

BY-LAWS OF NORTH GEORGIA ARTS GUILD, INC.

ARTICLE I - NAME

The name of the Guild (which is hereinafter referred to as "the Guild") shall be "NORTH GEORGIA ARTS GUILD, INC."

ARTICLE II - PURPOSE

The purpose of the Guild shall be to further opportunities for the enjoyment of and participation in the various arts. to promote high standards and to enlist public interest in and support for the arts.

ARTICLE III - MEMBERSHIP

Section 1: Any person or corporation may become a member upon completing the Guild's application form and paying the appropriate dues for the class of membership.

Section 2: A non-Guild member may be elected as an Honorary Member for distinguished service to the Guild.

Section 3: MEETINGS

(a) There shall be at least ten meetings of Members each year called by the President. Members shall be notified of the time, date and place.

(b) The President shall designate one monthly Membership Meeting as the Annual Meeting of the Guild. Notice of the time, date and place of the Annual Meeting, stating the business to be transacted, shall be sent to each Member at least 10 days before the date of the meeting.

(c) The quorum at Annual Meetings and Monthly Membership Meetings shall be five members.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Purpose and Powers of the Board. The Board of Directors is charged with the accomplishment of the purposes of the Corporation and to that end, is authorized to employ and to fix the salaries and prescribe the duties of such agents, servants, and employees as the Board shall require and to take every and all action or actions necessary to the attainment of such purposes. Except as otherwise provided by the Articles of Incorporation or these By-Laws, the property and business of the corporation shall be managed by its Board of Directors. In addition to the powers and authority inferred by these Bylaws, or the Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as may be necessary, incident, or convenient to conduct the affairs of the corporation.

Section 2: Number of Directors. The number of Directors, which shall never be less than six (6) shall be as established by resolution of the Board of Directors. Until changed by resolution, there shall be no more than twelve (12) directors.

Section 3: Selection of Directors. The initial Board of Directors shall be named in the Articles of Incorporation. Thereafter, six (6) Directors will be those persons holding the offices of President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, and these persons shall be elected to their offices as detailed below. The remaining Directors, if any, will be selected through nomination by a Director and quorum majority vote of the members.

Section 4: Terms of Directors. Directors shall serve a term of one (1) year, including the initial Directors named in the Articles of Incorporation. Directors may serve more than one term.

Section 5: Director Compensation. No Director shall receive compensation for services to the corporation as a Director. This provision shall not preclude a Director from being compensated for service to the Corporation in another capacity.

Section 6: Vacancies. Should a Director fail to serve his/her full term, the remaining Directors may appoint a successor to serve in his/her stead for the remainder of the term.

Section 7: Regular Meetings. The Board of Directors shall hold regular meetings as necessary. Unless decided otherwise by the Directors or by the Chairperson, there shall be no less than one meeting each year. Public notice of all Board of Directors meetings may be made in accordance with the appropriate provisions of the Georgia Open Meetings Law. The Directors may adopt their own rules of orders, and order of business for both regular and special meetings.

Section 8: Special Meetings. Any Director may call for a special meeting. Those calling a meeting shall designate its time and place.

Section 9: Notice. The Director calling the special meeting shall notify all other Directors of the meeting.

Section 10: Attendance. Directors are strongly encouraged to attend all regular and special meetings of the Board. The Board will determine, by resolution, rules for attendance.

Section 11: Quorum. A quorum shall be a majority of the Directors in office. Voting may be by proxy and contribute towards a quorum. A proxy must be sent in writing to the Chairperson of the North Georgia Arts Guild prior to the meeting, must be addressed to a specific item, and must be a directed vote. A vote by a majority of Directors at any meeting where a quorum is present shall constitute official action by the Board. Any resolution providing for assuming indebtedness must have the affirmative vote of a majority of the Directors then in office. If less than a quorum of Directors is present at any meeting of the Board, a majority of Directors present may adjourn said meeting until a quorum can be obtained. Quorum for any given meeting may be achieved through telephone participation of Directors.

Section 12: Powers of the Board. The Board of Directors shall have the power to remove officers for cause to be determined by the Board; to employ and discharge agents; and to make contracts and expend the money of the corporation for its lawful purposes; to make such rules and regulations for the conduct of the affairs of the corporation as they may deem proper and necessary; to delegate to a committee of the board or to officers, agents, or employees of the corporation specific functions of the board; and generally to do all acts and things not inconsistent with the Articles of Incorporation and these Bylaws which they deem necessary and convenient to the best interest of the corporation. No officer may be removed without the affirmative vote of a majority of the entire board then serving.

ARTICLE V - ELECTED OFFICERS

Section 1: The Elected Officers of the Guild shall be the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section 2: The Officers shall be elected by the members and shall assume their duties at the termination of the Annual Meeting at which they are elected.

Section 3: The Officers shall be elected for a one-year term of office. Any Officer may be re-elected for an additional term or terms.

Section 4: Each year the President shall appoint a Nominating Committee consisting of three members which shall present nominations to the Membership for each of the offices to be voted upon at the Annual Meeting. Nominations may be made from the floor in addition to those made by the Nominating Committee but before the voting commences.

ARTICLE VI I- FINANCE

Section 1: The financial year of the Guild shall be January 1 to December 31.

Section 2: Where practicable, all funds held by the Treasurer shall be in interest-bearing accounts.

Section 3: A Rabun County bank shall be the depository of the Guild. The Treasurer shall open a checking and/or deposit account at a Rabun County bank and maintain it in the name of the Guild. If, in the opinion of the Secretary, the needs of the Guild require it, a safe deposit box may be rented from the said depository.

Section 4: All checks, drafts and other orders for payment of money from the said accounts must be signed by any two of the President, Treasurer, and Vice-Presidents for any normal operating expenditures above \$1500. The officers with the right to enter the safe deposit box when rented shall be the President and Treasurer.

Section 5: Expenditures above \$1500 other than normal operating expenses will require approval by a majority vote of the general Membership at the next regular monthly meeting.

Section 6: Any one of the President, Treasurer and Vice-Presidents is authorized to endorse any instruments owned or held by the Guild for deposit in any of the Guild's accounts.

Section 7: A budget shall be submitted prior to the end of the financial year by the Budget Committee for approval by the Board of Directors, and subsequently by the Membership. Committees shall submit their annual funding requests to the Budget Committee

Section 8: At any time during the financial year, at the request of at least 25% of the Membership, a financial review may be conducted by a committee of three Members appointed by the President. Upon evidence of any impropriety or just cause the President may order an outside audit. The results of the audit will be made available to the Membership and appropriate action taken, using whatever means the Membership may deem to be necessary.

ARTICLE VII - AMENDMENTS

These By-Laws may be amended by a majority vote of the Members present at a general Membership Meeting of which all members have been given ten (10) days written notice clearly stating the substance of the proposed amendment.

****** END OF BY-LAWS ******