

Midland Artist Guild Bylaws

March 29, 2009 Revision

ARTICLE 1: NAME

The name of the organization shall be the **MIDLAND ARTISTS GUILD**, hereafter referred to in these by-laws as MAG.

ARTICLE 2: PURPOSE

As set forth in the Articles of Incorporation (filed January 9, 1986), MAG is a nonprofit corporation established for the purpose of supporting the creative activities of the artists in Midland and the surrounding areas. Specifically, MAG shall provide the following for its members:

1. Opportunities for local exhibitions of members' work such as art fairs and juried shows.
2. A forum for the discussion of issues which are of concern to working artists.
3. Educational programs designed to promote interest in and awareness of all types of creative activities.

In addition, MAG may operate a non-profit cooperative gallery, which is intended to be self-supporting. Members who wish to participate in the gallery must agree to support its operations.

ARTICLE 3: MEMBERS

Section 3.1 Qualifications To be a member of MAG, a person must be actively engaged in the creative arts such as, but not limited to, oil, acrylic and watercolor painting; wheel thrown and hand formed pottery; sculpture; drawing and graphics; weaving; photography; and batik.

Section 3.2 Dues Each member shall pay annual membership dues. The amount of and procedure for paying dues will be determined by the Board of Directors as provided in the Policies and Procedures Document.

Section 3.3 Meetings Regular membership meetings shall be held as provided in the Policies and Procedures Document. A special meeting may be called by the Board of Directors, Executive Committee, or upon application of not less than 10 percent of the members. Members shall be notified of the time, place, and purpose of a special meeting not less than 10 days nor more than 60 days before the date of the meeting.

Section 3.4 Quorum and action Only members present at a membership meeting in person are entitled to vote except that members are permitted to be present by proxy on votes to amend, repeal, or adopt new bylaws. Except as otherwise provided by the bylaws, the members present at the meeting in person or by proxy shall constitute a quorum for the transaction of business and the affirmative vote of a majority of the members present shall constitute action by the members.

Section 3.5 Termination of membership Membership shall not be transferable and shall be terminated upon death, resignation, or non-payment of dues.

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ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 Power The business and affairs of MAG shall be managed by the Board of Directors except as otherwise provided by the Articles of Incorporation or the Michigan Nonprofit Corporation Act.

Section 4.2 Number There shall be five directors. The number of directors may be increased or decreased by amendment of the bylaws, except that at no time can the number of directors be reduced to less than three. No decrease in the number of Directors shall shorten the term of an incumbent director.

Section 4.3 Qualifications Each director must be 18 years of age or older and a member of MAG.

Section 4.4 Election and Term Directors shall be elected by the members at the May membership meeting. At the May, 2009 meeting, two directors shall be elected to serve a one year term and three directors shall be elected to serve a two year term. In subsequent years, the directors elected to replace those whose terms have expired shall be elected to serve a two year term. A director cannot serve more than two consecutive terms.

Section 4.5 Removal A director may be removed by the vote of a majority of the members at a regular or special membership meeting or by the vote of a majority of the directors currently in office at a regular or special meeting of the Board whenever, in their judgment, the best interest of MAG would be served thereby.

Section 4.6 Resignation Except when prohibited by law, a director may resign from the Board of Directors at any time by providing written notice to the Board. Such resignation shall take effect at the time specified in the notice or upon receipt if no time is specified. No acceptance of the resignation shall be necessary to make it effective.

Section 4.7 Midterm vacancies If a director position becomes vacant, for whatever reason, before the expiration of the director's term, the members shall, no less than six weeks and no more than 12 weeks after the vacancy occurs, elect a replacement director to serve the balance of the term at a regularly scheduled membership meeting.

Section 4.8 Quorum and action Unless a greater proportion is required by law, a quorum exists if a majority of the directors currently in office is present in person or by conference call at a Board meeting. A director cannot be represented at a Board meeting by proxy. If a quorum is present at the start of a meeting, a quorum will be deemed to exist throughout the meeting. Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present constitutes action by the Board.

Section 4.9 Meetings The Board of Directors shall hold two regular meetings each

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year: one in June and one in August. Additionally, special meetings can be held at any other time if requested by at least two directors or the Executive Committee. Notice of the time, place, and purpose of a special meeting shall be given to all directors not less than 30 days nor more than 60 days before the date of the meeting.

At the June meeting, the Board shall:

1. Receive an annual report from the Executive Committee about activities conducted and results achieved by officers and committees since the beginning of the MAG membership year (September of the previous year thru May of the current year).
2. Elect directors to serve in each of the following Board roles. A director cannot serve in more than one of these four roles.
 - 1) Board Chair – sets agenda and leads the meetings of the Board of Directors.
 - 2) Board Vice-Chair – fulfills the Chair’s duties when the Chair is absent or otherwise unable to perform his or her duties.
 - 3) Secretary – records minutes of the Board meetings and communicates a summary of the meetings to the MAG general membership via the MAG Newsletter.
 - 4) Nominating Committee – two directors who are responsible for finding nominees who are willing to serve as directors, officers, and committee members.
3. Appoint the following officers for a one year term. The Board may appoint a director to be an officer; however, a director cannot serve in more than one officer role. The Board is encouraged, but not required, to appoint the previous year’s vice-president as president.
 - 1) President
 - 2) Vice-president
 - 3) Treasurer
 - 4) Secretary
4. Elect a director to chair the Financial Committee.
5. Appoint two members-at-large for a one year term.

At the June meeting, the Board may also:

1. Appoint the past president as “Advisor to the Officers.”
2. Conduct any other proper business.

At the August meeting, the Board shall focus on setting the general direction of MAG. This includes, but is not limited to:

1. Preparing an annual budget and setting spending limits for those officers with financial authority.
2. Receiving reports from officers and reviewing officers’ performance.
3. Receiving committee reports and reviewing committee performance.
4. Evaluating the need for additional committees and creating ad hoc committees if necessary.
5. Reviewing the bylaws and Policies and Procedures Document, and updating the Policies and Procedures Document as needed.

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ARTICLE 5: OFFICERS

Section 5.1 Appointment At the June Board meeting, the Board of Directors shall appoint a President, Vice-president, Treasurer, and Secretary. The Board may also appoint the past-president as "Advisor to the Officers." A person cannot hold more than one office. The Board may appoint a director to be an officer.

Section 5.2 Term Officers shall be appointed to serve a term of one year. Each officer shall hold office until his or her successor has been appointed.

Section 5.3 Removal from office An officer may be removed from office by the vote of a majority the directors currently in office at a regular or special meeting whenever, in the Board's judgment, removal of the officer would be in the best interests of MAG.

Section 5.4 Resignation An officer may resign at any time by providing written notice to the Board of Directors. Such resignation shall take effect at the time specified in the notice or upon receipt if no time is specified. No acceptance of the resignation shall be necessary to make it effective.

Section 5.5 Midterm Vacancies Midterm vacancies shall be filled by the Board as soon as is practical after the vacancy has occurred.

Section 5.6 Powers and duties

(a) President – The president shall set the agenda for Executive Committee meetings, invite committee chairpersons who are not members of the Executive Committee to Executive Committee meetings (as appropriate based on the agenda), preside over Executive Committee meetings and membership meetings, direct the actions of the activities committees, and supervise the day to day business of the MAG. If the Treasurer is unavailable or unable, the President will have the authority to pay bills on behalf of MAG up to a dollar limit set by the Board of Directors. Payments beyond this limit will require the approval of the Board of Directors. The President shall also serve as a member of the Financial Committee.

(b) Vice- President – The vice-president is primarily responsible for ensuring an annual report is prepared and ready for presentation to the Board of Directors in June. The vice-president shall also perform other duties assigned by the President and shall perform the duties of the president in the president's absence.

(c) Secretary -- The secretary shall be responsible for recording the minutes of Executive Committee meetings and ensuring they are included in the annual report submitted to the Board. The secretary shall be responsible for collecting the mail from the MAG mailbox and routing it to the appropriate recipient.

(d) Treasurer -- The treasurer shall be responsible for processing and accurately recording and reporting all receipts and disbursements, maintaining a checking account and other financial tools such as certificates of deposit and paying all bills once authorized for payment. The Treasurer will have the authority to pay bills on behalf of

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MAG up to a dollar limit set by the Board of Directors. Payments beyond this limit will require the approval of the Board of Directors. The Treasurer shall act as a backup person to collect mail should the secretary be unable. The Treasurer shall also serve as a member of the Financial Committee.

(e) Advisor to Officers – If the Board of Directors appoints the past-president to this office, he or she shall serve primarily in an advisory capacity to the other officers. The advisor to officers shall perform the duties of the president in the absence of both the president and vice-president.

ARTICLE 6: COMMITTEES

Section 6.1 Executive Committee The Executive Committee shall consist of the officers (i.e., the president, vice-president, secretary, treasurer, and advisor to officers) currently in office, the two members-at-large, the Chairperson of the Annual Juried Show Committee, the Chairperson of the Ongoing Exhibits Committee, the Chairperson of the Newsletter Editor Committee, the Chairperson of the Programs Committee, the Chairperson of the Publicity Committee, and the Chairperson of the Membership Committee. The president shall serve as Chairperson of the Executive Committee. The Executive Committee shall be responsible for and authorized to conduct the regular day-to-day business of MAG when such responsibility and authority has not been delegated or assigned to an individual officer by the Board of Directors or these bylaws. This includes, but is not limited to: filing an annual report with and paying any required annual fees to the state, presenting an annual report to the Board of Directors and to MAG members at a membership meeting, reviewing expenditures and the budget; ensuring regular communication with the MAG membership; reviewing and directing activities of committees; reviewing and approving special events, activities, awards, or recognition; planning and setting future meetings, and considering suggestions submitted by MAG members. Action can only be taken during meetings at which a majority of the Executive Committee members are present either in person or by conference call. The affirmative vote of a majority of the Executive Committee members present at a meeting constitutes action by the Executive Committee. The Executive Committee members shall decide the date, time, and place of meetings by unanimous vote. MAG members may attend any Executive Committee meeting as spectators.

Section 6.2 Financial Committee The members of the committee shall be: one director elected by the Board, the president, the vice-president, the treasurer, and the previous year's treasurer if he or she is a different person than the current treasurer. The director elected by the Board shall serve as Chairperson. The purpose of the Financial Committee is to ensure the continuity of fiscal planning, financial record keeping, and budget planning. Its specific duties include setting financial goals, managing MAG's money, reviewing accounting records and practices at least semi-annually, assisting and supporting the Treasurer, and fulfilling the duties set forth in the Policies and Procedures Document. The Financial Committee shall meet at least twice a year.

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Section 6.3 Other Committees The Board of Directors or Executive Committee may create other committees as they deem appropriate. The Executive Committee shall appoint a Chairperson to each committee. Each committee Chairperson shall appoint or recruit members to the committee as needed. Such committees shall have the powers, duties, and responsibilities designated by the Board of Directors or Executive Committee and shall give advice and make non-binding recommendations as requested. Committee duties and terms of activity shall be described in the Policies and Procedures Document. Typical committees may include, but not be limited to:

- 1) Program Committee
- 2) Newsletter Editor Committee
- 3) Ongoing Exhibits Committee
- 4) Membership Committee
- 5) Annual Juried Show Committee
- 6) Publicity Committee
- 7) Artists Market Committee
- 8) Holiday Party Committee

Section 6.4 Term of Office Each member of a committee shall serve until a successor is appointed or until the committee is dissolved.

Section 6.5 Removal A member may be removed from a committee at any time by a majority vote of the governing body (Board of Directors or Executive Committee) that appointed the member if, in that body's judgment, removal of the member would be in the best interests of MAG.

Section 6.6 Resignation Members may resign at any time by providing written notice to the governing body that appointed the member.

Section 6.7 Midterm Vacancies The governing body that appointed the member whose position has become vacant may appoint a replacement to fill the vacancy.

ARTICLE 7: AMENDMENT OF BYLAWS

Section 7.1 Power to amend The power to amend, repeal, or adopt new bylaws is reserved exclusively to the members of MAG.

Section 7.2 Proposing changes Any member of MAG may propose an amendment to the bylaws, the repeal of a bylaw, or the adoption of new bylaws if the member can show at least 10 percent of the current members endorse the proposed change. The proposed change shall be submitted to the Board of Directors. The Board may accept a proposal as submitted or may refer the proposal back to the member who submitted it with a request for further development and re-submission.

Section 7.3 Approving changes Changes to the bylaws must be approved by the members at a regular or special membership meeting. Once the Board of Directors accepts a proposed change, a copy of the proposal and a proxy ballot shall be distributed to the members in the next newsletter, by mail, or by electronic transmission

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not less than 10 days nor more than 60 days before the date of the membership meeting at which the proposal will be voted upon. Ballots may be cast in person or by proxy. However, only proxy ballots mailed to PO Box 1892, Midland, MI 48641 and received on or before the day of the meeting will be counted. The affirmative vote of a majority of the total votes cast, in person and by proxy, is required to approve the proposed change.

ARTICLE 8: DISSOLUTION

If the Board of Directors decides that the MAG can no longer fulfill the purposes for which it was organized because of loss of membership or lack of interest from the artistic community, the Board and members shall dissolve the MAG as provided in Section 804 of the Michigan Nonprofit Corporation Act. Upon dissolution, all the assets of MAG remaining after its liabilities and obligations have been paid and discharged shall be donated to another nonprofit organization selected by the Board of Directors.