

THE MOUNTAIN ARTISTS GUILD, INC.

2020 AMENDED BYLAWS

ARTICLE I – PURPOSE

I.1. The Mountain Artists Guild, Inc. (the Guild) is a non-profit organization dedicated to providing education, support and training in all aspects of the visual arts through exhibits, workshops, scholarships, seminars and practical experience in the creation of artistic works. The Guild serves as a charitable vehicle through which artists and members may associate with others of similar interests, offering support and encouragement for the development of their artistic talents.

I.2. NON-DISCRIMINATION. It is the policy and commitment of the Guild that it does not discriminate against staff, employees, members, governing Board and service delivery on the basis of race, age, ethnicity, gender, sexual orientation, gender identity, national origin, disability, or religion.

ARTICLE II – MEMBERSHIP

II.1 ELIGIBILITY. Membership in the Guild shall be open to artists, artisans and others interested in fine arts.

II.2 DUES. Membership shall be conditional upon payment of dues established by the Board of Directors (the Board). Payment of such dues shall be on the anniversary of membership. Dues shall be considered delinquent and membership terminated 60 days thereafter.

II.3 PRIVILEGES AND RESPONSIBILITIES. Membership includes the opportunity for priority participation in the regular activities, special courses, programs and events of the Guild offered to the entire community. Volunteer work and contributing in other ways appropriate to their circumstances is encouraged by the Guild.

II.4 CLASSES OF MEMBERSHIP. The Board may establish classes of membership. Family memberships, besides parents and their minor children, shall include and allow adult children and their parents, as well as adult siblings who live in the same household. All members of a family 18 years of age and older shall have one vote.

II.5 RESIGNATION AND TERMINATION. Any member may resign by filing a written resignation with the Guild. Resignation shall not relieve a member of unpaid charges previously accrued. A member can have his membership terminated by a majority vote of the membership.

II.6 NON-VOTING MEMBERSHIP. The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III – MEETINGS OF THE MEMBERS

III.1. REGULAR MEETINGS. Regular meetings of the members shall be held the evening of the fourth Friday of most months.

III.2. SPECIAL MEETINGS. Special meetings of the members may be called by the President, the Vice President, or any two members of the Board of the Guild, or by a petition signed by at least five percent of the membership. Notice of special meetings shall be given at least two weeks prior to the meeting, stating the time, place and a general statement of the objective of the meeting. This may be done verbally, by notice in the Guild's newsletter, the MAGazine, by mail, or by email.

III.3. PROXY. Members may be represented at meetings by proxy. Such proxies may be either hand-written or by proxy form printed for convenience by the Guild. 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", "nay" or "after hearing arguments". Such proxies should be placed in a signed and sealed envelope, and may be filed with the Guild office or delivered by designee at the meeting in question.

III.4. QUORUM. A quorum of at least twenty-five members including proxies must be present for the transaction of any business at any member meeting.

III.5. ANNUAL MEETING. The annual membership meeting of the Guild for the election of officers and directors, and all other business which may lawfully be transacted, shall be held at 4:30pm on the third Wednesday of October of each year, at the regular meeting place of the Guild in Prescott, Yavapai County, Arizona. If this meeting cannot be held on that day, the meeting shall be held on a date decided upon by the Board.

If for want of a quorum, or if the members fail to complete their business, those members shall adjourn to a subsequent date that they may determine.

At such annual meeting, a full statement of the condition of the Guild and a year-to-date financial report shall be delivered. Business transactions during the current year shall be presented by the various officers and directors and committees of the Guild. The President shall preside at the meeting, or if he is unavailable the Vice President, or if he is unavailable the Secretary, or if he is unavailable then any member of the Board.

Notice of any proposed amendment to the Bylaws or Articles of Incorporation, or other action proposed, shall include a statement of the proposed amendment or action, and shall be advertised to the membership at least two weeks prior to the scheduled annual meeting. This may be done by notice in the Guild's newsletter, the MAGazine, by mail, or by email.

Subsequently, the members shall take such action as they may determine. If the membership determines that specific actions shall be taken, or if recommendations to the

Board are made concerning affairs of the Guild, these actions and recommendations approved by the majority of the members and proxies present shall be binding upon the Board as their guide and instruction. The Board shall see that such actions are carried out.

Elections of officers and directors whose terms are ending shall follow next. The officers and directors of the Guild shall be elected by a majority vote of the quorum present or represented by proxy. Prior to election night, nominations may be made by a nominating committee. Any members in good standing who give notice to the Guild or the Board that they wish to be a candidate for any board position shall be communicated to the membership in a message for the week of the receipt of such notification. Their names shall be added to the official ballot form. Nominations may also be made from the floor at the election meeting, and will be write in candidates on the ballot. Officers newly elected in October will take office January 1, with the exception that any executive officers will take office immediately upon the effective resignation of that executive officer or other vacancy of that executive position on the outgoing Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS

IV.1. BOARD MEMBERSHIP. The Board of the Guild shall consist of the elected officers and directors, each of whom shall be a member of record of the Guild. The number of directors shall be fixed by the Board of Directors, but shall consist of no less than four (4) nor more than fifteen (15) including the following officers: the President, the Vice President, the Secretary, and the Treasurer.

IV.2. VACANCIES. Whenever a vacancy in the Board exists, it shall be filled by an appointment designated and approved by the majority of the remaining Board, and that appointee shall hold office for the remainder of the calendar year. At the next regularly scheduled annual meeting a majority of the members shall elect a new officer or member for a two-year term.

IV.3. MEETINGS. The regular meeting of the Board shall be held at such time and place as may be fixed by the Board. All Board meetings are open to the membership, and any member may request time on the agenda of a Board meeting at least one day prior to the meeting at which the member wishes to speak.

IV.4. ATTENDANCE. Attendance of the officers and directors is required at all meetings of the Board. Any officer or director who is absent for any three Board meetings in a twelve-month period may be terminated from office at the discretion of the Board.

IV.5. QUORUM. A majority of the Board shall constitute a quorum for the transaction of business. When a quorum is assembled, every decision of a majority of the directors shall be valid as a corporate act and binding upon the Guild.

IV.6. PRESIDING OFFICE AND SUCCESSION. The President shall preside at all meetings of the Board. In the President's absence, the presiding officer shall be selected according to the following line of succession: (1) President-Elect (if one exists), (2) Vice

President, (3) Secretary, (4) Treasurer, (5) Directors-at-Large based on length of membership in the Guild.

IV.7. POWERS. The Board is hereby vested with the corporate powers, business and property management of the Guild.

At the beginning of the year, the incoming officers shall prepare and approve a budget, which will be reported to the membership no later than the March membership meeting.

The Board shall have the power to employ and discharge such agents, assistants, and employees as the business of the Guild may require, and to prescribe to them their duties, determine their compensation and give them direction.

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 powers of the Board include 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 and personal 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. Such acts shall, however, be done only with the prior approval of the general membership at a regular or special meeting.

The Board shall manage the Guild's operations and affairs to its best interests.

IV.8. SPECIAL MEETINGS. Special meetings of the Board may be held at any time upon the call of the President, the Vice President, or upon the call of two members of the Board. Notice of the time, the place and the purpose of such special meeting shall be given to each of the Board at least forty-eight (48) hours prior to the meeting, except that directors may waive the forty-eight hour notice. Notice of the Special Meeting is to be given verbally, by facsimile, or by email. Voting for an action at a Special Meeting may be made by email, facsimile, or in person. A majority of the members of the Board must vote to pass any proposal made via a Special Meeting. If the matter is to be dealt with prior to the forty-eight hour notice, all board members must waive the notice in writing.

IV.9. TERM OF OFFICE. All members of the board are selected for a term of two years, beginning on the January 1 following the election meeting. Terms are staggered so that approximately half expire each year, and no board is completely replaced at one time. The President may hold office for up to three consecutive years consisting of a partial year filling a vacancy, followed by one elected term. After the President's term in office, he may run for the position of Director-at-Large only.

IV.10. COMPENSATION. Members of the Board of Directors shall not receive any compensation for their services as directors or officers.

IV.11. COMMITTEES. The Board of Directors may establish standing and ad-hoc committees as they deem appropriate to effectively execute the activities of the Guild and promote membership volunteer participation. The Board will at all times remain aware of and retain final authority of such committees' decisions and actions.

IV.12. PARLIMENTARY PROCEDURE. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

IV.13. REMOVAL. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of the majority of a quorum of the members of the Board, or by vote of a quorum of the general Guild membership, if in their judgment the best interests of the Guild would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE V – OFFICERS

V.1. PRESIDENT AND VICE PRESIDENT. The President or Vice President shall develop agendas and preside at all meetings. The President and Vice President shall be Ex-officio members of all standing committees and shall have the power and duties usually vested in the office of the President.

The President or Vice President shall sign drafts, contracts and instruments of the Guild and cause the seal thereof to be attached when required.

The President and Vice President shall at all times exercise a general supervision and direction over all the affairs of the Guild, and its employees, assistants and agents. In all cases the employees, assistants and agents shall follow the instructions of the President or Vice President.

The President and Vice President shall do, perform and render such acts regarding hiring, compensation, and firing of employees of the Guild only as the Board shall prescribe.

V.2. SECRETARY. The Secretary shall keep an accurate and complete record of the proceedings of all Board meetings and any other meetings at which official business is transacted. All books, papers, correspondence, reports, records, letters, and property belonging to the office of the Secretary shall be maintained by the Secretary at the principal office of the Guild, and shall be open on request at reasonable times for inspection by the members.

The Secretary shall perform all official correspondence from the Board or other Secretarial duties as may be prescribed by the Board or the President or Vice President.

At the end of the year, the Secretary shall compile a list of all approved motions (except for routine administrative motions such as adjournment, etc.) including their approval date. This list shall be presented annually at the January Membership Meeting.

V.3. TREASURER. The Treasurer shall receive and keep all monies of the corporation. He shall supervise or conduct the deposit of such monies in the bank or banks designated by the Board.

The Treasurer shall advise the Board concerning sound financial management, and assist in preparation of the budgets for the Guild..

The Treasurer shall render monthly reports to the Board and take responsibility for the timely filing of any financial reports required by federal, state or local governments. The Treasurer shall also present a year-to-date financial report at the October Annual Membership Meeting.

The Treasurer shall work with Guild employees to maintain the electronic financial records of the corporation.

The Treasurer shall present detailed reports of the finances raised and expenses incurred by the various programs and activities of the Guild.

The Treasurer may write or print checks on behalf of the Guild, but may not be a check signer on any bank accounts of the Guild. Any Guild employee, agent or assistant who writes or prints checks, may not be a check signer on any bank accounts owned by the Guild.

The Treasurer shall perform such duties as may be prescribed by the Board, or the President and Vice President under whose supervision he shall be.

ARTICLE VI – FINANCES

VI.1. GENERAL. All the monies of the Guild, or under its charge, shall be deposited to the credit of the Guild, in its corporate name, in such bank or places of deposit as may be designated by the Board.

VI.2. CHECK SIGNING. Such monies shall be paid out by such bank or depositories upon a check signed by one of its appointed Board members or other appointed members of the Guild. In no cases shall the person writing or printing the check also be the check signer. Directors or employees of the Guild who write or print checks shall not be appointed as authorized check signers.

VI.3. ACCOUNTING. At the directions of the Board, the accounts of the Guild may be reviewed periodically by an independent accountant appointed by the Board.

VI.4. FISCAL YEAR. The fiscal year of the Guild shall be January 1 to December 31.

VI.5. LIQUIDATION. If the Guild should cease operation, all assets shall be disposed of in accordance with the Articles of Incorporation.

ARTICLE VII – AMENDMENTS

VII.1. BYLAWS. Changes to the Bylaws must first be approved by a majority of the Board of Directors, then advertised to the general membership and approved by the majority of a quorum of the membership at a Special Meeting or the Annual Membership Meeting. Notice of any proposed amendment to the Bylaws, or other action proposed, shall include a statement of the proposed amendment or action, and shall be advertised to the membership at least two weeks prior to the scheduled meeting. This may be done by notice in the Guild's newsletter, the MAGazine, by mail, or by email.

VII.2. ARTICLES OF INCORPORATION. The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles shall be given to each director at least seven days in advance of such a meeting by personal delivery, facsimile, or by email. Following approval by a majority of a quorum of the Board of Directors, the amendment will then be approved by the majority of a quorum of members at a regular Members Meeting, a Special Members Meeting, or the Annual Members Meeting. Advance notice of the particulars of the amendment will be advertised to the membership as required by ARTICLE III of these Bylaws.

ARTICLE – INDEMNIFICATION

VIII.1. 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 Corporation (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.

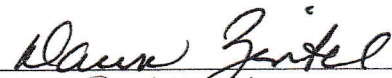
VIII.2. LIMITATION OF LIABILITY. To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director 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 of the Corporation occurring prior to such repeal, amendment or modification.

VIII.3. 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 BOD.


VIII.4. 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 of Directors for The Mountain Artists Guild, Inc. against any non-criminal liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such.


We, the undersigned, are all of the Directors of THE MOUNTAIN ARTISTS GUILD, INC., and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 8 preceding pages, as the Bylaws of this Corporation and superseding any and all previous Bylaws.

ADOPTED AND APPROVED by the Board of Directors on this 13th day of February, 2020.



Dawn Zintel, President


Victoria Peterson, Vice President


Virginia Parker, Secretary


Jill Molnar, Treasurer


Julia Alver, Director-at-Large


Vera Bloch, Director-at-Large