people interested in the advancement of the visual arts. The Guild shall strive to promote interest, growth and excellence in the visual arts on the part of its members through instructional programs, workshops with recognized artists, exhibition opportunities and other activities designed to serve the membership. The Guild shall also serve the community by inviting non-members to participate in some of its programs, by participating in community programs such as the Montpelier Spring Festival and, when possible, by providing scholarships to worthy art students.

**Section 3. Non-Profit** - Any money that the Guild collects from dues, workshop fees, juried show entrance fees or other revenues shall not be for gain or profit to any Officer, Executive Board member or individual general member. Funds held by the Guild shall be used to cover expenses involved in providing programs for the membership and service to the community as set forth in "Section 2. - Purpose."

**Section 4. Original Art** - No copies of the professional works of others will be accepted in any exhibition sponsored by the Guild.

## ARTICLE II - MEMBERSHIP AND DUES:

The Laurel Art Guild shall have the following three categories of membership: General, Life and Honorary. No entrance prerequisites as to race, creed, sex, national origin or level of excellence in their chosen art media shall be required of prospective members other than an interest in the arts, support of the Guild's activities and, in the case of General Members, payment of yearly dues.

**Section 1. General Members** - General Members are professional and amateur artists expressing themselves through a wide variety of media or any other persons with an interest in the visual arts. General Members shall have the right to participate in the Guild's programs and the right to vote at general membership meetings. Benefits of General Membership may include, but are not limited to:

- Regular instructional and informational programs
- Newsletters
- Participation in local group exhibitions with opportunity to sell
- Workshops
- Social functions
- Opportunities to exhibit work on the Guild website

**Section 2. Life Members** - Life Membership may be conferred upon Guild members who have provided exceptional support and encouragement to the Guild over time through their leadership and active participation in Guild activities, and who have demonstrated loyalty to the stated purposes of the organization. Any Guild member in good standing may submit the name of a proposed life member to the Executive Board. Upon approval of the Executive Board and following a majority vote by the general membership, the Secretary will notify the person so honored. Life Members are exempt from future dues payments.

**Section 3. Honorary Members** - Honorary Members are individuals outside the Guild who have provided exceptional support and encouragement to the Guild through their public influence or status in the community. Any Guild member in good standing may submit the name of a proposed honorary member to the Executive Board. Upon approval of the Executive Board and following a majority vote by the general membership, the Secretary will notify the person so honored. Honorary Members are exempt from dues payments.

**Section 4. Dues and Fees** – Annual Dues are set by the Executive Board and approved by the membership at a general meeting. Dues shall be collected by September of each year by the Treasurer. Any member who has not met his/her financial obligations to the Guild by the first meeting in September shall no longer enjoy the rights of membership until said obligations are paid in full. Initial dues may be reduced by fifty percent (50%) for those who first join the Guild after March 1<sup>st</sup> of any given year. Fees may be charged for activities such as exhibits, workshops, and special programs. Fees for one-time events, such as a workshop or special program, are set by the Executive Board. Fees for recurring activities, such as the hanging fee for Guild exhibits, are set by the Executive Board and approved by the membership at a general meeting.

### **ARTICLE III - DUTIES OF OFFICERS:**

The Laurel Art Guild shall have the following officers elected from the ranks of the general membership: President, Vice President, Secretary and Treasurer. The term of office for elected officers shall be June through May of each year.

**Section 1. President** - The President shall preside at all meetings of the Guild and shall have responsibility for the general supervision of the affairs of the Guild with the concurrence of the Executive Board. The President shall conduct all meetings in the most expeditious manner, guided by "Robert's Rules of Order". The President shall schedule the first Executive Board meeting as soon as possible after being elected. However, the first meeting of the Executive Board shall not be later than before the first general membership meeting in September. The President shall call Executive Board meetings at least four times a year. The President shall appoint all Committee Chairpersons and persons to fill Appointive Offices. If any Chairperson or Appointive Office holder should resign during his or her tenure or fail to carry out the responsibilities of his or her office, the President shall appoint another person to fill the office. The President shall insure that minutes are taken at each Executive Board meeting and general meeting. If the Secretary is not present to take minutes, the President shall appoint a substitute to take minutes.

**Section 2. Vice-President** - The Vice President assists the President in managing the affairs of the Guild. In the absence of the President, the Vice President chairs Executive Board meetings

and presides at general meetings of the membership. The Vice President manages the Annual Open Juried Exhibit and develops an exhibit plan and schedule, and submits the plan for the approval of the Executive Board no later than the October Board meeting. The Vice President forms appropriate committees to assist with the Annual Open Juried exhibit.

**Section. 3. Secretary** - The Secretary shall take minutes at the membership and Executive Board meetings of the Guild, shall conduct correspondence pertaining to the internal business of the Guild and shall maintain the official copy of the Constitution and By-Laws of the Guild. The minutes shall be an accurate record of all business transacted and shall be kept in a book to be read at the general membership meetings and Executive Board meetings. One copy of the minutes will be presented to the President and one copy to the editor of the newsletter. At the end of the Secretary's term of office the book with the minutes will be turned over to the next elected Secretary for an ongoing permanent record. If the Secretary cannot be present at a meeting to take minutes, the Secretary shall find a substitute to take his/her place. If unable to do so, the Secretary shall inform the President as soon as possible that he/she is unable to attend.

**Section. 4. Treasurer** - The Treasurer has five (5) primary duties: maintaining the Guild budget, managing Guild funds, managing the collection of dues and the membership roster, maintaining the Guild's tax exempt status, and distributing Guild funds in the event the Guild is dissolved. The Treasurer shall prepare, or cause to be prepared, any reports or tax returns that may be required to maintain the Guild's tax exempt status.

Maintenance of the Guild budget entails developing a draft budget for the next fiscal year, July through June. This draft shall be completed by July. The draft budget will be developed based upon historical income and expense data and projections of the same for the next fiscal year. The Treasurer is responsible for updates to the budget, based upon decisions of the Executive Board, prior to the first general meeting in September. Throughout the fiscal year the Treasurer shall track income and expenses against the budget and periodically report to the Executive Board in writing on status of actual income and expenses versus the projected budget.

Duties of the Treasurer associated with the Management of Guild funds include: approving in writing, in conjunction with the President, expenditures in excess of an amount predetermined by the Executive Board; receiving and depositing Guild funds in an account in a bank; paying bills out of this account; tracking income and disbursements in a ledger; balancing these records with bank statements; and keeping receipts of all Guild expenditures. A written summary of these transactions shall be made available to the general membership at least once a year. A verbal report on the Guild's financial status and current money transactions shall be presented regularly at general membership meetings.

Duties of the Treasurer associated with Membership include: sending a dues notice to the previous year's members at least two months prior to the September general meeting, collecting dues, and keeping an accurate list of all paid members. After the September meeting, the Treasurer shall submit a list of the paid members, including their addresses and telephone numbers, to the Secretary, the President, Exhibits Chairperson, the Newsletter Editor, the Webmaster, and the Telephone Committee Chairperson. The names of any member who pays after the September meeting shall be submitted to the same board members for addition to their

copy of the membership list. The Treasurer shall also print mailing labels monthly for each member and local art organizations who receive printed copies of the Guild newsletter.

In the event that the Guild is dissolved, the Treasurer shall be responsible for closing the Guild bank account and distributing equally all of the remaining Guild funds to the Art Departments associated with high schools in Laurel, Maryland. There will be a stipulation indicating the minimum number of years these funds are to be used to fund scholarships for outstanding art students planning to continue their studies in art.

**ARTICLE IV - STANDING COMMITTEES & APPOINTIVE OFFICES:**

The Laurel Art Guild shall have the following Standing Committees whose Chairpersons shall be appointed by the President as soon as practical after assuming office.

- Exhibition Committee
- Nominating Committee
- Program Committee
- Spring Festival Committee
- Telephone Committee
- Workshops Committee

The Laurel Art Guild shall have the following Appointive Offices which shall be filled by the President as soon as practical after assuming office.

- Historian
- Hospitality Coordinator
- Montpelier Art Center Liaison
- Newsletter Editor
- Public Relations Coordinator
- Scholarship Coordinator
- Webmaster

A person may serve in more than one capacity if the duties do not conflict.

**Section 1. Exhibition Committee** - The Chairperson shall have two main duties: to identify and apply to sites for exhibits of member's artwork and to manage any shows which take place during his/her term of office. The Chairperson is responsible for arranging a minimum number of future exhibit opportunities for Guild members as directed by the Executive Board. This includes identifying potential exhibit sites, submitting proposals to the site, obtaining commitments from the site for specific exhibit dates, and keeping the Guild apprized of up-coming shows in the Guild newsletter and website. The Chairperson shall maintain the Guild's inventory of slides of members' artwork needed for submission to potential exhibit sites. Exhibit commitments are often made one or two years ahead so the Guild Exhibition Chairperson is also responsible for managing exhibits that occur during his/her term of office. The Chairperson will appoint an Exhibit Coordinator to manage the specifics of an individual show. The Chairperson is responsible for explaining the duties to the Coordinator. The Exhibit Chairperson is responsible for obtaining approval in advance from the Executive Board for any expenditure or change in the hanging fee normally charged. The Exhibit Chairperson shall ensure that the Exhibit Coordinators obtain liability releases from each exhibitor and shall retain these releases for a period of one year.

**Section 2. Nominating Committee** – The Chairperson of the Nominating Committee shall be appointed by the President no later than December to nominate candidates for the offices of President, Vice President, Secretary, and Treasurer for the next Guild year (June through May). The Chairperson shall appoint at least two other members to serve on the committee. The committee shall prepare a slate of officers ready for publication in time to be presented at the

March general meeting. Nominations may also be presented from the floor at the March general meeting. The Chairperson shall compile a complete slate of officers for publication in the newsletter prior to the April general meeting. This newsletter shall also make provisions for absentee balloting. Absentee ballots must be returned to the Nominating Committee Chairperson prior to the April general meeting so as to be counted. The election for the following Guild year shall then take place at the April general meeting, and the installation of new officers shall take place at the May general meeting.

**Section 3. Program Committee** - The Chairperson of the Program Committee is responsible for planning and organizing programs for the Guild's ten general meetings and for planning other activities that may be of interest to the membership, such as peer critiques, field trips, and paint-outs. The Chairperson may appoint committees to assist with these activities. The Chairperson shall develop a proposed program schedule and budget for the ten general meetings and submit it for Executive Board approval no later than August. Within the approved budget, the Chairperson is empowered to sign contracts with speakers on the Guild's behalf. The Chairperson of the Program Committee shall keep one copy of each program contract and shall give one copy of each contract to the Treasurer and one copy to the President. Any program expenditures in excess of the approved budget require advance Executive Board approval. Other proposed programs or activities that require the expenditure of Guild funds, or the commitment of support or participation by the members, shall be submitted in advance for Executive Board approval. The Program Committee Chairperson will provide information to the Newsletter concerning upcoming programs. Before the meeting the Chairperson is responsible for reminding the speaker of his/her commitment to the Guild and confirming the responsibilities of the presenter and the Guild. The Chairperson shall introduce the speaker at the meeting.

**Section 4. Spring Festival Committee** - The Chairperson of the Spring Festival Committee shall plan for, organize and make the necessary arrangements for the Guild to take part in the Maryland-National Capital Park & Planning Commission Spring Festival at Montpelier. The purpose of the Guild's participation in the Spring Festival is (a) to serve the community, (b) make the Guild and its activities more visible to the community by its presence and (c) provide an opportunity to solicit new members.

**Section 5. Telephone Committee** - The Chairperson of the Telephone Committee shall be appointed to make calls to members as necessary to remind them of last minute changes to coming events or other important business that needs immediate attention and can not be accomplished by other means. The committee shall be composed of as many members as necessary to form a telephone tree.

**Section 6. Workshops Committee** - With the approval of the Treasurer and the Executive Board, the Chairperson of the Workshops Committee shall be empowered to engage qualified persons to present workshops sponsored by the Guild up to two years beyond the Chairperson's tenure. The Chairperson, with the approval of the Executive Board, shall set the fees to be charged participants, and schedule the time and place of the workshop. It shall be the responsibility of the Workshops Committee Chairperson to obtain a signed contract from the presenter, provide for the advertising of the workshop, the collection of fees, arrangements for the work space and all other details pertaining to the workshops. The workshop presenter shall

keep one copy of said contract. The Chairperson shall give one copy of said contract to the Treasurer and one copy to the President. In the event that the workshop is scheduled after the expiration of Officer's tenure, the Workshops Committee Chairperson shall insure that signed contracts are passed to the appropriate incoming Officers.

**Section 7. Historian** - The Historian shall keep an ongoing book that will include (a) all Guild newsletters, (b) newspaper clippings that concern the Guild activities or significant activities of Guild members, (c) photographs of Guild members engaged in Guild activities and events, and (d) several copies of Laurel Art Guild Constitution and By-Laws.

**Section 8. Hospitality Coordinator** - The Hospitality Coordinator shall be appointed to welcome new members and guests at the general membership meetings and to try to make them feel at home. The Coordinator shall arrange for refreshments and general clean-up at Guild social events.

**Section 9. Montpelier Arts Center Liaison** - The Montpelier Arts Center Liaison shall attend all meetings of the Montpelier Arts Center Advisory Board and report as needed to the Executive Board and/or membership.

**Section 10. Newsletter Editor** - There are two duties for the Newsletter Editor: editing and publishing. Editing involves the collection of input from Guild members on art related topics that they would like to have published in the newsletter. The Editor also collects information for the newsletter from the Executive Board including: the President's column, exhibit and workshop information from the Chairperson of these events, and information about upcoming monthly programs. In the spring, information about the Guild's Open Juried Show at the Montpelier Arts Center and the Montpelier Spring Festival is provided by those organizing these events. The Newsletter Editor places the information received into a document and formats it for publication.

Publishing involves obtaining printed copies and preparing the newsletter for mailing to members and local art organizations who receive printed newsletters. Mailing labels will be provided each month by the Treasurer. Receipts for printing, mailing labels, and postage shall be submitted to the Treasurer for reimbursement. The newsletter must be mailed by the end of the 3rd week of the month. At the same time, the newsletter shall be emailed (a) to the Webmaster so it can be placed on the Guild website, and (b) to members who have agreed to receive the newsletter electronically.

**Section 11. Public Relations Coordinator** - The Public Relations Coordinator is responsible for publicizing Guild activities to non-members. This entails maintaining a list of local media that might publicize our activities and writing press releases to be sent to them. Topics worthy of promotion may include general meetings, workshops, our juried show, student scholarships, and our participation in the Spring Festival.

**Section 12. Scholarship Coordinator** - Each year the Guild awards scholarships to two graduating seniors from Laurel high schools. In January the Scholarship Coordinator shall submit letters to the high school Art Department Heads requesting each school to make one nomination. The Coordinator shall follow up the correspondence with telephone calls and/or site

visits to answer questions and encourage nominations. Nominees must intend to continue their training in the visual arts at an institution of higher learning. They must also give a presentation of their body of work to the Executive Board. In the event that only one or no qualified candidate is nominated, the designated money will remain in the Scholarship Fund for future distribution to qualified art students.

**Section 13. Webmaster** – The three duties of the Webmaster are to maintain the website, maintain the Guild’s email group distribution list, and to update the Executive Board email alias-addresses (e.g. president@laurelartguild.org) when the membership of the Executive Board changes. Maintenance of the website ensures announcements on the website are current, member pages are added when members in good standing provide data for their gallery page, and gallery pages are removed when members’ dues lapse. Maintenance of the group distribution list entails adding, removing, or modifying member email addresses as they change.

## **ARTICLE V - EXECUTIVE BOARD:**

**Section 1. Membership of the Executive Board** – The Executive Board shall consist of the elected Officers, the Standing Committee Chairpersons, the holders of Appointive Offices, and the Immediate Past President. Any Guild member may attend and speak at Executive Board meetings, but only Executive Board members may vote.

**Section 2. Duties of the Executive Board** – The Executive Board shall make policy decisions, plan and coordinate the activities of the Guild, condense business to be presented to the membership, and provide advice and direction for Chairpersons of the Standing Committees and fill in for them when necessary. In the event that one of the elected Officers resigns during his/her term the Executive Board will appoint someone to take over that position and seek approval of the membership at the next general meeting. The Executive Board shall meet at least four times per year. Any Guild member may attend and speak at the meeting but may not vote. If the presentation is longer than 5 minutes or will entail long discussion this must be cleared with the President ahead of time. The President at his/her discretion may delay the presentation to a later meeting.

**Section 3. Quorum for Meetings of the Executive Board** - The Executive Board shall be deemed to have reached a quorum for the purposes of conducting business when either the President or Vice President and any other two Board members are in attendance.

## **ARTICLE VI – GENERAL MEETINGS:**

**Section 1. Purpose** - The purpose of the general meetings shall be to present programs of interest to the membership as well as to conduct the necessary business of the Guild. Every attempt should be made to keep the business part of the meeting to no more than thirty minutes. The President at his/her discretion may (a) move the business meeting to a period of time following the arranged program, (b) table any remaining business until the next meeting, or (c) call an emergency and/or special meeting to conduct any tabled business.

**Section 2. Quorum** - Those members in good standing present at a general meeting plus either the President or Vice-President shall constitute a quorum.

**ARTICLE VII – AMENDMENTS TO THE CONSTITUTION & BY-LAWS:**

Amendments to the Constitution and By-Laws may be proposed to the Executive Board by any member in good standing. After approval by the Board the proposed changes must be sent to the general membership in writing at least one month prior to a general meeting where they will be presented and discussed. The following month a vote will be taken at the general meeting by paper or absentee ballot. Absentee ballots must be returned to the Secretary prior to this meeting to be counted. Approval by two thirds of those members voting is required for acceptance of an amendment.

**ARTICLE VIII – DISSOLUTION OF THE GUILD:**

The Guild shall be deemed no longer able to function, if (a) the Guild is unable to elect a slate of Officers, and (b) the Guild is unable to hold general meetings, and (c) the Guild is unable to provide programs in which members participate, and (d) the remaining or previous Officer(s) feel that it is no longer possible to carry on the Guild. Upon this event, the Officer(s) may dissolve the Guild.