

Pottstown Area Artists Guild, Inc.

By-Laws

ARTICLE I (revised April 9, 2021)

Name

This organization shall be known as the POTTSTOWN AREA ARTISTS' GUILD, INC., also to be known as, PAAG.

ARTICLE II

Purpose

Section 1. The purpose of the Guild is to allow people to express themselves collectively. This includes art as therapy, art as education and art as individual expression.

Section 2. To encourage art sales throughout the tri-county area.

Section 3. To promote art education and art appreciation within the community.

ARTICLE III (revised 10/2016)

Board of Directors

Section 1. The Board of Directors shall be the Leadership Committee in its entirety.

Section 2. The Board of Directors shall be subject to and accountable to the active members of the Guild.

ARTICLE IV (revised 11/15/2016)

Membership and Dues

Section 1. Any person who is interested in art and its development may become an Active Member upon payment of the Annual Dues.

Section 1a. The Leadership Committee shall establish the annual dues for membership in the Guild.

Section 2. The Membership Year will be from September 1st to August 30th. Dues will be payable starting July 1st. Active Members not paying the Annual Dues by September 30th will lose their status as an Active Member. Persons paying the Annual Dues at any time during the membership year will then be instated as an Active Member for that Membership Year.

Only Active Members are entitled to vote upon the business of the Guild and, if appropriate, to receive printed copies of the newsletter.

Section 3. If the Annual Dues are not paid September 30th following written notice, formerly Active Members shall be dropped from active membership. The deadline of September 30th may be extended in extraordinary cases with the approval of a quorum of the Leadership Committee.

If dropped from active membership and receiving printed copies of the Sketchpad, they shall no longer receive the printed copies.

Section 4. Persons paying the annual dues at any other time during the membership year will then be an Active Member.

Dues paid after July 1st shall cover the dues requirement for the remainder of the current membership year, which ends on August 30th and the upcoming membership year.

Section 5. A gratis membership of one year will be granted as a token of appreciation to Past Presidents for the year immediately following their term as president.

Section 6. The category of Honorary Member shall be conferred or removed by recommendation of the Leadership Committee and approval of the active members of the Guild by vote at a meeting of the Active Membership of the guild. An Honorary member shall not have the voting rights of an active member, but shall receive such benefits as decided by the Board of Directors. An Honorary member is not required to pay dues.

Section 7. The category of Student Member will be granted students who provide evidence of being currently enrolled as a student and being of 18 years of age or older. The Leadership Committee will decide on the appropriate dues for this membership category.

ARTICLE V (revised 9/19/17)

Officers and their election

Section 1.

- A. The officers of this organization shall be President, Past President, Vice President, Secretary and Treasurer. The President, Past President and Vice President shall be one-year terms.
- B. Officers shall be elected by ballot annually in the month of May. If there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the organization for the nominee.
- C. Officers shall assume their official duties at the beginning of the fiscal year, September 1, and shall serve indefinitely.
- D. Officers final duty shall be to instruct their successors in the functions and responsibilities of the office at a reorganizational meeting in June.

Section 2.

- A. There shall be a NOMINATING COMMITTEE consisting of three members. The President shall appoint the Chairperson. The Chairperson shall appoint two others. These persons shall be appointed at least two months prior to the election.
- B. The Nominating Committee shall prepare a slate of candidates for all elective offices, after first gaining the consent of each candidate to serve. Candidates shall have been participating members of the Pottstown Area Artists Guild for at least three (3) months.
- C. Nominations will be received from the floor, with the consent of the nominee, at the April meeting.

Section 3. A vacancy occurring in ANY office shall be filled for the unexpired term by a person elected by a majority vote of a quorum of the Leadership Committee. Notice of such election having been given in advance. In case a vacancy occurs in the office of the President, the Vice President shall assume the duties of the President. If the position of Vice President is vacant, then the Secretary shall assume the duties of President, and if the position of Secretary is also vacant, the position of Treasurer shall assume the duties of President. If all the officer positions are vacant, any willing member of the Guild shall assume the duties of President.

Section 4. The term of office is Sept. 1 to Aug. 31.

ARTICLE VI (revised 9/19/2017)

Officers Responsibilities

Section 1. The PRESIDENT shall preside at all membership meetings, appoint committee chairpersons and act as chairperson of the Leadership Committee. Shall communicate with Officers, Standing Committee Chairpersons and all other Leaders carrying responsibility to have an enabling, effective and smooth-running Guild. The President shall present a report at the annual meeting in May.

Section 2. The VICE PRESIDENT shall act as President in the absence of the President and shall assist the President in organization and operation of the committees.

Section 3. The SECRETARY shall record the minutes of all general meetings of the organization and of the Leadership Committee. The Secretary shall attend to correspondence and shall perform such other duties as may be directed by the Board of Directors/Leadership Committee. The Secretary is in charge of the corporate records.

The Secretary shall maintain, and keep current the corporate records of the organization such as the Articles of Incorporation and Bylaws. The Secretary shall also provide any revisions to the status of the organization and its officers as required by the state and federal government.

Section 4. The TREASURER shall receive the dues and all other monies and deposit the funds in a bank approved by the Membership. S/he will keep account of all expenditures; pay all bills

approved by the Leadership Committee or budgeted by check or other electronic means authorized by the Leadership Committee.

The Treasurer shall make a monthly report to the Leadership Committee and to the membership. Any expenditures by a Committee that exceeds the committee's budgeted amount by more than \$100 must be approved by the Leadership Committee. In an emergency, the Committee chair may ask the President to poll the Leadership Committee via phone or electronic means. In such instances, a quorum approving the expenditure is acceptable. The Treasurer is part of said quorum.

The Treasurer shall prepare an itemized fiscal report to present at the Annual Meeting in May, after which time the books are to be audited by a committee of three appointed by the President. The report of the Audit Committee to be given at the September meeting.

Using the itemized annual fiscal report, the Treasurer shall prepare by June 1 a budget for the next fiscal year. The newly elected officers and other members of the Leadership Committee will suggest changes/additions to the budget and finalize their budget at their June working meeting. With Leadership Committee approval, it will be presented for approval to the general membership in September, this the beginning of the next fiscal year.

Should an opportunity to arise for the Guild to benefit from a purchase or expenditure not already in the budget, it shall be presented to the Leadership Committee for consideration and vote. Prior to the meeting, said proposal must be submitted to the Treasurer in enough time for him/her to prepare a feasibility report should the motion pass.

Both the President and Treasurer shall be authorized to issue and sign checks and make withdrawals from the Guild's account(s).

Checks payable to any officer shall be signed by an authorized person other than the officer to whom the check is payable.

The Treasurer shall maintain a record of all persons currently having paid the Annual Dues. These persons are listed as Active Members.

The Treasurer shall maintain and keep current all records of the organization related to its non-profit status with the state and federal government. The Treasurer shall maintain, keep current and keep make the necessary filings for all tax filings and returns required by any taxing authority.

Section 5. It shall be a courtesy of the Guild for an out-going leader to offer and give help to the new official in that position and to turn over all materials of the office within a two-week period.

ARTICLE VII (revised 9/19/2017)

Meetings

Section 1. Regular general meetings shall be held the third Tuesday of the month in the evenings, eight times a year, except in the months of January, February, July and August. The Leadership Committee giving sufficient notice to inform the membership may call additional regular general meetings. Also, the Leadership Committee giving sufficient notice to inform the membership may cancel also regular general meetings.

Section 2. Special Meetings may be called by the Leadership Committee giving five days notice and stating the purpose of the meeting.

Section 3. The ANNUAL MEETING, with Election of Officers, will be held in May.

Section 4. In a Membership Vote, the active members participating in the vote shall constitute the quorum.

In a Leadership Committee, a quorum is at least three members of the Leadership committee including at least one of the elected officers of the organization.

Section 5. Voting of the general membership may be by show of hands at a meeting, a paper ballot or electronically by eMail or other internet facility, at the discretion of the Leadership Committee. Write-in ballots (to allow absentee votes) may also be allowed at the discretion of the Leadership Committee.

Section 6. In voting, either of the general membership meeting or of the Leadership Committee/Board of Directors meeting a simple majority of the quorum shall constitute approval.

ARTICLE VIII (revised 9/19/2017)

Leadership Committee

Section 1. The Guild shall have a LEADERSHIP COMMITTEE composed of all elected officials, chairpersons of standing committees and optionally a Parliamentarian appointed by the President. The Leadership Committee will fill vacancies occurring in offices and committees.

Section 2. Meetings of the Leadership Committee will be held at the call of the President and be held at least monthly during months when a general meeting of the membership is to take place, at a time and place agreed upon by the Leadership Committee. In addition, there also will be planning sessions to consider committee chairs, program and budgetary during June, July and August at the regular meeting time or other suitable times.

Section 3. In lieu of a meeting of the Leadership Committee to decide upon specific questions, the President may poll the quorum of the Leadership Committee for a vote by any available means including but not limited to telephone, text, messaging, email or in person. The results of such a vote shall be recorded in the minutes of the next regular Leadership Committee meeting.

ARTICLE IX (revised 11/15/2016)

Standing Committees

Section 1. The Standing Committees of the Guild are as follows: Program, Membership & Recruitment, Art Shows, and Communications.

Section 2. Other chairpersons as appointed by the President, such as, Hospitality, Historian, Graphic & Design, etc or Member-at-Large.

ARTICLE X

These By-laws may be amended or revised at any regular or special meeting of the Guild by a two-thirds vote of the quorum.

ARTICLE XI

Robert's Rules of Order

The latest edition shall be the authority on Parliamentary Law. Should there be inconsistencies between these Rules and our By-laws, the Leadership Committee will rule.

Approved: April 9, 2021

Recorded: Sandy Alves
Secretary