

Louisville Artisans Guild, Inc. By-Laws (revised 03/12/2019) Article IV  
Officers and Board Members

**Article I**

Name: The name of this organization shall be the Louisville Artisans Guild, Incorporated

**Article II  
Objects**

The objects and purposes of this Corporation shall be:

- a) To encourage the development of ever higher standards of performance and accomplishments in fine arts and crafts to the end that the Kentucky-Indiana area shall become known for the quality of its works; and
- b) To provide those persons who are interested in such works with an opportunity to initiate and participate in, to promote and maintain the general welfare of those works in the Kentucky-Indiana area, through the use of shows and exhibits, educations facilities, and dissemination of information.

**Article III  
Membership**

Section 1. There shall be three classes of Membership: Active, Supporting, and Life Members may apply to become juried Members. Juried Member status is determined by submission of work for the jury process as directed by the Jury Committee.

- a) Active Member: Any person or household actively engaged in fine arts or crafts as an avocation or business or as a student. One vote per active Member/household.
- b) Supporting Member: Any individual household, business, or organization interested in the objectives and purposes of the Guild without voting privileges.
- c) Life Member: All charter Members plus any Member having maintained active Membership for fifteen (15) years and having attained the age of 65. Voting privileges are suspended, if not active in the Guild.

Section 2. The President may appoint a Review Board, consisting of at least three (3) Members in good standing. The purpose of this Board will be to review any Membership issues. The resolution of these issues may include probationary period, removal from Boards, Committees, shows, and/or permanent loss of Membership status. Their recommendations are presented to the Board of Directors for action or vote.

**Article IV**  
**Officers and Board Members**

Section 1. The Officers of the Guild shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. The elected Officers, the immediate past President, and six (6) Members-at-large elected by the Membership shall constitute the Board of Directors. The Registered Agent shall be an ex-officio Member (without vote) of the Board of Directors. The elected Officers shall serve for two (2) years. The Members-at-large shall serve for two (2) years, three Members being elected each year for a two-year term.

Section 3. All elected Members of the Board, the Immediate Past President, and the Chairmen of various Committees shall have voting positions on the Board.

**Article V**  
**Duties of an Officer**

Section 1. The duties of the Officers shall be such as are implied by their respective titles and such as are specified in these By-Laws.

Section 2. The President shall preside at all meetings of the Guild and of the Board of Directors; and shall appoint all Committees and be an ex-officio of all Committees except the Nominating Committee.

Section 3. The Vice-President shall perform the duties of the President in the absence or inability of the President to serve. In case of death or the resignation of the President, the Vice-President shall become President for the unexpired term. The Vice-President shall be Program Chairman.

Section 4. The Secretary shall give notice of all meetings of the Guild and of the Board of Directors and matters requiring Membership votes and shall be responsible for the tabulation of votes when necessary. The Secretary shall be the official correspondent of the Guild. The Secretary shall preserve in a permanent file all official records of the Guild including minutes and letters of value to the Guild and its Officers, and shall transfer all such records to a successor at the close of the term of the office.

Section 5. The Treasurer shall receive and disburse all funds of the Guild and shall keep an accurate record of all receipts and expenditures. The Treasurer shall be responsible for the timely payment of all organizational debts, the Registered Agent fee, and such other expenditures as the Guild may approve. The Treasurer shall make a monthly report of these receipts and disbursements to the Board at its monthly meeting and an annual report of it at the Annual Meeting. The Treasurer's books shall be available for inspection at all times by the Board of Directors or for an audit at the President's discretion. {In the case of the inability of the Treasurer to fulfill these duties, the President shall appoint a temporary Treasurer until a new one is elected by the Board of Directors.}

**Article VI  
Duties of the Board of Directors**

Section 1. The Board of Directors shall conduct the business of the Guild. The Board shall submit all policies to the General Membership for a vote that affect the Members' rights to participate in the Guild's activities.

Section 2. The Board of Directors shall fill any office, which becomes vacant for which such vacancy is not otherwise provided for by these By-Laws.

**Article VII  
Nominations and Elections**

Section 1. Every March, the President shall appoint a Nominating Committee of at least three (3) Members who shall present at least one candidate for that year's two vacating officers and three (3) Member at large positions. The Nominating Committee shall have obtained the consent of the nominees to serve a two (2) year term, if elected. The general Membership shall be solicited for write-in candidates on the ballot. If a current Member chooses to be re-elected, they must fulfill a two (2) year obligation.

Section 2. Election of Officers and Board Members shall be by ballot. They shall take office following their installation at the Annual Meeting in June.

**Article VIII  
Meetings**

Section 1. A minimum of four (4) meetings of the Guild shall be held each year at such time and place as shall be determined by the President or Vice President.

Section 2. The Annual Meeting shall be held preferably in June of each year at which time the Officers and Directors are to be installed.

Section 3. Meetings of the Board of Directors shall be held monthly or as the need arises at the discretion of the President or by consensus of two (2) Board Members.

Section 4. The President of the Board of Directors may call special meetings of the Guild. Written notice shall be e-mailed at least ten (10) days prior to the called meeting.

Section 5. The President may call social meetings of the Board.

## Article IX

### Dues

Section 1. Annual Member dues shall be assigned a monetary amount by the Board on or before the beginning of the fiscal year.

Section 2. Life Members are not required to pay any dues.

## Article X

### Quorum

Section 1. A quorum for the regular meetings of the Guild shall be 25% of the active Members.

Section 2. A quorum for the meetings of the Board of Directors shall be at least 40% of the Board.

## Article XI

### Identifying Symbols (Logo)

Section 1. Only active Members of this Guild are eligible to use its identifying symbols or logo.

Section 2. The Board of Directors approves the use of the Guild symbol, logo, or name for other personal use.

## Article XII

### Amendments

Section 1. By-laws may be adopted or amended by an affirmative vote of two thirds (2/3) of the Members voting by voice, e-mail or mail. By-law modifications require written notice to all active Members by mail or e-mail at least ten (10) days prior to the meeting where they will be presented for discussion. Following the discussion, votes will be cast either at this meeting or by mail-in/email ballot within 20 days of the meeting.

Section 2. A Committee to the Board of Directors must propose amendments to these by-laws in writing. The Board of Directors must inform the Membership of the amendment proposal within two months and hold a vote on it within three months.

## Article XIII

### Parliamentary Procedure

Section 1. Robert's RULES OF ORDER, REVISED, shall govern this Guild in all cases to which they apply in so far as they are not inconsistent with these bylaws.

Section 2. Upon dissolution of the corporation, the Board of Directors shall:

- 1) Pay or make provision for payment of all the liabilities of the corporation.
- 2) Dispose of all assets of the corporation exclusively for the purpose of the corporation. This should be done in such a manner, with the organization's operation to further the visual arts.
- 3) This organization shall qualify at the time, as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law) as the Board of Directors shall determine.
- 4) And the Common Pleas Division of the Circuit Court of Jefferson County, Kentucky shall dispose of such assets not so disposed of.