

**BYLAWS OF LEBANON ART GUILD, INC.
A MISSOURI NOT-FOR-PROFIT CORPORATION**

As amended 12 October 2020

ARTICLE 1 – NAME AND OFFICES

- 1.1 **Name.** The name of the Association shall be Lebanon Art Guild, Inc. herein called the “Corporation”.
- 1.2 **Principal Office.** The principal office of the Corporation shall be located in the Lebanon, Missouri area. The Corporation may have other offices as the Board may designate or as the business of the Corporation may require from time to time.
- 1.3 **Registered Office and Registered Agent.** The registered office and registered agent of the Corporation required by statute to be maintained in the state of Missouri shall be as set forth in the Articles of Incorporation of the Corporation, and the address of such registered office shall be the same as that of the registered agent. The Board may change the registered office and appoint a new registered agent, as required by and in the manner provided by applicable provisions of law and these bylaws.

ARTICLE 2 - PURPOSE AND RESTRICTIONS

- 2.1 **Purpose.** The Corporation is a non-profit corporation organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's purpose shall include, but not be limited to the following:
1. To promote arts and crafts in the Lebanon, Missouri area;
 2. To provide opportunities for the local community to grow in art appreciation, education, and expertise through classes, workshops, art programs, and exhibits;
 3. To be a supportive organization working with artists and artisans in their endeavor to create arts and crafts in their chosen medium and in their endeavor to earn a full or supplemental income from their creations;
 4. To facilitate the interchange of ideas, resources, information, and constructive criticism relating to members' chosen medium;
 5. To be instrumental in the creation and maintenance of an environment that facilitates positive social interaction.
- 2.2 **Restrictions.** No part of the net earnings or other assets of the Corporation shall benefit any private individual or entity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or interfere (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall refrain from any activities not permitted to be carried on by a corporation exempted from federal income tax pursuant to Section 501(c)(3) of the Code.

ARTICLE 3 – MEMBERS

3.1 Qualifications. Membership shall be open to any artist, artisan, or other person interested in arts or crafts who aspires to fulfill the Purpose of the Corporation, regardless of the person's race, religion, sex, creed, or place of residence.

3.2 Definition of Member. “Member” shall mean an individual that meets the qualifications and fulfills the duties set forth in Article 3.

3.3 Member Duties: In order to remain a Member of the Corporation, each Member must:

1. **Annual Dues.** Pay annual dues upon joining the Corporation and on an annual basis thereafter, which shall become due and payable upon the date of the annual meeting, in the amount determined by the Board of Directors. Student Members are eligible for discounted annual dues as determined by the Board of Directors, due and payable upon the same terms as regular Members. Student Members are those individuals of the age of 18 or younger. Honorary membership may be conferred upon persons rendering service to the community for art advancement and/or service to the Corporation. Recommendations for honorary membership shall be determined by the Board of Directors and approved by the Members.
2. **Education.** Agree to be available to help educate the other Members when reasonably requested. Members understand that each person has specific talents and expertise that may be beneficial to the other Members and Corporation as a whole, and agree to play the role of mentor and educator whenever possible.
3. **Professional Conduct.** Agree to act in a professional and respectful manner, including, but not limited to, showing respect for others, maintaining Member and public confidence by acting with integrity and transparency, demonstrating objectivity, showing accountability, honesty, obedience to the law, and loyalty to the purpose of the Corporation. All criticism shall remain on a friendly and constructive basis. Professional conduct also extends to the meeting places of the organization, whether public or private buildings, to include, but not limited to, following a lease or rental agreement that the Corporation might enter into, cleaning up meeting places after group or individual art activities, and maintaining an environment which is conducive to creativity and freedom of expression.

3.4 Failure to Fulfill Member Duties. Any Member who, in the sole discretion of the Board, fails to fulfill the duties set forth in Article 3 may be removed as a Member by an affirmative vote of the Board. Prior to such removal, the Member shall be provided with a written notice setting forth the specific duties such Member has failed to uphold. Written notice may be by any method of mail or electronically sent to the last known address/number shown in the corporate records. Upon receipt of the notice, the Member shall be given thirty (30) days to cure such deficiency. If, in the sole discretion of the Board, the Member has failed to cure such deficiency within the thirty (30) day period, such Member's membership in the Corporation shall be terminated immediately. Any Member who is removed in accordance with Section 3 shall not be entitled to a refund of any portion of their Annual Dues; however, he/she will be entitled to any pending proceeds from sale of their art. Any Member who, at

the sole discretion of the Board, fails to act in a professional and respectful manner at any meeting or event of the Corporation will be instructed to depart the premises immediately.

- 3.5 Annual Meeting of the Members.** The annual meeting of the Members shall be held the second Tuesday of the month of January each year for the purpose of electing the Board and for transaction of any other business as may come before the meeting. At the annual meeting, the President and Treasurer of the Corporation shall report on the activities and financial condition of the Corporation.
- 3.6 Special Meetings.** Special meetings of the Members may be called by the President, the Board, or a majority of the Members.
- 3.7 Monthly Gatherings.** Monthly gatherings of the Members shall be held on the second Tuesday of each month for the purpose of planning ways to promote the arts in the Lebanon, Missouri area.
- 3.8 Place of Meeting and Gathering.** The place of meeting and gathering of the Members shall be held at the location as may be specified by the Board.
- 3.9 Action Without Meeting.** Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if consent is given by eighty percent (80%) of the Members. Consent of the action to be taken must be in writing to provide a paper trail. Such written consent may be in the form of a letter, email, or electronic message. Written notice, whether hard copy or electronic, will be distributed to all Members who have not given their consent. The Secretary of the Corporation shall file consents and present details of the Action Without Meeting at the next regularly scheduled meeting of the Members of the Corporation.
- 3.10 Notice.** Notice in the form of a letter, email, or other electronic message shall be provided for all annual, regular, or special meeting no fewer than five (5) days or more than thirty (30) days prior to such meeting. Such notice may be accomplished by delivery of the Corporation's regular monthly newsletter in accordance to the foregoing timing requirements. For any special meeting, a description of the matter for which the meeting is called must be included with the notice. For any annual or regular meeting where an action which must be approved by the Members is to be conducted, a description of the matter must be included with the written notice.
- 3.11 Voting.** Each Member shall be entitled to one (1) vote for the election of the Directors and any additional items which may be submitted to vote of the Members in accordance with the terms of these Bylaws.
- 3.12 Quorum.** Ten percent of the membership must be present at a meeting of Members to constitute a quorum.
- 3.12 Powers.** All powers not reserved to the Members are delegated to the Board.

ARTICLE 4 – BOARD OF DIRECTORS

- 4.1 Management.** The affairs of the Corporation shall be managed, supervised, and controlled by a Board of Directors (each a “Director” and collectively, the “Board”) consisting not less than three (3) and no more than seven (7) persons. Directors shall be elected by a majority vote of the Members. The number of Directors constituting the Board shall be as fixed from time to time by the Board.
- 4.2 Term and Election of Directors.** The Directors shall be elected by a majority vote of the Members at the annual meeting for a term of two (2) years. Taking into account increases or decreases in the number of Directors constituting the Board, one-half of the Board shall be elected each year at the annual meeting of the Members. The Members shall elect the directors from those nominated by means of a nominating committee and/or any other member who is nominated from the floor. Any Director may succeed himself or herself indefinitely. Vacancies occurring on the Board of Directors shall be filled for the balance of the term by the Board of Directors.
- 4.3 Removal and Resignation.** Any Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed by the affirmative vote at a meeting of the Members, at which a quorum of the Members is present. However, a Director may be removed by the Members only at a meeting called for the purpose of removing the Director. The notice of such meeting shall state the purpose of the meeting is removal of the Director and shall also state the reason for the removal of the Director. Any such resignation or removal shall take effect at the time specified therein.
- 4.4 Annual Meeting of the Board.** The annual meeting of the Board shall be held the second Tuesday of January each year, following the annual meeting of the Members of the Corporation and shall be for the purpose of electing new officers from the Board Members and transacting such other business as may come before the meeting.
- 4.5 Special Meetings.** Special meetings of the Board may be called by the President or by any two Directors.
- 4.6 Place of Meeting.** Meetings of the Board, annual or special, may be held at any place within the State of Missouri as may be specified by the Board.
- 4.7 Participation Through Electronic Communication.** Members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment, whereby all persons participating in the meeting can hear each other, and participate in any meeting in this manner shall constitute presence in person at the meeting.
- 4.8 Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent is given by all Directors. Consent of the action to be taken must be in writing to provide a paper trail. Such written consent may be in the form of a letter, email or electronic message. The consent shall have the same force and

effect as the unanimous vote of a meeting duly held, and may be stated as such in any certificate or document. The Secretary of the Corporation shall file the consents with the minutes of the Action Without Meeting of the Board.

- 4.9 **Notice.** Any special meeting of the Board must be preceded by at least five (5) days notice to each director of the date, time, place, and purpose of the meeting.
- 4.10 **Quorum.** A majority of the whole Board shall constitute a quorum for the transaction of business at any meeting of the Board.
- 4.11 **Committees.** By means of a resolution adopted by a majority of the Directors in office, the Directors may establish one or more committees. Such committees shall be established under such terms and with such powers as shall be specified in the resolution
- 4.12 **Patron of the Arts.** Any member of the community demonstrating outstanding commitment to promoting the arts in the Lebanon, Missouri area, may be granted the title of “Patron of the Arts” and given recognition as determined by the Board of Directors.
- 4.13 **Compensation.** No Director shall receive compensation for his or her services except that the Directors may receive reimbursement for expenses actually incurred by them as Directors.

ARTICLE 5 – OFFICERS

- 5.1 **Number and Election.** The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each selected from the Board members. The Board may also elect an Assistant Secretary and Assistant Treasurer. All officers shall be elected at the Annual Meeting of the Board by a majority of those Board members present, including newly elected members, and said officers shall hold office at the pleasure of the Board until the next Annual Meeting and until their successor shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. With the exception of the President, any two or more officer positions may be held by the same person.
- 5.2 **President.** The President shall be the chief officer of the Corporation. The President shall preside at all meetings of the Board and committees thereof, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, execute such contracts, deeds, bonds, and other evidences of indebtedness, leases, and other documents as shall be required by the Corporation, and, in general, shall perform all such other duties, incident to the office of President and such other duties as may be prescribed by the Board.
- 5.3 **Vice President.** The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board.

- 5.4 **Secretary.** The Secretary shall record and preserve the minutes of the meetings of the Board and shall be responsible for authenticating records of the Corporation, shall record the minutes of the monthly gatherings of the Membership, and shall perform all other duties incident to the office of the Secretary or as directed by the Board or by the President.
- 5.5 **Treasurer.** The Treasurer shall be responsible for all funds of the Corporation, shall direct that such funds be deposited in such bank or banks as the Board may determine, and shall make reports of such transactions that are presented promptly to the Board, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall give a summary financial report to the Membership at the monthly gatherings. The Treasurer shall maintain a list of donated items and provide donation receipts to the donors. The Treasurer shall further perform all other duties incident to the office of the Treasurer or as directed by the Board or by the President.
- 5.6 **Removal and Resignation.** Any officer may be removed by a majority vote of the Board at any meeting of the Board in which only Board members are present. Cause for removal will be presented to the officer by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Any such resignation or removal shall take effect at the time specified therein.
- 5.7 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Directors for the unexpired portion of the term.

SECTION 6 – INDEMNIFICATION

- 6.1 **Indemnification and Advancement of Expenses.** Each person who is or was a Director or Officer of the Corporation, including their heirs, executors, administrators, or estates of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgement, fine, amount paid in settlement, cost and expenses, including attorney fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status as a Director or Officer of the Corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which he or she may be entitled under any other bylaws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different persons or classes or persons.

ARTICLE 7 – DISSOLUTION

- 7.1 **Dissolution.** The dissolution of the Corporation shall require the affirmative vote of the majority of the Directors and a vote of two-thirds of the Members.
- 7.2 **Winding Up.** In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed to such organization or organizations created and operated for nonprofit purposes similar to those of the Corporation

as the Directors may determine, provided that any organization which receives such distribution of assets must qualify at the time of the distribution as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE 8 – MISCELLANEOUS

8.1 Fiscal Year. The fiscal year of the Corporation shall begin on 1 January and end of 31 December of each year.

8.2 Books and Records. The Corporation shall keep in its principal office original or duplicate books and records, including, but not limited to, the Corporation's Articles of Incorporation, bylaws, a list of the names and addresses of current Officers and Directors, financial statements, and minutes of all proceedings of the Directors and committees. The books, accounts, and records of the Corporation may be inspected by any Director or Officer for any proper purpose at any reasonable time. In the event that the Corporation does not have a principal office and meets in a public place, location of books and records shall be determined by the Board.

8.3 Donations. Donations will be received by the Corporation upon completion of a donation form by the donor and acceptance by any two Board members. Donation forms will be kept on file by the Treasurer as a list of the Corporation's assets. The Corporation may dispose of at its own expense (and so note on the donation form) items that are no longer of value such as, but not limited to, appliances/furniture in poor condition, outdated or excessive art supplies, or miscellaneous clutter. Any donated items can be rejected by a majority vote of the Board and disposed of according to these bylaws.

8.4 Contracts. The Directors may authorize any Officer to enter into any contract on behalf of the Corporation, such as lease of a building for guild use. Such authority may be general or confined to specific instances.

8.5 Loans and Recurring Expenses. No loans or recurring expenses shall be contracted on behalf of the Corporation, unless authorized by the Directors in accordance with the provisions of these bylaws. This includes, but is not limited to, telephone lines and Internet connectivity.

8.6 Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of the Corporation shall be signed by either the Treasurer or the President, in accordance with provisions of these bylaws.

ARTICLE 9 – RULES OF ORDER

9.1 Rules of Order. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the Organization may adopt.

ARTICLE 10 – AMENDMENTS

9.1 Amendments. These bylaws may be amended by a two-thirds vote of the Members.