

The Mountain Artists Guild, Inc.
Bylaws
Approved 11/18/22

ARTICLE 1: NAME

The name of the corporation is The Mountain Artists Guild, Inc. (hereinafter referred to as "The Guild").

ARTICLE 2: PRINCIPAL OFFICE

The principal office of The Guild shall be located at 228 N. Alarcon St, Prescott, AZ. This will be the registered office for the State of Arizona.

ARTICLE 3: PURPOSE

Section 1. Mission

Mission: The Mountain Artists Guild is a 501(c)(3) non-profit organization dedicated to fostering education and appreciation of the visual arts within our community. We provide a welcoming environment, educational resources, and a vehicle to promote the fellowship of artists and artisans through membership, Art Center activities, and Galleries in support of our mission.

Vision: Through community outreach programming, The Mountain Artists Guild will help Prescott be known as a premier arts community within Arizona and the Southwest.

Values: We are committed to the respectful exchange of ideas and mutual support among artists of all abilities and cultural backgrounds. The Guild adheres to policies of nondiscrimination and ethics as outlined in Article 9, Sections 1 and 2.

Section 2. Nonprofit Status

The Guild is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Laws.

Section 3. Arizona Nonprofit Corporation

The Mountain Artists Guild, Inc. is a nonprofit corporation in the State of Arizona and subject to the laws of the state and may exercise all powers granted to Arizona Nonprofit Corporations.

ARTICLE 4: MEMBERS

Section 1. Membership Eligibility

Membership in the Guild shall be open to artists and artisans and all those interested in visual arts, who shall comply with the Guild's policies and procedures, and be conditional upon the payment of dues periodically established by the Board of Directors (The Board).

Section 2. Classes of Membership and Dues

All voting classes will have one vote per primary member, and two votes for each family/partner membership.

Section 3. Resignation

Any member may resign by filing a written resignation with the Guild. Resignation shall not relieve a member of unpaid charges previously accrued.

Section 4. Termination

The Board shall adhere to the following steps when terminating a member:

- a. The Board shall vote to initiate expulsion, suspension, or termination proceedings and the Board's reasons for the proposed action.
- b. Notice shall advise the member of the proposed action and give the member an opportunity to be heard, orally or in writing, before the Board decides on a proposed action.
- c. After considering any written and/or oral statements provided by the member, the Board shall vote on the proposed expulsion, suspension, or termination, effective the following business day.
- d. A member who has been expelled or suspended may be liable to the corporation for dues, assessments, or fees because of obligations incurred or commitments made prior to expulsion or suspension.

ARTICLE 5: ANNUAL MEETING

Section 1. Annual Meeting

The annual membership meeting of the Guild will be conducted for the election of the Board of Directors, approval of proposed amendments, and revisions to the Bylaws and for the transaction of such other business as may properly come before the meeting, including a statement of the condition of the Guild with a year-to-date financial report. Committee reviews during the current year shall be presented by the various Officers, Directors, and committees of the Guild.

The Annual Meeting shall be held no later than November 30th of each year, at a time and day set by the Board in the meeting notice, at a meeting place of the Guild in Prescott, Yavapai County, Arizona, or electronically via a web conference.

Section 2. Quorum

A quorum of at least 10 percent of active members, including proxies, must be present for the transaction of any business at any member meeting. Meetings that require no vote do not require a quorum to proceed.

Section 3. Proxy

Members may be represented at meetings by proxy. Such proxies may be handwritten, in an email, or by proxy form printed for convenience by the Guild. Proxies by email must show the sending member's name and date. Proxies must be signed and dated by the absentee voter, specifying the item to be voted upon and the member's vote, or instructions to a designee to vote "yea" or "nay". Such proxies should be filed with the Guild office or delivered by a designee at the meeting in question.

Early electronic voting may be instituted prior to the Annual Meeting by a means that guarantees no more than one vote per member with results tallied at the meeting along with in person and proxy votes.

Section 4. Meeting Format

Meetings may be held in person or electronically so long as all members can see, hear and have the ability to vote.

Section 5. Minutes

Minutes of the annual meeting will be taken, reviewed, and approved by the members. Minutes of the annual meeting will be made available for public inspection.

ARTICLE 6: BOARD OF DIRECTORS

Section 1. Duties

The business and affairs of The Guild shall be under the supervision of a Board of Directors. The Board shall be responsible for strategic leadership, resource and relationship management, reputation building, stewardship of The Guild's assets, performance management and measurement, and oversight of public policy agenda and advocacy.

The Board may delegate certain of their duties to the officers and committees of The Guild. Each Director of the Board must be a member of The Guild. Directors are expected to lead by example through demonstrated advocacy for The Guild's Mission, by volunteer service, and donor support.

Section 2. Powers

The Board of Directors ("The Board") shall have the control and management of the affairs and property of The Guild. The Board may authorize payments that fall within budgeted amounts. The Board also has the authority to spend up to \$10,000 without prior approval of the general membership. In a catastrophic incident, the Board may, in the best interests of the Guild, authorize emergency spending above this \$10,000 limit.

The Board shall have the power to determine and declare the annual dues or other assessments and charges to be paid by membership of the Guild or establish a committee to determine and administer such policies.

The Board may authorize the borrowing of money, the execution of promissory notes of the Guild and the power and authority to purchase, sell, lease, and rent the real property of the Guild, and to pledge or mortgage any of the property belonging to the Guild for the purpose of securing payment of its debts. All such acts shall be done with prior approval by a majority vote of a quorum of the membership. The Board, during the normal course of business, may dispose of real property that is obsolete without such approval.

In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise such powers and do such lawful acts and things as are not otherwise limited by these bylaws.

Section 3. Number, Term of Office, and Election

- a. The Board shall consist of at least 5 and no more than 11 directors. Board members are elected for 2-year terms. Members of the Board shall be elected by the Members of the organization in accordance with Article 4. Terms start on January 1 and conclude on December 31.
- b. Any Board member who serves two consecutive two-year terms shall be ineligible for reelection as a director until a minimum of one year has elapsed after expiration of the final term. A Director elected to an incomplete term may complete that term and remain eligible for two additional, consecutive terms.
- c. Attendance at Board meetings is expected of all Board members and failure to attend three regularly scheduled Board meetings within a 12-month period shall be a cause for removal.

Section 4. Removal of a Board Member

A member of the Board may be removed from the Board with or without cause by a vote of two-thirds (2/3rds) of the Board at a meeting at which quorum is present or, if such action is taken by written consent of the Board in lieu of a meeting as permitted by Section 7(d) hereof, then by a consent in writing signed by two-thirds (2/3rds) of the Board members then in office and in good standing, not including the Board member who is the subject of such removal.

Section 5. Resignation

A member of the Board may resign at any time by giving written notice to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon acceptance by a majority of a quorum of the Board at their next Regular meeting.

Section 6. Vacancies

All vacancies in the Board may be filled by the remaining Board members upon vote by a majority of a quorum of the Board at a regular meeting. If directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all directors remaining in office.

Section 7. Compensation and Reimbursement

Board members shall be volunteers and shall not receive any compensation for their services.

Section 8. Meetings

- a. Regular Meetings. The Board shall meet monthly for regular meetings at such place and time or as may be set forth in the notice of meeting, which notice shall be given not less than seven (7) days prior to the time of the meeting.
- b. Special Meetings. Special meetings of the Board may be called by the President of the Board on forty-eight (48) hours' notice to each Board member personally, by any acceptable method. The request must specify the basis for the meeting. Upon receipt of the call for a special meeting, the Board of Directors shall fix the date, time, and place for the meeting, which shall be held within five (5) days' notice of the meeting provided to the Board members.
- c. Executive Sessions. Executive sessions are a type of Board meeting primarily for discussion of confidential matters. An admonition of Confidentiality must be stated at the beginning of every executive session. The Executive Session will be adjourned, and the regular Board meeting resumed to publicly record any motions and votes taken.
- d. Quorum and Voting. At all meetings of the Board, the presence of fifty percent of the currently elected Board shall constitute a quorum for the transaction of business, and any act of a majority of those in attendance at a meeting at which there is a quorum shall be adopted. Any business may be transacted by the Board at any meeting at which a quorum is present, although held without notice, upon waiver signed by every member of the Board.
- e. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting via mail, or electronic ballot, provided 100 percent of directors' consent to the action being taken by ballot. The person charged with transmitting the ballot may be required to provide an affidavit stating that all voting members were issued the notice and ballot. The results of such action without meeting will be filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote provided 100 percent of all directors' consent to the action.
- f. Members participating by telephone conference. Participation in any meeting of The Board or a committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting can hear one another shall constitute presence in person at the meeting.

ARTICLE 7: OFFICERS OF THE ORGANIZATION

Section 1. Number, Qualification, Election and Term of Office

The officers of The Guild who shall consist of a Board President; a Board Vice President; Secretary of the Board; and Treasurer of the Board. Any two of the above offices may be held by one and the same person. Each Officer must be a member of The Guild.

- a. Term. All officers shall hold office for two years or until their successor is duly elected and qualified. If a President the Board shall have served two consecutive terms, they shall be ineligible for reelection as President until a year has elapsed after the

expiration of the second of such terms. The Board of Directors may appoint officers to fill remaining terms in the event of resignations.

- b. Election. The officers of The Guild shall be elected by the members at the Annual Meeting.

Section 2. Resignation

Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon acceptance by a vote of the Board.

Section 3. Removal

Any officer, employee, or agent appointed by the Board may be removed from office, either with or without cause by a vote of the Board as specified in Article 6, Section 4.

Section 4. Vacancies

The Board may fill any officer vacancy according to Section 1 in this Article.

Section 5. Board President

The Board President shall convene and preside at meetings of the Board, shall perform such duties as may be assigned from time to time by the Board, and shall perform the duties usually delegated upon a presiding officer. The President or their designee are ex-officio members of all committees of the Board.

Section 6. Vice President of the Board

The Vice President shall perform such duties as the Board may assign and may assist the Board President as requested. The Vice President shall preside at meetings in the absence of the President.

Section 7. Secretary of the Board

The Secretary of the Board shall have functions and powers that follow which may be delegated to The Guild staff with oversight.

- a. Function as clerk of each meeting of the Board and all Annual and special meetings of the Board. The Secretary shall record all the proceedings and votes of such meetings and create a permanent record.
- b. Be custodian of the records of The Guild.
- c. See that the minutes, reports, statements, policies, and all other documents and records of The Guild required by statute are properly kept and filed.
- d. Perform all duties incident to the office of Secretary and such other duties as are given by these Bylaws or as from time to time may be assigned by the Board.
- e. In the absence of a Secretary, the Board shall appoint a scribe to fulfill these duties.

Section 8. Treasurer of the Board

The Treasurer of the Board shall also serve as Chair of the Finance Committee and shall report on the financial condition of The Guild at each Board meeting and at the Annual Meeting. The Treasurer of the Board shall be responsible for policies and procedures regarding The Guild's finances, including the following, which may be delegated to staff with oversight:

- a. Be responsible for the funds, securities, receipts, and disbursements of The Guild; monitor the approved financial policies for adequacy and compliance.
- b. Be responsible for receiving and deposit of funds in such banks or institutions as the Board may designate.
- c. Cause the funds of The Guild to be disbursed by checks or drafts, with such signatures as may be authorized by the Board. The Treasurer shall not have signature authority.
- d. Provide to the Board, whenever requested, a statement of the financial condition of The Guild which may include a Statement of Financial Position, Statement of Activity by Month, Annual Budget, and other reports as requested.
- e. Keep the books of account of all the business and transactions of The Guild and submit annually for external audit.
- f. Perform all duties incident to the office of Treasurer and such other duties as are given to him or her by these Bylaws or as from time to time may be assigned by the Board.

Section 9. Executive Director

The Executive Director of The Guild shall be employed by the Board, shall supervise, and control all the business, affairs, and property of The Guild and shall have general supervision over all its employees and agents under the direction of the Board. In general, the Executive Director shall perform all duties incident to the office and shall see that all orders and resolutions of the Board are carried into effect.

- a. Salary. The salary and other remuneration of the Executive Director shall be fixed by the Board. Salaries and wages of other employees shall be fixed subject to the approval of a general operating budget of the Board.
- b. Performance. An annual review of performance and compensation shall be conducted in accordance with approved policies and IRS rules and reported to the Board.
- c. Duties and Authority. The Executive Director shall serve as an ex officio member of the Board of Directors with no voting powers. The Executive Director may be granted the authority to spend up to \$500 without prior Board approval providing it is within budgeted amounts.

ARTICLE 8: COMMITTEES OF THE ORGANIZATION

The Board may, from time to time, appoint committees, special committees, or task forces authorized by the Board. Standing committees include the Executive Committee, consisting of Officers of the Board and the Finance Committee, consisting of the Board Treasurer, Board President, and Executive Director.

ARTICLE 9: GENERAL PROVISIONS

Section 1. Nondiscrimination

Diversity and inclusion are vital to achieving our mission, living our values, and advancing the common good. The Mountain Artists Guild is committed to diversity and inclusion within its own organization and the community.

The officers, directors, members, employees and persons served by The Guild shall be selected in a manner to promote diversity and inclusion and entirely on a non-discriminatory basis with respect to race, religion, national origin, ethnicity, age, gender, gender identity and expression, disability, sexual orientation, veteran-status, familial status, or socio-economic status and in support of The Guild's principle and policy.

Section 2. Ethics

The Guild will have a Standards of Conduct Policy, an Anti-Discrimination, Non-Harassment, and Retaliation Policy, Social Media Policy, and Conflict of Interest Policy. These shall be made known to all members, volunteers and staff associated with the organization. The organization shall establish procedures for Board, staff, and members to submit ethical complaints and conduct investigations of complaints in a confidential manner. Additional ethics policies may be added or amended as approved by the Board.

Section 3. Fiscal Year

The fiscal year of The Guild shall be defined as the calendar year, January 1 through December 31.

Section 4. Indemnification

- a. GENERAL. To the full extent authorized under the laws of the State of Arizona, The Mountain Artists Guild, Inc. shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an Officer, Director, employee or agent of The Guild or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.
- b. LIMITATION OF LIABILITY. To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a Director or Officer of the Corporation shall not be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a Director or Officer except for criminal acts of a Director or Officer. No repeal, amendment, or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any non-criminal act or omission of a Director or Officer of the Corporation occurring prior to such repeal, amendment or modification.
- c. EXPENSES. Expenses (including reasonable attorneys' fees) incurred in defending a civil action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board.

- d. INSURANCE. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a member, Director, or Officer of the Board for The Mountain Artists Guild, Inc. against any non-criminal liability incurred by such person in their capacity as an agent of or arising out of service to the Corporation.

Section 5. Amendments

The Board of Directors shall have the power to alter or amend the Bylaws and the Articles of Incorporation of The Guild by a two-thirds vote of those Directors present.

Notice of changes to either Bylaws or Articles of Incorporation will be available to the general membership by newsletter, mail, or email at least two weeks prior to any scheduled meeting or vote. Changes shall be approved by the majority of a quorum of the membership.

Section 6. Gifts

The Guild solicits and accepts contributions of money, in-kind donations, property, and any other item of value in accordance with IRS purposes of a 501(c)3 nonprofit organization.

Section 7. Property

The Guild may hold, improve, own, manage, operate, lease as lessor or lease, sell, convey, and/or mortgage, either alone or in conjunction with others, real estate of every kind and character.

ARTICLE 10: DISSOLUTION

Upon the dissolution of The Mountain Artists Guild, Inc., the Board shall, after paying or making provision for the payment of all liabilities of The Guild, distribute all assets of the Corporation, pursuant to a plan of distribution adopted by the Directors, to any Qualified Organization. For purposes of this ARTICLE, "Qualified Organizations" shall mean an exempt organization in Arizona (i) which are described in Section 501(c)(3) of the Code, and (ii) whose purposes are closely related to the charitable purposes of The Guild.

Adopted: December 27, 1963
Revised: April 16, 2012
Amended: May 23, 2015
Amended: October 18, 2018
Amended: February 13, 2020
Revised: November 2, 2022

These Revised Bylaws have been adopted and approved by the Board of Directors on November 2, 2022 and by the membership on November 18, 2022