

BYLAWS OF
WAKE FOREST GUILD OF ARTISTS, INC

Adopted July 6, 2010

ARTICLE I - NAME

The name of this organization shall be
WAKE FOREST GUILD OF ARTISTS, INC.(*Amendment #2*)

ARTICLE II - PURPOSE

The purpose of the WAKE FOREST GUILD OF ARTISTS, INC. is as follows:

To promote the visual arts in Wake Forest and surrounding communities through activities, events, workshops and fellowship. The Guild is comprised of individuals who work in a wide variety of media, including acrylic, oil, and watercolor painting; drawing, ink, and pastels; clay arts; photography; fiber, metal, and jewelry arts; glass; and wood. (*Amendment #3*)

ARTICLE III - FUNDING AND FINANCIAL ARRANGEMENTS

1. **Eleemosynary Status.** This organization shall be an eleemosynary corporation chartered by the State of North Carolina and all contributions thereto shall be tax deductible as approved by the Exempt Organization Division of the Internal Revenue Service.

2. **Fiscal Year.** The fiscal year of this organization shall be from January 1 to December 31.
3. **Net Earnings.** No part of the net earnings of the organization shall inure to the benefit of its members, directors, officers or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the organization.
4. **Dissolution.** In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes which are exempt as organizations described in Section 501(C)(3) of the Internal Revenue Code of 1986.

ARTICLE IV - MEMBERS

Members. Members shall join the organization in the following manner: Persons interested in the arts can become a member by paying annual dues assessed as necessary. *There may be additional fees for events, programs and activities. (*Amendment #1*)

1. **Meeting of the Members.** Membership shall have an annual meeting in the month of January each year, or as otherwise determined by the board.
2. **Notice to Members.** The secretary shall notify each Member of the time and place of the meetings by written or verbal communication.
3. **Quorum.** A simple majority of the Members present will constitute a quorum at the meeting of the membership.

ARTICLE V - OFFICERS

1. **Personnel.** The officers shall consist of a President, Secretary and Treasurer and Vice-President.
2. **Nomination and Election of Officers.** Nomination of officers shall be by a committee appointed by the President and the Board of Directors at a time prior to the annual meeting of the Board. The election of the officers shall be held at the annual meeting of the organization.
3. **Term of Office.** Officers shall assume office after the annual meeting and the term of office shall be one year. Officers may serve more than one but not more than two consecutive terms unless unopposed. (Amendment #4)
4. **Duties.**
 - (a) **President.** The President shall preside at meetings of the organization. He or she shall promote the interests of the organization and shall be the accredited representative of the organization at outside meetings unless he or she shall delegate this authority to another member.
 - (b) **Secretary.** The secretary shall take minutes of all meetings and shall preserve the records of the organization.
 - (c) **Treasurer.** The Treasurer shall handle organization bank accounts and shall give a financial report at all meetings. He or She shall give an annual financial report and give receipt for and disburse all funds, and maintain a record of payment and membership dues.
 - (d) **Vice-President.** The Vice-President shall serve in the absence of the President.
5. **Filling a Vacant Office.** Any vacancy which occurs in an office shall be filled by the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

1. **Board.** The Board of Directors shall consist of a minimum of five(5) persons (minimum of the four officers and at least one member at large). (*Amendment #5*) The initial Board of Directors shall consist of those persons named within the Articles of Incorporation filed with the North Carolina Secretary of State. The Directors shall serve a term of three years in length. (At the Board of Directors' first meeting, the Board shall designate two persons whose terms expire in one year, two persons whose term expires in two years, and one person whose term expires in three years). A director may serve more than one consecutive term. A Director may be married to another Director.
2. **Duties.** The Board of Directors shall have general control of the affairs, funds and property of the organization and shall determine policy and establish guidelines for the effective conduct of the business affairs of the organization.. It shall be responsible for the accomplishment of the organization's purpose and objectives.
3. **Fiscal Powers.** The Board shall consider and approve a budget for each fiscal year.
4. **Election.** At each annual meeting of the Membership, the Membership shall elect Directors to serve in place of those Directors whose terms have expired.

ARTICLE VII - MEETINGS OF THE BOARD

1. **Time and Place.** The time and place of the meetings of the Board of Directors shall be as specified by the Board of Directors.

2. **Special Meetings.** Special meetings of the Board of Directors may be called at the request of a majority of the Board of Directors.
3. **Notice of Meetings.** The secretary shall notify each member of the time and place of all meetings called for by the Board of Directors. Such notification may be by written or verbal communication.
4. **Quorum.** A simple majority of the directors present will constitute a quorum at the Directors meetings.

ARTICLE VIII - AMENDMENTS

The Bylaws of the organization may be amended by three-fourths (3/4) affirmative vote of the Directors present at any duly called meeting of the Board of Directors, but only after thirty (30) days notice has been provided to each member of the Board of Directors prior to any vote and a copy of the proposed Bylaw changes have been circulated to the Board of Directors for a study and review.

ARTICLE IX - RULES OF ORDER

The most current edition of Roberts' Rules of Order shall be the authority on all points not covered by the Articles of Incorporation and Bylaws of the organization.

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**AMENDMENTS TO THE BYLAWS OF
THE WAKE FOREST GUILD OF ARTISTS, INC.**

Amendment #1
Adopted 12/10/2011

ARTICLE IV - MEMBERS

1. Members. Members shall join the organization in the following manner:

Persons interested in the arts can become a member *by paying annual dues assessed as necessary.*

* There may be fees for events, programs and activities.

Amendment #2
Adopted 12/1 2014

Change all references to **Wake Forest Area Artists, Inc.** to *Wake Forest Guild of Artists, Inc.*

Amendment #3
Adopted 12/1/2014

ARTICLE II - PURPOSE

To promote the visual arts in Wake Forest *and surrounding communities through activities, events, workshops and fellowship. The Guild is comprised of individuals who work in a wide variety of media, including acrylic, oil, and watercolor painting; drawing, ink, and pastels; clay arts; photography; fiber, metal, and jewelry arts; glass; and wood.*

Amendment #4
Adopted 12/1/2014

ARTICLE V - OFFICERS

3. Term of Office. Officers shall assume office after the annual meeting and the term of office shall be one year. Officers may serve more than one but not more than two consecutive terms *unless unopposed.*

Amendment #5
Adopted 12/1/2014

ARTICLE VI - BOARD OF DIRECTORS

Board. The Board of Directors shall consist of a minimum of five(5) persons
(minimum of the four officers and at least one member at large).