

BYLAWS OF THE



The Longmont Artists' Guild was first formed in 1957

These revised Bylaws were approved by the LAG Board of Directors.

These Bylaws are the most current and were revised and adopted by  
the LAG General Membership on September 13, 2023.

Effective date: September 13, 2023

A handwritten signature in blue ink, reading "Jill K. Rumley", is written over a horizontal line.

Jill K. Rumley  
President, Longmont Artists' Guild

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Longmont Artists' Guild  
Bylaws, Revised, 2023

ARTICLE I: NAME AND PURPOSE

Section A; Name:

The name of the corporation shall be Longmont Artists' Guild, herein referred to as the Guild.

Section B; Purpose:

The Guild, as a non-profit 501(c)3 organization incorporated under the laws of Colorado, shall promote the creation of original artwork through educational opportunities such as artist demonstrations, art classes, workshops, public art shows, and other events; promote and provide educational programs to its members and the community; stimulate community appreciation of art through public exhibits, demonstrations, and shows.

ARTICLE II: MEMBERSHIP

Section A; Eligibility for Membership:

Guild membership is open to anyone 18 years or older interested in furthering their art education/appreciation and supporting the Guild's purpose, as stated in Article I above.

Section B; Membership Levels and Obligation:

There shall be several membership levels as set forth in the Guild's Standing Rules. All Guild members are required to commit four (4) hours of service at Guild activities such as committee membership, shows, exhibits, and other sponsored events.

Section C; Membership Annual Dues:

The amount of the annual dues shall be set by the Board, approved by the General Membership, and listed in the Standing Rules.

Section D; Membership Year:

The fiscal/membership year shall be from September 1st through August 31st. Members joining after June 20th shall be considered paid in full through August 31st of the following year.

Section E; Delinquent Dues:

Members are considered delinquent if dues are not received by October 31st. Delinquent members shall be notified of non-payment. If dues are not received by December 31st, these delinquent members shall have their name(s) removed from the active Guild roster and will be considered forfeiting their membership.

Section F; Membership Rights and Privileges:

Members in good standing shall be entitled to one (1) vote in General Membership meetings; eligible to participate in all Guild's activities, including but not limited to shows, exhibits, discounted Guild sponsored workshops, and miscellaneous events.

#### Section G: Membership Resignation/Termination:

1. Resignation: Any member may file a written resignation via email or on paper with the Guild Secretary or President. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. Memberships are non-refundable. Any member who does not renew their membership by the 31st of December shall be considered a voluntary resignation.
2. Termination: Any member may have their membership terminated by a majority vote of the General Membership.

### ARTICLE III: MEETINGS

#### Section A: General Membership Meetings:

General Membership meetings shall be held most months as designated in the Standard Rules, at a time and place designated by the Executive Committee of the Board of Directors. Meetings shall be held from September to May. Notification of meetings shall be communicated to the membership each month through a notification by email newsletter, posted on the Guild website, and publicized through Guild social media.

#### Section B: Annual Membership Meetings:

The Annual Membership Meeting shall be held during the month of May at a time and location designated by the Executive Committee of the Board of Directors. The General Membership will be notified of the time and location of the meeting at least two weeks in advance through notification to the last email on record. An update on the health of the Guild shall be presented at the Annual Meeting.

#### Section C: Special Membership Meetings:

Special Membership Meetings can be called by the Board of Directors or requested by a written petition (via email, website contact form, or on paper) to the Board by any ten active members of the Guild. Notice of such meetings shall be made to all members two weeks prior to the meeting through notification to the last email on record.

#### Section D: Quorum:

A quorum for all membership meetings shall be the active members present at the meeting. A simple majority vote of the members present (quorum) shall constitute passage or defeat of motions.

### ARTICLE IV: BOARD OF DIRECTORS

#### Section A: Responsibility:

The Board of Directors is responsible for the overall policy, direction, and operation of the Guild. The Board designates the day-to-day functioning of the Guild to the Executive Committee and the Guild Committees. The Board shall be authorized to spend funds as appropriate and necessary to further and promote approved activities of the Guild.

#### Section B: Members, Officers, and Terms of Office:

1. Members: There shall be up to eleven (11) elected to the Board of Directors by the General Membership at the Annual Meeting.
2. Officers: Annually following the election of necessary new Board members, the new sitting Board shall elect a President, Vice President, Secretary, and Treasurer for the year.
3. Terms of Office: Each Board member shall be elected for a two-year term with the possibility of re-election. The Board shall attempt to stagger the terms of membership in as much as possible.

#### Section C: Nomination and Vacancies:

1. Nomination: A Nominating Committee shall nominate active members to serve on the board as needed each year.
2. Vacancies: Board vacancies shall be elected by the Board from nominations presented by the Nomination Committee. The elected successor shall complete the term of the vacant Board member's position to the end of the current membership year.

#### Section D: Meetings and Quorum:

1. Meetings: The Board shall meet monthly at a time and location designated by the President with notice given through email at least two weeks prior to the meeting.
2. Quorum: At least fifty (50) percent of the current sitting Board must be present to conduct business and pass upon motions.

#### Section E: Resignation; Termination; Removal for Cause:

1. Resignation: Board members may resign by submitting a letter of resignation via email or in writing to the Board Secretary and/or President.
2. Termination: Board members may be terminated by the Board due to excessive unexcused absences from Board meetings of two or more within a membership year.
3. Removal for Cause: Board members may be "Removed for Cause" by a three-fourths (3/4) vote of the current Board members.

#### Section F: Guild records and property:

All Guild records, files, and properties shall be delivered electronically and/or physically to the newly elected Board no later than July 1st following the election.

## ARTICLE V: OFFICERS

### Section A: Officers and Executive Committee:

1. Officers: There shall be four officers elected from the Board each year: President, Vice President, Secretary, and Treasurer.
2. Executive Committee: The Executive Committee shall be the President, Vice President, Secretary, and Treasurer. The Executive Committee shall have the authority to act for the Board in all matters granted to it by the Board or these Bylaws.

## ARTICLE VI: DUTIES AND AUTHORITY OF THE OFFICERS

### Section A: President:

The President shall be the Principal Executive Officer of the Board of Directors and the Guild and shall supervise and direct all business of the Board, subject to the approval of the Board, and shall:

1. Preside at all meetings of the Guild, the Board, and the Executive Committee.
2. Be an ex-officio member of all committees except the Nominating Committee.
3. Appoint all committee chairs.
4. Have the power to name any special committees as the need arises.
5. Sign for the Guild or designate a representative to sign any instrument of writing pertaining to the Guild.
6. Be a community liaison and spokesperson between the Guild and the Longmont community.
7. Prepare an annual written report on the activities of the Guild for the Annual Meeting

### Section B: Vice President:

The Vice President shall perform the duties of the President in the absence of the President and shall chair the Nomination Committee

### Section C: Secretary:

The Secretary shall:

1. Keep the minutes of all Guild, Board, and Executive Committee meetings. The records shall be stored electronically and are open at all times to reasonable inspection by any active member of the Guild.
2. In the absence of the Secretary, a temporary Secretary shall be appointed by the President.
3. Minutes of Board meetings and Executive Committee meetings shall be communicated to all Board members within one week following the meeting.
4. Report on past minutes at all Guild, Board, and Executive Committee meetings.
5. The Secretary shall maintain all permanent files, minutes, records, and Guild letters electronically stored in the Guild's online (cloud) drive to be passed on to the next Secretary.

Section D: Treasurer:

The Treasurer shall be the Chief Financial Officer of the Guild and shall:

1. Have charge and custody and be responsible for all funds and securities of the Guild.
  2. Record and give receipts for all such funds.
  3. Deposit such funds in the name of the Guild in such banks as the Board shall designate.
  4. Pay bills and maintain proper electronic copies of invoices to be stored in the Guild's online (cloud) drive.
  5. Prepare a monthly report of cash receipts and disbursements for each Board meeting.
  6. Prepare a report of cash receipts and disbursements for the Annual Meeting.
  7. Prepare for an annual audit of Guild books by an audit committee.
  8. Ensure Guild tax documentation and forms (990) are reported and current to maintain the Guild's 501(c)3 status.
  9. Chair the Finance Committee and prepare a draft annual budget for submission to the Board.
  10. Expend funds for the operation of the Guild on approved items up to \$299.99
- Expenditure of funds over \$299.99 shall require the approval of the Board.

11. All expenditures in excess of \$500.00 shall require two authorized signatures. Those being authorized shall be the Treasurer, Vice President, and President.
12. Maintain all permanent financial Guild records electronically stored in the Guild's online (cloud) drive and backed up to an external electronic storage device
13. Maintain a current roster of the names of all members to include the level of membership.
14. Notify delinquent members of late payments .

## ARTICLE VII: COMMITTEES

### Section A: Standing Committees:

The President of the Guild and the Board shall create committees as needed for the operation of the Guild. The President shall have the authority to appoint all committee chairs. Each committee chair shall maintain and update a procedure folder stored electronically in the Guild's online (cloud) drive to pass on to the following chair.

All committees will submit a budget to the Board for approval prior to expending funds. Committee organization and functions are listed in the Standing Rules.

- Nominating Committee
- Finance Committee
- Newsletter/Website Committee
- Show Committee
- Member Meetings Committee
- Venue Committee
- Publicity Committee
- Workshop Committee
- History/Yearbook Committee
- Member Care Committee

### Section B: Special Committees:

Other committees as required to comply with the purpose of the Guild and to operate the Guild shall be listed in the Guild's Standing Rules.

## ARTICLE VIII: AMENDMENTS

Bylaws of the Guild may be altered, repealed, or amended by the affirmative vote of two-thirds (2/3) of the members present and voting at any General Membership or Special Meeting of the Guild. Proposed revisions in the form of new Bylaws must be available to the membership at least 30 days in advance of the meeting. Clarifying and/or cosmetic changes do not need the approval of the membership and may be completed by a majority of the Board.

Approved changes new Bylaws shall be effective as of the date of approval.

#### ARTICLE IX: CONFLICT OF INTEREST:

All members of the Guild's Board of Directors shall abide by the Guild's Conflict of Interest Policy.

#### ARTICLE X: DISSOLUTION:

Upon dissolution of the Guild, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Guild, including the costs and expenses of such dissolution, dispose of all the assets of the Guild exclusively for the exempt purposes of the Guild or distributed to any suitable art affiliated organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Guild. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

#### ARTICLE XI: STATEMENT OF NONDISCRIMINATION:

Notwithstanding any provision of these bylaws, the Guild shall not discriminate against any director, officer, employee, applicant, or participant on the basis of race, color, ethnic or national origin, ancestry, age, sex, gender, sexual orientation, gender identity and expression, religion, creed, political beliefs, or disability in employment.

#### ARTICLE XII: STANDING RULES

The Board of Directors of the Guild shall adopt Standing Rules as may be necessary for the proper conduct of the Guild's daily work. The Standing Rules may be revised at any regular Board meeting without previous notice.

#### ARTICLE XIII: COMMUNICATION

Any and all electronic communication by the Guild and members of the Board shall be considered official and include signatures.

#### ARTICLE XIV: AUTHORITY

These Bylaws shall govern the Longmont Artists' Guild in all instances.

#### ARTICLE XV: PARLIAMENTARY AUTHORITY

The current Robert's Rules of Order shall be the Parliamentary Authority for the Guild.