

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: Mission

The mission of the Wooden Horse Arts Guild Inc. is to collaboratively engage and foster personal and professional creative growth of artists, students, patrons and community members.

Our mission will be accomplished through but not limited to the following objectives:

- Event Planning
- Scholarships
- Activity awareness & communication
- fundraising
- Community outreach
- 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

Article IV: Membership and Dues

Section A Membership:

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 Dues:

Annual membership dues shall be payable in May for the new WHAG fiscal year starting June 1 and may 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 (see Article IV: Section A), the immediate past president as ex officio and up to 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:

At the Annual Meeting, nominations for all open elected positions shall be accepted from the floor in addition to the candidates selected by the Membership and 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 three -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:

Up to three additional members shall be chosen by the President and shall serve on the Board 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, two of whom must be officers shall constitute a quorum.

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 who are elected annually by the General Membership and an Executive Director who is appointed by the President.

Section B: The President:

The President shall serve as the principal executive officer having over the activities of the organization within the scope provided by these Bylaws. The President shall preside at Board of Director's meetings, report annually on the activities of the Corporation, and make required appointments of committee chairs and additional Board members. The President shall be considered an ex-officio member of all committees 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.

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 E-Treasurer:

The Treasurer shall be the custodian of the funds of the WHAG. The Treasurer shall collect dues, pay 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 work closely with the Executive Director on all finance related issues. 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. Should the Board decide to schedule an audit, the Treasurer will cooperate fully with an Auditor.

Section F Executive Director:

The executive Director is responsible for overseeing the day to day administration, programs and strategic plans of the organization. Other key duties include fundraising, marketing, and community outreach. The Executive Director, in conjunction with the treasurer shall have the authority to pay out monies as approved by the Board for operational expenses of events and

programs. The Executive Director will work closely with Treasurer to assure all financial matters surrounding events and programs are accurate. This position reports directly to the Board of Directors. The Executive Director is an ex-officio member of all standing committees and shall attend meetings as he/she deems necessary.

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 and Nominating Committee

The membership and nominating committee shall solicit new members, remain in contact with old members, regularly review membership categories or forms and make recommendations for changes regarding the membership process to the Board. The committee chair shall keep updated records of current membership and report to the Board on a regular basis. The committee will prepare a slate of candidates for open offices for the upcoming year and present this slate at the Annual Meeting for a vote.

A.2 Events:

The events committee members shall work in conjunction with the Executive Director to plan and coordinate activities, events, workshops, classes, fundraisers and opportunities for the fulfillment of our organization's mission.

A.3.The Camilla Mead Arts Education Scholarship Fund:

This committee will develop the criteria to qualify for the Arts Education scholarship, develop and revise application forms, review completed applications and make recommendations to the Board for approval. The committee will notify applicants of the result of their application and work-the Treasurer to ensure that payments are made. In conjunction with the Executive Director, the committee shall develop and implement ideas to raise funds for the Camilla Mead Arts Education Scholarship fund.

A.4 Awareness & Communications

The committee members, in conjunction with the Executive Director shall manage all membership and media relations including: overseeing our website, Blog, press releases, membership applications/information and any other activities that promote and foster involvement in WHAG programs and fulfillment of our mission.

A.5. Fundraising

The fundraising committee in conjunction with the Executive Director will be responsible for identifying fundraising and grant opportunities that support educational activities and events. The committee will present a list of opportunities to the Board for application authorization and carry out approved grant applications.

A.6 Community Outreach

The committee members in conjunction with the Executive Director shall engage in outreach activities, collaborate with other community organizations and seek opportunities for liaison and information exchange with other arts organizations in the Northeast Kingdom to promote and foster involvement in the visual arts.

A.6-7 By Laws

This committee shall consist of three (3) members, at least one of whom shall be from the Board. The committee shall review the By Laws as needed to ensure that they are consistent with the goals of the Corporation. The committee shall make recommendations for changes, as necessary, to the Board for approval. Amendments or changes to the By-laws shall be voted on at the annual meeting.

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.

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 may be audited prior to the Annual Meeting by an Auditor, chosen by the Board of Directors.

Article IX Meetings

“Robert’s Rules of Order” shall govern proceedings at all meetings and shall be enforced by the person chairing the meeting.

Section A: Annual Meeting

The Annual Meeting should 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 any of 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
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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 has been given to each member of the corporation three weeks prior to the meeting. If a petition for a change in the By Laws, is signed by ten members, is and 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 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(s), association(s), or organization(s) 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.