

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.

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 art, music, writing and crafts.
- Provide display and performance space for creative work which is open for public viewing.
- Provide workshops and instruction for artists, craftspeople, musicians and writers.
- Provide opportunities for artists, musicians, writers and craftspeople 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

Section A.

Artists who work in any creative discipline such as: painting, carving, weaving, sculpting, jewelry making, writing, photography, printmaking, etc. are welcome in the Wooden Horse Arts Guild.

Section B.

Any person or group may become a member, in any of the membership categories, by completing an application form and paying the required dues.

Section C.

The membership categories shall be:

1. Individual - Any artist/craftsperson interested in actively engaging in the activities of the organization. The individual member has full voting privileges.
2. Family - Two adult members of the same family living in one home. Family members have full voting privileges.
3. Student - Full-time student with an interest in the arts. Student members do not have voting privileges.
4. Supporter – Individuals who wish to provide additional support for the activities of the Wooden Horse Arts Guild. Supporters can be individuals, businesses, corporations or organizations. Supporting members may attend general meetings but they do not have voting privileges.
5. Arts Affiliate - Complimentary membership given to Arts and Cultural Organizations chosen by the Board of Directors and contingent on publicity, reciprocal web links, activities and presentations which enhance the art community.

**Article V
Dues**

Annual membership dues shall be payable by June 1 for the current year and cannot be prorated. The Board of Directors shall establish the annual membership fees and other fees as needed to be assessed from members.

**Article VI
Board of Directors**

Section A.

The Board of Directors shall consist of the four elected or appointed Officers and three additional members. The immediate past president will be appointed automatically as a non-voting advisory member of the Board.

Section B.

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer.

Section C.

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 D.

Each officer shall be elected for a one-year term. No officer shall serve more than four consecutive terms in the same office. 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 E.

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

Section F.

Any Board member who does not attend three consecutive Board meetings, without extenuating circumstances, will be removed and replaced. Each Board member must serve on at least one standing committee and is expected to attend all Board meetings, general membership meetings and the annual meeting. The President shall be notified of extenuating circumstances.

Section G.

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 H.

Any officer or member of the Board wishing to resign shall do so, in writing, to the Board.

Section I.

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

**Article VII
Officers**

Section A. The President

The President shall have executive supervision over the activities of the organization within the scope provided by these Bylaws. The President shall preside at membership and Board of Director's meetings, report annually on the activities of

the organization and make required appointments, including auditor, Standing Committee chairs and other persons not provided for. In case of a tie, the President will cast the deciding vote on organization decisions, at either the General Membership or Board meetings. The President will sign all deeds, transfers, licenses, contracts and engagements on behalf of the Corporation. The President shall serve as liaison to the Community

Section B. Vice President

The Vice President assists the President and in the President's absence, incapacitation or resignation shall assume the duties of the President.

Section C. Secretary

The Secretary shall keep the minutes of all meetings of the membership and Board of Directors, provide membership notice of meetings, assist the President with general correspondence and maintain the official records of the corporation including:

- By Laws and amendments thereto
- Insurance policies
- Non-profit determination
- Charitable filings
- Grant applications
- Executed contracts

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 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 Audit Committee.

Article VIII 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 their responsibilities are:

A.1 Membership

- Shall solicit new members and contact old members to encourage them to return
- Review membership forms and make recommendations for changes to the Board
- Evaluate membership categories on an annual basis and present suggestions for needed changes to the Board six (6) weeks prior to the Annual Meeting

A.2 Publicity

- Shall coordinate with other committees to arrange for dissemination of publicity through various venues
- Shall prepare and publish the monthly membership newsletter

A.3 Events

- Shall provide overall management of events including the Village Arts Show and the Holiday Gift Show. Responsibilities shall include: finding venues, developing budgets, allocating floor space, designing and placing advertising, working with secretary to notify membership and solicit participation, coordinating with publicity committee, keeping the Board informed of progress and overall management of the events.
- Shall identify instructors, speakers and venues for workshops and seminars. The committee will present ideas and budgets to the Board for approval. Once approved, the committee will work with appropriate

committees and individuals to ensure the success of the event.

A.4 Arts Education

- Will develop and implement ideas to raise funds for the Arts Education fund.
- Will develop the criteria for members to qualify for an Arts Education scholarship or subsidy and present to the Board for approval.
- Will develop application forms and distribute to the membership.
- 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.

A.5 Website

- Will solicit the participation of the membership.
- Will be responsible for Website application forms and information and photos submitted by the membership.
- Will work with Publicity Committee to ensure that relevant information is placed on the website
- 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.6 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 three (3) ad hoc committees that shall be formed on an annual basis.

B.1 Audit

Consisting of three (3) members – one Board member, one voting general member and one person not connected with the WHAG – shall be formed prior to the Annual Meeting to examine the Treasurer’s financial report and the Corporate books and present an audit report to the Board of Directors.

B.2 Bylaws

Shall consist of (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 organization. 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 IX
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 organization with contracts or expenses without prior approval by the Board or President.

Section D.

The financial records of the WHAG shall be audited immediately prior to the Annual Meeting each year by the Audit Committee.

Article X 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. Monthly Meetings

Monthly Meetings of the general membership will be held on the fourth Tuesday of each month. The Secretary shall notify the membership of the date, time and place of all meetings.

Section C. Board Meetings

The Board shall meet monthly, or as needed.

Article XI 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
- Electronic vote which includes Internet and Telephone.

Article XII Amendments

The By Laws may be amended by a vote of two-thirds of the members present at any annual, regular, 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 at least two 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 at an annual meeting.

Article XIII 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 Executive Board, 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.