



Bylaws of the Fripp Island Art Guild, Inc.

A South Carolina Nonprofit Corporation

Principal Office: 225 Tarpon Blvd, Fripp Island, SC 29920**

EIN: 39-3517488

Article I – Name and Purpose

Section 1. Name

The name of this organization shall be **Fripp Island Art Guild, Inc.** (the “Guild”).

Section 2. Purpose

The Guild is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Mission Statement:

The Fripp Island Art Guild brings people together through the power of art.

Our mission is to cultivate creativity, encourage artistic expression, and build a vibrant community where artists of all levels are supported, inspired, and celebrated.

As an official charter of the Fripp Island Property Owners Association since September 2025, we’re growing our impact by launching an **Artist-in-Residence Program** and creating **scholarships for local high-school students in 2026**—opening doors for both emerging and established artists to learn, teach, and thrive.

Section 3. Nonprofit Status

No part of the net earnings of the Guild shall insure to the benefit of or be distributable to its members, directors, officers, or private persons, except as reasonable compensation for services rendered or reimbursement of expenses incurred on behalf of the Guild.

Article II – Membership

Membership is open to all individuals and patrons of the arts who support the Guild's mission. Categories of membership may include **Core**, **Evergreen**, **Honorary**, and **Student Members**.

Annual dues shall be determined by the Board of Directors. Each member in good standing is entitled to one vote. Membership may be revoked for nonpayment or conduct detrimental to the Guild by majority Board vote.

Article III – Board of Directors

The Board is the governing body of the Guild, responsible for policy, strategy, and oversight. It shall consist of 5–11 members serving staggered two-year terms.

Meetings: The Board shall meet once a month on the third Thursday of each month at 7:00 PM via Zoom. Special meetings may be called as needed.

A majority constitutes a quorum. Board members serve without compensation except for approved reimbursements.

Article IV – Executive Board and Officers

The Executive Board consists of the following **Officers: President, Vice President, Secretary, and Treasurer**. Officers are elected annually by the Board.

- The **President** provides leadership and presides over meetings.
 - The **Vice President** assists and acts in the President's absence.
 - The **Secretary** maintains records.
 - The **Treasurer** manages finances and reports to the Board.
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Article V – Committees

Standing Committees may include **Programs & Education, Events & Exhibitions, Membership, Finance & Fundraising, and Marketing & Communications**. The Board may create ad hoc committees as necessary.

Chairs are appointed by the President with Board approval.

Article VI – Financial Policies

The fiscal year is **January 1 through December 31**. All Guild funds are maintained in a bank account under its name.

The **Treasurer** provides regular financial reports. Contracts or obligations over \$500 require Board approval. Annual financial reviews shall be conducted by an appointed reviewer.

The Guild shall be responsible for preparing and submitting its annual **IRS Form 990** in compliance with nonprofit reporting requirements and shall post the most recent Form 990 on its official website for public access and transparency.

A summary of the Guild's annual budget and financial statement shall be available to its members upon request.

Article VII – Guild Events and Promotion

The Guild shall maintain an annual event schedule that includes at least two art shows each year, where member artists are offered the opportunity to exhibit and sell their work.

Additional events, such as **workshops, lectures, and community outreach programs**, may be held at the discretion of the Board and in support of the Guild's mission.

The Guild will actively promote the work and activities of the organization through its official website at **FrippIslandArtGuild.org**, on its social media accounts including **Facebook** and **Instagram**, and by publishing a **monthly newsletter** to broaden awareness and encourage community engagement.

The Guild's **monthly meeting is held on the first Tuesday of each month at the Fripp Island Community Center**, unless otherwise noted.

As a chartered organization of the Fripp Island Property Owners Association, the Guild acknowledges that it operates in partnership with the Fripp Island Community Centre, utilizing its facilities under the authority, scheduling, and policies of the Community Centre Board of Directors. All Guild activities held at the Community Center shall comply with the facility's rules, usage guidelines, and insurance requirements.

Article VIII – Conflicts of Interest

Board members must disclose any financial or personal interest in transactions and abstain from related votes. Minutes shall document such disclosures.

Article IX – Indemnification

To the fullest extent allowed by law, the Guild shall indemnify its directors, officers, and volunteers acting in good faith within the scope of their duties.

Article X – Amendments

These Bylaws may be amended by a two-thirds vote of the Board with at least seven days' written notice of the proposed amendment.

Article XI – Dissolution

Upon dissolution, all assets shall be distributed to another 501(c)(3) organization with similar purposes as determined by the Board. No assets shall benefit any individual member or officer.

Adopted by the Board of Directors on:

President, Fripp Island Art Guild, Inc.

 Deborah Stroud 11/08/25

Secretary, Fripp Island Art Guild, Inc.

 Karen Kholmayer 11/08/25