

SaddleBrooke Fine Arts Guild

Bylaws

ARTICLE I **NAME**

- 1) Henceforth this organization shall be known as the SaddleBrooke Fine Arts Guild, a non-profit organization.
- 2) Official alternate names for said organization are the Guild and the SBFAG.
- 3) The term “fine arts” is defined as the creation of original non-utilitarian art in any tangible media. The Executive Board shall have the right to determine if an art category and/or artist’s work meets these criteria.

ARTICLE II **OBJECTIVES**

- 1) The purpose of the Guild is to encourage art appreciation, to provide art education, to enhance individuals’ artistic skills, and to increase the public’s awareness and appreciation of the arts.
- 2) The goal of the Guild is to meet the art needs of its individual art members and SaddleBrooke residents.
- 3) The Guild’s intent is to provide classes, workshops, demonstrations, lectures, open studios, art shows, exhibits, receptions, and a website.
- 4) The Guild may sponsor outreach art related programs to contribute to the surrounding communities.

ARTICLE III **AUTHORITY AND LIMITATIONS**

- 1) The Guild is organized and is designated as a non-profit organization and will operate in full compliance with the bylaws of SaddleBrooke Homeowner’s Association 1 and 2, hereafter referred to as SaddleBrooke HOA 1 and HOA 2.

- 2) The Guild will neither conduct business, nor obligate funds in the name of either SaddleBrooke HOA 1 or HOA 2.
- 3) Neither the Guild nor SaddleBrooke HOA 1 and HOA 2 shall be held liable for the loss, damage or malicious mischief to any fine arts works on display in the clubhouses, arts and crafts centers, or in public places. Such liability is the sole responsibility of each fine arts owner.

ARTICLE IV **MEMBERS**

- 1) Membership shall be open to any SaddleBrooke homeowner or renter of HOA 1, HOA 2 and SaddleBrooke Ranch providing reciprocal agreements are still in effect.
- 2) Special non-voting associate membership is available to non-residents who have the approval of the Executive Board as art instructors. In addition to the classes they teach, associates shall be able to attend meetings and social activities as approved by the Executive Board.
- 3) Membership in the Guild will not be based on age, race, color, religion, sex, sexual orientation or national origin. The Guild will abide by all State of Arizona and Federal antidiscrimination laws.
- 4) Annual dues are set by the Guild at \$20 per year for members and \$5 per year for associates.
- 5) Said dues are payable in advance and renewed in September each year.
- 6) Dues cover one calendar year from September 1 to August 31 and must be paid before November 1 in order for the individual to retain an active member status.
- 7) First time members, who join the Guild after May 1, will receive memberships throughout the current year and the next membership year.
- 8) Annual dues once paid are non-refundable.
- 9) Active membership shall commence upon payment of the membership dues. Active membership shall continue so long as payment of annual Guild dues and Homeowner's Association dues are current, and shall terminate when either of the required dues fall in arrears.

- 10) Any member shall be entitled to present issues and ideas and vote at any regular or special membership meeting of the Guild.
- 11) Guild members shall receive advance notification of classes, workshops, demonstrations, and events via email and/or the Guild website. SaddleBrooke residents who are not members may obtain this information via the Guild's website and local newspapers.
- 12) Non-residents of SaddleBrooke HOA 1, HOA 2 or SaddleBrooke Ranch are ineligible for full membership in the SaddleBrooke Fine Arts Guild.
- 13) Non-resident and non-member participation in classes may be accommodated only on a space-available basis after members' demand for classes are satisfied. Non-resident and non-member persons will be charged an additional fee of \$10 per class.
- 14) Non-members may not participate in free activities provided for the membership, such as summer workshops, critiques, and open studio.
- 15) Guests may attend club events if accompanied by a resident Guild member. The Executive Board may deny this privilege if deemed necessary.
- 16) The Guild must maintain an active membership of at least fifteen (15) members to have use of HOA 2 facilities.

ARTICLE V **OFFICERS**

- 1) Elected officers shall be the President, Vice President, Secretary, Treasurer, and Member-at-Large. These officers shall constitute the Executive Board.
- 2) Executive Board officers may only hold one office at any time. Moreover any officer, except the President, may chair a committee.
- 3) The President has discretionary power to appoint committees or individuals to facilitate, organize, and implement programs, special activities, communications, social functions, and investigate future projects.
- 4) Elected and appointed chairpersons shall make decisions and adopt interim rules and regulations, as they deem appropriate when these are consistent with Guild bylaws.

- 5) The Executive Board shall approve any changes in rules and regulations. These rules shall be entered in the addendum section of the committee records.

ARTICLE VI
NOMINATIONS AND ELECTIONS

- 1) Each January the SBFAG President shall appoint a nominating committee of three members, none of which shall be existing officers.
- 2) The slate of officers proposed by the committee shall be posted at least two weeks prior to the March election meeting. Following the presentation of the committee's slate at the meeting, nominations may be made by club members not on the nominating committee with the written consent of the person being nominated. These nominations shall be made available to the members at least fourteen (14) days prior to the election.
- 3) Where there is only one nomination for an office, that person shall be declared elected.
- 4) When there is more than one nomination for an office, voting shall be by written ballot.
- 5) Write-in votes shall not be considered valid, such persons not having been nominated.
- 6) The nominating committee shall serve as the ballot committee. Election to office shall be by majority vote of active members present and voting at the March meeting.
- 7) There shall be a joint meeting of the outgoing and incoming Executive Board members held after the March Election meeting and before March 31 to exchange written reports, records, and procedure books.
- 8) The incoming officers shall take their respective positions effective April 1.

ARTICLE VII
GOVERNING BODY

- 1) The Executive Board shall be the governing body of the Guild and shall manage, conduct, and control the affairs and business of the Guild between meetings of the active members.
- 2) A quorum at the Executive Board meetings shall be a majority of the voting officers of the Board. A majority vote shall prevail. In case of a tie, the President's vote is the deciding factor.
- 3) Special meetings, closed to the general membership that pertain to sensitive issues, shall be held by the Executive Board at the discretion of the President or any two elected officers. Notice of special Executive Board meetings shall be posted no less than one week in advance.
- 4) An elected officer may be relieved of office by a majority vote of those in attendance at a pre-announced regular or special Guild meeting for malfeasance of office or behavior considered to be contrary to the proper discharge of the obligations and responsibilities of the office.
- 5) Vacancies of Executive Board members will be elected by a majority vote of the members of the Executive Board with the exception of the office of President. In the event of a mid-term vacancy, the Vice President automatically assumes the office of President.
- 6) All Executive Board members, upon retiring from office, shall deliver all records and other Guild property to their successors.

ARTICLE VIII
DUTIES OF OFFICERS

- 1) President:
 - a) Shall be the chief administrator of the Guild and shall preside over all regular Guild and Executive Board meetings.
 - b) Shall be ex-officio member of all committees; except the nominating committee.
 - c) Shall appoint special committees, and at the direction of the Executive Board shall appoint chairpersons of standing committees.

- d) Shall present an agenda of items that need to be addressed at all Executive Board and regular Guild membership/program meetings as needed.
- e) The President shall be responsible to submit budget items to the HOA's for capital expenses and improvements to the facilities on behalf of the Guild as required.

2) Vice President:

- a) Shall assist the President and shall perform the duties of that office when the President is absent.
- b) Shall work closely with all committees as required.
- c) Shall read the treasurer's report in the absence of the Treasurer at meetings.
- d) Shall schedule facilities for Executive Board meetings and monthly member's meetings and send confirmation of these meetings to the President and Secretary.

3) Secretary:

- a) Shall record the minutes of Executive Board meetings and special meetings where business is conducted, and provide official email copies to all Executive Board members and heads of committees.
- b) Shall be responsible for correspondence as required by the members of the Executive Board.
- c) Shall retain minutes and records. These will be turned over to the successor. Current Secretary and successor will verify they are complete. The minutes will become part of the permanent records of the Guild.

4) Treasurer:

- a) Shall be the chief financial officer and shall pay all bills owed by the Guild and reimburse moneys spent by members for approved Guild events within one month of receipt.
- b) Shall present a financial report at each meeting of both the Executive Board and monthly program meetings when required or requested.
- c) Shall make available any financial reports required by either Homeowner's Association Board of Directors.

- d) Shall maintain the official membership list and shall keep an up-to-date email, address, unit and phone number of all current members.
 - e) Shall send a membership list to the Executive Board members upon request and updated information as new members join.
 - f) Shall send updates to the Phone/Source book and Homeowners Associations after officer elections if required by the HOAs.
- 5) Member-at-Large:
- a) Shall perform such duties as assigned by the President and the Executive Board.

ARTICLE IX
COMMITTEES

- 1) All committee chairpersons shall report activities to the Executive Board so that the Board is kept informed.
- 2) The chairpersons of the standing committees shall attend the Executive Board meetings and act as advisors to the Executive Board.
- 3) The chairperson of each committee selects members of that committee. The Executive Board appoints/reappoints standing committee chairs by March 31 of each year.
- 4) The Executive Board shall appoint chair vacancies.
- 5) The approved standing committees are: Education, Facilities, Class Registrar, Art Show, Publicity, Programs, Outreach, Communications, New Members, Website, Hospitality, Critique, HOA 1 Clubhouse Gallery, Activity Center Gallery, Topaz Window Gallery, Mariposa Room Gallery, HOA 2 Office Annex Gallery and other committees as required.
- 6) The duties, responsibilities and requirements of each committee shall be outlined in a written job description which will be kept on file and available to all committee chairs, and members of the Guild. These job descriptions may be revised from time to time, as the Executive Board deems necessary.

ARTICLE X
FISCAL AND FINANCE

- 1) The accounting fiscal year shall be September 1 through August 31.

- 2) An audit of treasurer's books shall be made by a committee of three appointed by the President at the request of the Executive Board as required.
- 3) In the month prior to the beginning of each fiscal year, committees shall prepare operating budgets for the coming year and submit them to the Executive Board for review and approval. Budget information shall also include any expenditure made in the prior year. The Treasurer shall provide budgetary information to the appropriate chairpersons as requested. Budgets are made available to the membership upon request. Any expenditure not identified previously that is above \$200 shall also require Executive Board approval. Unbudgeted expenditures above \$500 require approval of the attending members at a general meeting.
- 4) All receipts and expenditures of the Guild funds shall be reflected in a single bank checking account. All expenditures shall be itemized in a permanent record available for the scrutiny of the fiscal review team and club members. Financial records shall be retained for seven years.

ARTICLE XI
MEETINGS

- 1) Membership/program meetings shall be held on the first Tuesday of every month September through May.
- 2) Executive Board meetings will be held on the third Monday of the month from August through May to conduct the business of the Guild. Executive Board meetings shall be open to the general membership.

ARTICLE XII
PARLIAMENTARY AUTHORITY

- 1) Robert's Rules of Order shall be the authority on all questions of parliamentary law unless in conflict with these bylaws, HOA 1 and HOA 2 governing documents, or with the laws of the State of Arizona.

ARTICLE XIII
AMENDMENTS

- 1) These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at a regular, special or annual meeting of the Guild provided written notice of each proposed amendment, or proposed new bylaw, has been posted two (2) weeks prior to the meeting.

ARTICLE XIV
DISSOLUTION

- 1) Dissolution will not be initiated until all outstanding debts are satisfied. The SBFAG President may direct use of any and all assets to satisfy outstanding debts, provided the majority of the Guild membership has voted for the SBFAG President to do so.
- 2) Any assets remaining at the time of dissolution shall be given to a nonprofit charity determined by a two thirds (2/3) vote of the remaining members.

Adopted by Membership: May 5, 2015
(Date)

SIGNATURES

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SBFAG President (signature) (date)

SBFAG Secretary (signature) (date)