

BY LAWS
Wooden Horse Arts Guild, Incorporated

Article I
Name

The name of the corporation shall be Wooden Horse Arts Guild, Incorporated, herein referred to as the WHAG or the Corporation.

Article II
Offices

The principal place of business shall be P.O. Box 502, North Troy, Vt., in the Town of Troy, County of Orleans, State of Vermont 05859. The WHAG may have other offices within the State, as the Board of Directors may designate, or as the business of the WHAG may require.

Article III
Purpose

- The objectives of the corporation are to:
 - Promote the arts and crafts.
 - Provide display space for creative work which is open for public viewing.
 - Provide workshops, classes, showings and selling opportunities of the arts and crafts.
 - Provide social opportunities for members to associate, congregate and interact with one another.
 - Undertake charitable and educational activities consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code.
 - Receive outright or in trust, gifts and devises and legacies of all forms of real and personal property.

Article IV
Membership and Dues

Section A.

Membership in the WHAG is open to professional and amateur artists in all media, and students, arts enthusiasts and patrons interested in furthering the appreciation of the arts.

Section B.

Annual membership dues shall be payable in May for the new WHAG fiscal year and cannot be prorated. The Board of Directors shall establish the annual dues and membership categories.

Article V
Board of Directors

Section A.

The Board of Directors shall consist of the four elected Officers, the immediate past president as ex officio and at least three members (Directors) appointed by the President. The Board shall conduct the business of the Corporation and oversee the activities of the Wooden Horse Arts Guild. The Board shall meet monthly or as needed.

Section B.

Six weeks prior to the annual meeting, the Board will appoint a nominating committee, consisting of three voting members of the WHAG. At the Annual Meeting, nominations shall be accepted from the floor in addition to the candidates selected by the Nominating Committee. Elections will then take place and elected officers will take office at the end of said Annual Meeting.

Section C.

Each officer shall be elected for a one-year term. If an officer is unable to finish his or her term, a replacement may be appointed by the Board to complete the term. All voting members of the WHAG shall be eligible to hold office.

Section D.

Three additional members of the Board shall be chosen by the President and shall serve at the discretion of the President.

Section E.

Any Board member who does not attend three consecutive Board meetings, without extenuating circumstances, may be removed and replaced. Each Board member is expected to attend all Board meetings, general membership meetings and the annual meeting. The President shall be notified of extenuating circumstances.

Section F.

The Board shall be responsible for conducting the affairs of the WHAG according to the Articles of Incorporation and the Bylaws. At any meeting of the Board, four members shall constitute a quorum, two of whom must be officers.

Section G.

Should any Board Director resign, they must do so in writing to the Board. The President shall appoint a replacement. If an elected officer should resign, the remaining Board of Directors will elect a replacement from among their members.

Section H.

The Board of Directors shall have the power to terminate and replace any participating director, custodian or agent for breach of duty.

Article VI Officers

Section A. The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer elected annually by the General Membership.

Section B. The President

The President shall have executive supervision over the activities of the organization within the scope provided by these Bylaws and shall preside at membership and Board of Director's meetings, report annually on the activities of the Corporation and make required appointments, including auditor, committee chairs and other persons not provided for. The President shall be considered an ex-officio member of all committees (sans: nominating committee) and shall cast the deciding vote on Corporation decisions, at either the general membership special meetings, board meetings or committee meetings. The President will sign all deeds, transfers, licenses, contracts and engagements on behalf of the Corporation. The President shall maintain a master file of all Officer and Board records and official records of the Corporation. The President shall serve as liaison to the Community.

Section C. Vice President

The Vice President shall assist the President and familiarize himself with the duties the President undertakes. In the President's absence, incapacitation or resignation the Vice President shall assume the duties of the President.

Section D. Secretary

The Secretary shall keep the minutes of all meetings of the membership and Board of Directors, provide membership notice of meetings, and assist the President, Board members and Committee chairs with needed correspondence.

Section D. Treasurer

The Treasurer shall be the custodian of the funds of the WHAG, collect dues, pay all bills or expenses for authorized WHAG activities, keep an account of all receipts and expenditures, make regular reports of financial matters, file the electronic notice 990 or applicable form to the IRS, and handle all financial matters of the group. In the absence of the Treasurer, the President shall file the electronic notice 990 and shall have the authority to pay out moneys as approved by the Board. A financial report shall be prepared by the Treasurer to be included as part of the President's annual report. The Treasurer shall prepare a proposed budget for the new fiscal year and present it to the Board for approval. The Treasurer will cooperate fully with the Auditor.

Article VII Committees

Section A. Standing Committees

Standing Committees are established to assist the Board in fulfilling the goals of the WHAG. The President shall appoint Chairs of standing committees. Chairs will recruit other members as needed. The current standing committees and responsibilities are:

A.1 Membership

- Shall solicit new members and contact old members
- Review membership forms and make recommendations for changes to the Board
- Evaluate membership categories on an annual basis

A.2 Events

Responsibilities shall include: finding venues, allocating floor space, designing and placing advertising, working with secretary to notify membership and solicit participation, coordinating publicity, keeping the Board informed of progress and overall management of the events. Shall identify instructors, speakers and venues for workshops and seminars.

A.3.Arts Education (The Camilla Mead Arts Education Scholarship Fund)

- Will develop the criteria to qualify for the Arts Education scholarship and present to the Board for approval.
- Will develop application forms..
- Will review completed applications and make recommendations to the Board.
- Will work with the Secretary and Treasurer to ensure that applicants are notified of the result of their application and appropriate reimbursements are made.
- Will develop and implement ideas to raise funds for the Arts Education fund.

A.4. Website

- Will solicit the participation of the membership
- Will be responsible for Website application forms and information and photos submitted by the Membership for their Web Page and occasionally for the Blog.
- Will work with Web Master to ensure that Website is kept up-to-date.
- Will report, as needed, to the Board regarding major Website design changes and/or costs.

A.5. Grants

- Will be responsible for identifying grant opportunities.
- Will present a list of opportunities to the Board for authorization to apply.
- Will complete grant applications.

Section B. Ad Hoc Committees

Ad Hoc Committees may be established from time to time and will be temporary in duration. The President shall appoint members of Ad Hoc committees. There are two (2) ad hoc committees that shall be formed on an annual basis.

B.2 Bylaws

Shall consist of three (3) members, at least one of whom shall be from the Board. The committee shall review the By Laws annually to ensure that they are consistent with the goals of the Corporation. The committee shall make recommendations for changes, as necessary, to the Board.

B.3 Nominating

The Nominating Committee shall be appointed by the Board six (6) weeks prior to the Annual Meeting and consist of three (3) voting members of the WHAG. The committee will prepare a slate of candidates for office for the upcoming year and present this slate at the Annual Meeting for a vote.

**Article VIII
Finances**

Section A.

The Fiscal Year of the Wooden Horse Arts Guild, Inc. shall be from June 1 to May 31.

Section B.

In May of each year the Treasurer will present to the Board a budget for the next fiscal year.

Section C.

No member may encumber the Corporation with contracts or expenses without prior approval by the Board.

Section D.

The financial records of the WHAG shall be audited prior to the Annual Meeting each year by the Auditor, chosen by the President.

**Article IX
Meetings**

“Robert’s Rules of Order” shall govern proceedings at meetings.

Section A. Annual Meeting

The Annual Meeting shall be held during the month of May. Members will be notified of the date of the Annual Meeting three weeks in advance of the meeting date. A quorum shall constitute 30% of voting members.

Section B. Board Meetings

The Board shall meet monthly, or as needed.

Section C. Special Meetings

Special Meetings may be called by a vote of the Board of Directors.

**Article X
Voting**

Voting may take place by the following methods:

- A show of hands
- A written vote sent by mail to: Wooden Horse Arts Guild/VOTE, P.O. Box 502, North Troy, Vt. 05859
- Electronically by email.

Article XI
Amendments

The By Laws may be amended by a vote of two-thirds of the members present at any annual, or special meeting of the corporation, provided that any proposed amendment to these By Laws shall first have been given by the Secretary to each member of the corporation three weeks prior to the meeting. If a petition for a change in the By Laws, signed by ten members, is presented to the Board 60 days prior to the annual meeting, it shall be presented to the membership for consideration.

Article XII
Dissolution

Section A.

All of the funds and assets of the WHAG will be exclusively devoted to the objectives and purposes expressed. No member, trustee, or officers of the WHAG will receive or be entitled to receive under any circumstances any monetary profit from the operation of or liquidation of The Wooden Horse Arts Guild.

Section B.

Upon liquidation, dissolution, or abandonment of the Corporation or any partial liquidation of its property and assets, none of such property and assets shall be distributed to any member, trustee, or officer of the corporation, or to any other individual. The Board of Directors, after paying or making provisions for payment of any liabilities of the corporation, shall transfer all its remaining assets and property of any nature and description to any corporation, association, or organization exempt under provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of subsequently enacted Federal Law and operated exclusively for artistic, educational or charitable purposes.