

Amendment. Revised: December 25, 2023

BY-LAWS OF EAST HILLSBOROUGH ART GUILD

ARTICLE I OFFICES

The office of the Corporation shall be located in Plant City, Hillsborough County, Florida. The Corporation may also maintain offices at such other places in the State of Florida as board approves.

ARTICLE II PURPOSE OF THE GUILD

The Guild shall be comprised of artists and persons interested in fine art and provide a forum for:

- a. The discussion of current developments in the promotion and advancement of fine arts;
- b. The interchange of skills among the members of the Guild, as well as other fine artists;
- c. The development of programs designed to increase local awareness of the East Hillsborough Art Guild, the fine artists in the Guild, and fine art generally.

ARTICLE III MEMBERSHIP

There shall be six classes of membership who are able to take advantage of programs and classes approved by the Board of Directors who administer the functions of the club.

- 1) Active
- 2) Senior (65 or over)
- 3) Student (grades K-12)
- 4) Family (2 or more related people, living in same household)
- 5) Associate (members interested and supportive in the advancement of fine arts)
- 6) Honorary (a prestigious recognition for service to the arts). Honorary members will be listed in the membership directory automatically every year without paying membership dues. All members have the rights and privileges of membership.

ARTICLE IV DUES

The initial Annual dues shall be as follows: Active \$10.00; Senior \$10.00; Student \$10.00; Associate \$10.00; Family \$20.00; and Honorary – do not pay any dues. Dues are paid annually starting **February 1st** of each year and become delinquent on March 1st. Only members in good standing will be qualified to take advantage of club discounts offered

ARTICLE V MEETING OF MEMBERS

Section 1. Annual Meeting. The annual members meeting is held in January, where member suggestions are submitted to the Board of Directors for fiscal year upcoming special events, programs, classes etc.

Section 2. Regular Monthly Meetings. Fiscal Year January to December. Regular member meetings start in September and ends in May. All meetings are held on the FIRST MONDAY each month. No meetings in March, June, July, August) All meetings start 6:00 PM at such place as directed by the President or the Board of Directors. Members will be notified by newsletter, or email, or by phone.

Section 3. Special Meetings. Special meetings may be called at any time by the President or by the Board of Directors.

Section 4. Notice of Meeting. Written notice of the annual and any special meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by email or phone of such notice at least fifteen (15) days before such meeting to specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Place. All members meetings shall be held within Hillsborough County, Florida.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Number. The affairs of this Corporation shall be managed by a Board of Directors of not less than three (3) directors but not more than seven (7) directors, who must be members of the Corporation.

Section 2, Term of Office. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the original registration Certificate of Incorporation.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the voting Board of Directors of the Corporation. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the un-expired term of his or her predecessor.

Section 4, Compensation. No director shall receive compensation for any service they may render to the Corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of their duties if receipts and proper documents are submitted

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written or email approval of all the directors. Any action so approved shall have the effect as though taken at a meeting of the directors.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

Section 1, Nomination. A Nominating Committee within the Board of Directors may take into consideration recommendations made by the Board and made from the floor at the January meeting from the general membership for the Board of Directors to vote approval.

ARTICLE VIII MEETINGS OF DIRECTORS

Section 1. Regular Board Meetings. Regular Board of Directors meeting shall be called by the current President, as needed from time to time and at such place and hour as may be fixed by resolution of the Board.

Section 2. Special Board Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Corporation, or by any two (2) directors, after not less than three (3) days notice to each director.

Section 3. Voting Quorum. A 50% plus one, as majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE IX POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (b) Exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these By-Laws.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members.
- (b) Supervise all officers and agents of the Guild, and to see that their duties are properly performed;
- (c) Fix the amount of the annual membership dues to each membership class at least thirty (30) days in advance of each dues period;
- (d) Procure and maintain adequate liability insurance for the Board of Directors of the Corporation;
- (e) Cause all directors or officers having fiscal responsibilities to be bonded, as it may deem appropriate.

Section 3. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Guild and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks of the Guild; keep proper books of accounts; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make a copy of each available to the members. Must file annual reports with State of Florida using SunBiz.Org and file annual Income Tax reports with IRS.

ARTICLE X OFFICERS AND THEIR DUTIES

Sections 1. Enumeration of Officers. Nominated by members and presented to the Board of Directors for their vote and approval. The officers of this Guild shall be: First Vice-President (which the Board will consider as potential President and a Director of Corporation, if Board so votes if current President is no longer able to continue duties), Corresponding secretary, Membership Chairperson, Exhibit Chairman. Officer positions shall report to the Board of Director on a monthly basis, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The approval of officers shall take place at the first meeting of the Board of Directors following each annual **January** meeting of the general members. General members have no voting power to approve Officers or Board of Directors, but can submit recommendations for Officer positions to the Board for approval.

Section 3. Term. The officers of this Corporation shall be elected annually by the Board of Directors and each shall hold office for three (3) years or until their successors are duly elected and installed, unless they shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board of Directors may elect such other officer positions as the affairs of the Guild may require, each of whom shall hold office for such period, of one (1) year and have such authority, and perform such duties as the Board may, from time to time determine. The officers will submit monthly reports to the Board of Directors.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term for that position.

Section 7. Multiple Offices. The offices of corresponding secretary, membership chairman, exhibit chairman, and other committee chair positions may be held by the same person in the case where not enough members are willing to take officer/committee positions.

Section 8. Duties. The duties of the directors and officers are as follows:

(a) President; The president shall preside at all meetings of the Board of Directors and General member meetings, shall see that orders and resolutions of the Board are carried out; shall sign all written documents and shall co-sign all checks, and may affix the corporate seal as may be required on any document.

(b) Recording Secretary: The Recording secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members.

(c) The corresponding secretary shall conduct the correspondence of the Guild and shall preserve all correspondence of value to the Guild for transfer to his or her successor.

(d) Membership Chairman. The Membership Chairman will maintain an accurate membership roll at all times; work closely with the treasurer in the billing and collection of dues; develop and implement promotional activities designed to attract new members; at general meetings be responsible for member name tags, sign-in list, and introduce new members/guests.

ARTICLE XI COMMITTEES

Section 1. Generally. The Board of Directors will appoint a Nominating Committee as provided in these By-Laws to present slate of potential Committee and Officer positions for the board to vote and approve. In addition, the Board of Directors shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE XII BOOKS AND RECORDS

Section 1. Generally. The books, records and papers of the Guild shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Guild shall be available for inspection by any member of the Guild at the office of the Guild, and copies may be made. Because all Officers and Directors are voluntary, a fifteen (15) day notice is required.

ARTICLE XIII CORPORATE SEAL

Section 1. Generally. The Corporation shall have a seal in circular form having within its circumference the name of the Guild, the year of incorporation and the words "Corporation not for profit".

ARTICLE XIV AMENDMENTS

Section 1. Generally. These By-Laws may be amended, from time to time, at a regular or special meeting of the members. Amendments to these By-Laws may be proposed, in writing and voted upon by the Board of Directors