

# **By-Laws of the Las Vegas Artists Guild**

## **Article I – Name**

Section 1. Name: The name of the non-profit organization, pursuant to the articles of incorporation, filed in the state of Nevada, shall be Vegas Artists Guild, Inc. and shall do business as the Las Vegas Artists' Guild (LVAG).

## **Article II – Mission Statement**

Statement: The mission of the Las Vegas Artists' Guild is to:

Promote local artists.

Provide education and resource support to our membership.

Foster relationships to channel ideas into action.

Encourage local artist of every caliber to hone and develop their artistic abilities.

## **Article III – Tax Status: Fiscal Year**

Section 1: LVAG shall comply with Section 501-C (3) of the Internal Revenue Code of 1986, as amended. The fiscal year of LVAG shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

## **Article IV – Membership**

Section 1. Types of Membership as follows: Honorary Life, Active, Patron and Corporate Membership.

Section 2. Honorary Life Members: Candidates for this prestigious honor will be nominated and approved by unanimous vote by the Board of Directors. Payment of annual dues will be waived, except in the case of special events. (Special events constitute surcharge functions). Voting privileges will not be extended although Honorary Life Members may nominate qualified active members for office, and participate in any and all events.

Section 3. Active Members: A person engaged in the creation, appreciation, sale of art and artistic endeavors may hold an active membership. Policies governing eligibility and participation of regular members shall be determined by the Board of Directors. Voting

privileges will be extended and Active Members may nominate qualified active members for office and participate in any and all events.

Section 4. Patron Members: Patrons and Benefactors of the Arts. Voting privileges will not be extended.

Section 5. Business Members: Proprietary Substitution: Memberships which are sponsored by an employer or organization remains with the sponsor. A sponsoring organization may substitute another qualified membership candidate for any active member whose employment or affiliation with the sponsor has terminated. Notification of such name change (s) must be made in writing prior to the next function. If the individual member pays dues, membership remains with that individual and is non-transferable.

Section 6. Application for Membership: All applicants for membership shall complete and sign the appropriate form for membership provided by LVAG and submit the application to LVAG.

Section 7. Expulsion of Members: The Board of Directors shall have the right to expel any member whose conduct is detrimental or disruptive to the goals and purposes of the LVAG to include but not limited to any solicitation of members, misrepresentation in the industry, unethical business transactions, etc. Expulsion will only be considered after a full investigation and a written report is presented to the member in question. He/she will be given three (3) days to respond in writing to The Board of Directors. There will be no recourse of action or refund of dues.

## **Article V – Dues and Fees**

Section 1. Dues and Fees: The Board of Directors shall establish membership dues and fees for all members.

Section 2. Special Meeting Fees: Special meeting fees, shall be determined in advance, depending on venue charges, of each special meeting or function, and assessed for all members who have RSVP'd and committed to attend the specific meeting or function.

Section 3. Annual Dues: Annual dues shall be payable within thirty (30) days of receipt of notice. LVAG fiscal year is from January 1<sup>st</sup> to December 31<sup>st</sup>, however memberships may begin during any month and are up to renewal after one (1) year. Renewal dues are due and payable on the member's anniversary month.

Section 4. Delinquent Dues: Any member who is delinquent in dues beyond thirty (30) days is not a member in good standing. This member forfeits listing in the roster and becomes subject to being removed from the membership roll by order of The Board of Directors. The delinquent member forfeits all rights and privileges of membership unless the member can show good cause to The Board of Directors. Members will be assessed fees for returned checks.

## **Article VI – Meetings and Voting**

Section 1. Annual Meeting: The Board of Directors will be installed in December and assume their duties of office at the following January Board Meeting. The nominations for the Board shall be held in November. The annual voting and election of officers shall be held each December.

Section 2. Monthly (Regular) Meetings: Regular meetings will be held on the second (2<sup>nd</sup>) Monday of every month or at the discretion of the President.

Section 3. Notice of Meetings: Written notice of monthly (regular) membership meetings will be sent electronically at least ten (10) days prior to the date thereof.

Section 4. Voting: Each voting member shall have one (1) vote and may take part and vote in person or electronically or by proxy . Unless otherwise specifically provided by these bylaws, majority votes of members voting shall govern.

Section 5. Quorum: The majority of total number of members participating in the vote shall constitute a quorum for the transaction of business.

Section 6. Board Meetings: The Board of Directors shall meet monthly prior to the regular meeting or at the discretion of the president.

Section 7. Cancellation or Postponement of Meetings: The Board of Directors may cancel or postpone any annual or special meeting for cause.

Section 8. Rules of Order: At all meetings, including meetings of The Board of Directors, the most current edition of Robert's Rules of Order shall govern when it does not conflict with these bylaws or policies of LVAG.

## **Article VII – Board of Directors**

Section 1. Authority and Responsibility: The management of the affairs of the organization shall be vested in The Board of Directors. The Board of Directors shall have full power and authority to put into effect the resolutions and decision of the organization and act as necessary or advisable in connection therewith and shall exercise general supervision of the activities of the organization, including supervision of expenditures and operation of the Association.

Section 2. Composition: The Board of Directors shall consist of President, Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, and two (2) Trustees. Any Assistants to the Board are appointed by the President. The President of the Board will vote only in case of a tie vote.

Section 3. Manner of Election and Term of Office: Officers shall be elected as prescribed by the policies adopted by The Board of Directors. Each elected officer shall serve a one-year term. The Term of duty shall be for the fiscal year following the annual meeting or until their installation of the succeeding board.

Section 4. Qualifications: Each elected officer must be a member in good standing.

Section 5. Quorum: A minimum of three (3) voting members of The Board of Directors shall constitute a quorum for the transaction of business at any of its meetings. A majority vote of the members of The Board of Directors attending any meeting thereof at which a quorum shall be present shall be necessary for the adoption of any motion.

Section 6. Voting: Voting rights of a Board of Directors member may be be delegated to another or exercised by proxy.

Section 7. Vacancies: Any vacancies, which may occur in The Board of Directors, shall be filled within thirty (30) days by nominations by a Board member, followed by a majority vote of The Board of Directors either at any board meeting or special meeting called for the purpose by the President.

Section 8. Other Means of Transacting Business: The Board of Directors may transact business by mail, electronic or telephonic means as may be allowed by Nevada law and in accordance with policies as may be adopted by the Board of Directors.

## **Article VIII – Duties of Officers**

Section 1. The President: The President shall preside at all meetings of the organization and The Board of Directors. The President shall have general executive control of the affairs of the organization at such times as The Board of Directors is not in session. Unless The Board of Directors shall appoint some other person or committee, the President shall (subject to the direction or approval of The Board of Directors) be the official representative of the organization in all dealings with organizations or individuals outside the organization.

Section 2. Vice President: The Vice President shall act and perform the duties of the President in case of the inability of the President. His/her primary responsibility will be overseeing all aspects of guest speakers, monthly events, and membership.

Section 3. 2<sup>nd</sup> Vice President: The 2<sup>nd</sup> Vice President assists the President and Vice President and assumes the duties of the Vice President and/or the President in the event that they are not able to fulfill their duties.

Section 4. Secretary: The Secretary shall be responsible for the proper and legal mailings of notices to members. He/she shall be responsible for electronically communicating monthly meeting notices. In addition, he/she is responsible for taking all minutes at the Board of Directors meetings and copies of minutes shall be sent to Board members no more than five (5) working days of said meeting.

Section 5. Treasurer: The Treasurer shall have the custody of the organization's funds, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization in such depositories as designated by Board of Directors. The Treasurer shall disburse the funds of the organization as may be ordered by The Board of Directors, taking proper receipts for such disbursement, and shall render to the President and The Board of Directors, at regular Board meetings, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the organization. At the completion of each function or special event, the Treasurer, or designated substitute will be deposit the funds from such event with seventy-two (72) hours of event. The Treasurer shall prepare an Annual Audit for the approval of the Board at the end of each fiscal year.

**Section 6. Trustees: This is an honorary position where the Board may appoint up to fifteen persons or corporate entities as Trustees to provide financial, business and educational support to the Board of Directors.**

Section 7. Vacancy of Office: Should the office of the President become vacant, the order of succession shall be:

- A. Vice President
- B. 2<sup>nd</sup> Vice President
- C. Treasurer and
- D. Secretary

All other vacated offices will be filled by appointment of The Board of Directors.

Section 8. Resignation: Any member may resign by submitting a written resignation to the President but such resignation shall not relieve the member so resigning of the obligations to pay any dues, or other charges accrued buy unpaid.

Section 9. Eligibility: All elected officials, appointees to The Board of Directors and members of The Board of Directors shall be active members in good standing to retain their positions..

Section 10. Removal from the office: A member of The Board of Directors may be removed from office for cause by a majority of The Board of Directors present at a regular board meeting or at a special meeting called for the purpose, provided that notice thereof shall be given in writing to the Officer at least ten (10) days prior to said meeting. Good cause is defined in Section IV (9).

## **Article IX – Amendments**

Section 1. The Bylaws may be amended with the approval of The Board of Directors and by a majority of the eligible members participating by electronic vote/or in person.

Section 2. Any amendments to the Bylaws must be submitted in writing to the membership and The Board of Directors at least thirty (30) days prior to action being taken.

Section 3. Regular recurring expenditures may be disbursed without explicit Board approval. Any expenditure from the General Fund of two hundred (\$200.00) dollars or more must be approved by the President and/or The Board of Directors. Any expenditure from the General Fund of more than two hundred dollars (\$200.00) must first be approved by the Board of Directors then presented to the General Membership for a final vote to be approved by a majority.

## **Article X – Dissolution**

Section 1. In the event of dissolution of this association, under the laws of incorporation, of the association's assets remaining after payment of its just debts and other obligations shall be distributed, paid and delivered to, and become the property of an educational scholarship as the Board of Directors shall designate. No assets may be distributed to any member of the Las Vegas Artists Guild or their heirs.

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