



**Bylaws
of the
ART GUILD OF ORANGE PARK, INC.**

ORGANIZED MAY 1973

**ORANGE PARK, FLORIDA
INCOPORATED APRIL 11, 2002**

.....

**REVISED AND REORGANIZED 1978
REVISED 1981, 1982, 1991, 2002, 201, 2017, 2020, 2021, 2023, 2024**

TABLE of CONTENTS

ARTICLE	TITLE	PAGE
I.	PURPOSE AND OBJECTIVES OF THE GUILD.....	3
II	PURPOSE OF THE BY-LAWS.....	3
III.	PURPOSE AND STRUCTURE OF THE BOARD.....	3
IV	FISCAL YEAR, MEETINGS AND PLACE OF BUSINESS.....	4
V.	MEMBERSHIP DUES AND FEES.....	4
VI.	OFFICERS.....	5
VII.	DUTIES OF OFFICERS.....	6
VIII.	DUTIES OF STANDING COMMITTEES.....	8
IX.	AD HOC COMMITTEES.....	12
X.	CHANGES TO THE BYLAWS.....	13
XI.	DISSOLUTION OF THE ART GUILD.....	13

ART GUILD OF ORANGE PARK, Inc.

BY- LAWS

Organized May 1973

Revised January 7, 2023

**ARTICLE I.
PURPOSE AND OBJECTIVES OF THE GUILD**

The purpose and objectives of the Art Guild shall be:

- A.** To develop an organization of persons interested in the advancement of the visual arts.
- B.** To provide opportunities for the development and enrichment of the individual members through educational programs and workshops.
- C.** To sponsor exhibits and rotating displays of artworks of the active members.
- D.** To assist and promote the visual arts programs of other organizations in Clay County and Northeast Florida and to foster and promote the appreciation of visual arts within the community.

**ARTICLE II.
PURPOSE OF THE BY-LAWS**

The By-Laws of the Art Guild of Orange Park, hereinafter called the Art Guild (AGOP), establish the policies and procedures for governing the operations of the Art Guild by the Board of Directors hereinafter called the Board, in accordance with the Constitution of the Art Guild.

**ARTICLE III.
PURPOSE AND STRUCTURE OF THE BOARD**

Section 1. The 11-member Board shall consist of the five elected officers (see ARTICLE VI), and Chairpersons of six Standing Committees (see ARTICLE VIII). The Board has the option to waive required Board attendance for any given Chair. Each attending member shall have one vote at Board meetings.

Section 2. The Board shall conduct the business of the Art Guild. It shall maintain the bank account, mailing address, storage facility, and all property belonging to the Art Guild.

Section 3. The Board, shall plan and coordinate all activities of the Art Guild including exhibits, displays, general meeting programs, workshops, and such other activities as it deems appropriate. The Board shall announce such plans and events at each general meeting.

Section 4. The Board shall hold meetings at a time and place as ordered by the President to carry out its duties. Such meetings shall be announced to the membership. Active members are invited to attend Board meetings for questions and suggestions, but shall not be permitted to vote. Members should submit questions or suggestions to the President 24-hours before the meeting to be included on the agenda.

Section 5. In all meetings of the Board a quorum shall consist of one-half (1/2) of the members of the Board. All resolutions shall require a quorum and a simple majority vote of those members present and voting to carry.

Section 6. No member of the Board shall receive any monetary compensation for services to the Art Guild.

ARTICLE IV. FISCAL YEAR, MEETINGS AND PLACE OF BUSINESS

Section 1. The Fiscal Year shall be from September 1 through August 31. General Meetings of the membership shall be held each month, September through May, at the location of the Board's choosing. A holiday party will be held in December in lieu of a general meeting. Meetings shall be open to the public, and members are encouraged to bring family members and other guests over 14 (See Article V). Only active members shall have a vote in the proceedings of the Art Guild.

Section 2. The Board shall meet at the time and place as indicated by the President and posted in a timely manner.

Section 3. The Art Guild, having no permanent physical place of business at the present time, shall maintain a mailing address for correspondence. As another point of contact, the AGOP's email address shall be published in announcements, advertisements, and AGOP website.

ARTICLE V. MEMBERSHIP DUES AND FEES

Section 1. Active membership shall be open to those persons 18 years or older who profess an interest in the advancement of the visual arts and/or the encouragement of artists.

Art Guild membership includes:

- Nine monthly meetings (September – May)
- Art Critiques
- Discounts on Art Guild sponsored workshops.
- Opportunities to display & sell artwork at local venues.

- Entrance to Art Guild Exhibits

Section 2. Membership dues are payable September 1 through August 31. Dues may be paid on the AGOP website, by mail, or face-to-face.

Students: \$20 (14 – 23 years) – Academic student

Individual Membership: \$45 (one adult over 18 years).

Members may receive a \$5 discount on annual dues when paying by check or cash (i.e., \$40).

Featured Artist Membership: \$60 (one adult over 18 years) includes an Art Guild website listing with an image and link to one artists' website or their social media platform.

Section 3. NEW members may join the Art Guild at any time throughout the fiscal year September to August annually.

Section 4. Sponsors will be sought for fundraising events or activities, scholarships, as well as for AGOP operating support. Levels of support will be designated to align with the goals of the activities and be identified in letters of support.

Section 5. Fees for events sponsored by the Art Guild such as workshops, Exhibit-entry fees, demonstrations, trips, etc., shall be based on the various expenses for judges, teachers, venue, and other expenses. Fees are due and payable upon registration for the event.

Section 6. Dues and fees are not refundable except for events canceled by the Board.

ARTICLE VI. OFFICERS

Section 1. The officers of the Art Guild shall be President, Vice-President, Secretary, Treasurer, and Past President. Elections will be held at the May meetings each year (See Article X). Officers shall serve for a term of one year beginning September 1 and ending August 31 of the following year. There shall be no limit to the number of terms a member may serve. Duties and responsibilities of the officers shall be as described in the By-Laws (See Article VII).

Section 2. Candidates for the office of President shall be a Board member of the Art Guild for the preceding year. The Board, by a two-thirds majority vote, may waive the time of membership and/or the service requirements for a candidate for the office of President who has otherwise demonstrated sufficient experience and appropriate qualifications to carry out the duties of such office.

Section 3. Candidates for all other offices shall be a member of the Art Guild.

Section 4. Procedures for the nomination and election of officers shall be as set forth in the By-Laws of the Art Guild. (See Nominating Committee duties in Article VIII).

Section 5. If an Officer-vacancy occurs during the year (See Article X, Resignation from the Board), after the slate is presented and approved by members, a nomination, discussion, and vote will occur at the next Board Meeting. The decision of the board will stand.

Section 6. Any board member wishing to resign from the board position before the end of their term:

- A. Shall submit a letter of resignation to the president at least 60 days in advance of the departure from the board.
- B. Shall be voted on and accepted at a board meeting before the resignation may be effective.
- C. Shall turn over all updated notebooks or records at the board meeting when the resignation is voted on.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President

- A. Shall be the chief executive officer and shall preside at activities of the Art Guild.
- B. Shall be an ex-officio member of all active committees.
- C. Shall sign all written contracts and obligations of the Art Guild and maintain a file/electronic copy of original signed documents.
- D. Shall become familiar with visual arts related businesses and activities in the North Florida area and shall represent the Art Guild in the community to promote and foster visual arts awareness and appreciation to the extent possible.
- E. Shall lead the Board in promoting opportunities and venues for members to improve and enhance their skills.
- F. Shall schedule and oversee the Board Turnover Meeting as well as Board Installation at the May meeting.
- G. Shall maintain a file of all meeting records, of all annual events and community involvement and other relevant activities of the Art Guild and pass said file on to his/her successor.

Section 2. The Vice President

- A. Shall assist the President with all duties and execute the President's duties in their absence.
- B. Shall coordinate with the President in organizing and overseeing the Annual Board Strategic Planning Workshop, held each summer.
- C. Shall coordinate with and assist the President in representing the Art Guild at the various Guild and community functions. Shall inform the membership and public of opportunities for members to improve and enhance their skills.
- D. Will coordinate the Guild fundraising efforts.
- E. Shall perform such other duties as may be required by the President.

Section 3. The Treasurer

- A. Shall be the custodian of the funds of the Art Guild and shall be responsible for obtaining and maintaining a bank account at the most favorable rates available. The bank account shall require two signatures on each check drawn on the account.
- B. Shall deposit all money received within 72-hours in the Art Guild bank account, and shall disburse funds in accordance with the approved budget, or as approved by the Board for the business of the Art Guild.
- C. Shall obtain and deliver to the bank the required signature cards for the President, Vice-President, Treasurer, and Program/Workshop Chair. Two of these four officers/board members shall sign checks drawn on the account.
- D. Shall maintain a written or digital record of the source and amount of all monies received and expended. Shall reconcile such records with the bank statement each month. Shall make a report of amounts received and expended and the balance remaining at each Board and general meeting; and shall require vendor receipts for member reimbursements.
- E. Shall maintain records of each budget item balance, and ensure that the budget is not exceeded without express approval of the Board.
- F. Shall reconcile the books for the 12 months of the Treasurer's term by the end of May and prepare a term-end financial report, actual versus budget, and distribute such report to the outgoing President, incoming President, incoming Treasurer, and any other legal entity as directed by the Board.
- G. Shall make all bank statements and records available to a three-member audit committee appointed by the President (See Article X, Section 3.).
- H. Shall turn over all bank statements and other documents relating to financial matters-to his/her successor, and assist the successor with assuming the duties of the office no later than July 31.
- I. Shall prepare a Proposed Budget with the incoming Treasurer to be presented to the Board at the August Board meeting and to the members at the first general meeting of the new year, for approval. Should spending of more than twenty percent (20%) above the approved budget be required, the Board shall submit the requirement to the membership at a general or special meeting for approval.
- J. Shall coordinate with the Secretary, or other designated officer, to pick up mail in a timely manner.
- K. Shall secure all codes pertaining to financials and present a copy of the codes to the President and Vice President.
- L. Shall keep possession of the AGOP laptop and printer. Should the Treasurer leave town or is unable to perform their duties due to illness, the possession of the laptop and printer will go to the President. If the President is not available the possession will go next to the Vice President.
- M. Shall perform such other duties as may be required by the President.

Section 4. The Secretary

- A. Shall record the minutes of all Board meetings and forward a copy to the Board within a week.

- B. Shall record the minutes of all general and special meetings, and provide the Board with copies within a week.
- C. Shall arrange for the recording of the minutes by a fellow board member in his/her absence; and notify the President prior to the meeting.
- D. Shall maintain a permanent file of all the minutes of meetings to be passed on to his/her successor.
- E. Shall serve as Board Parliamentarian.
- F. Shall maintain an inventory list of all properties owned by the Art Guild. Shall lead an annual inventory review/check after the May meeting and the report shall be reviewed at the June Board meeting.
- G. Shall coordinate with the Treasurer to pick up the mail regularly.
- H. Shall perform such other duties as may be required by the President.

Section 5. The Past President

- A. Shall serve as an advisor to the Board.
- B. Shall arrange for gifts for the Board members who have served during the year and present the gifts at the May general meeting.
- C. Shall Chair at least one annual Art Guild committee to focus on an overarching Art Guild need (Such as establishing general sponsors for Art Guild annual operating support, seeking a permanent location for the Art Guild, setting up Art Guild field trips, etc.)
- D. Shall perform such other duties as may be required by the President.

ARTICLE VIII. DUTIES OF STANDING COMMITTEES

Standing Committees are those committees that are required to assist the President in carrying out the primary mission of the Guild. Chairpersons of these committees shall be appointed by the President at the beginning of his/her term. These Committees and their respective duties and responsibilities shall be set forth in the By-Laws. All Chairs of Standing Committees will provide a proposed budget for their committee by July 31st to the Treasurer. The ~~Board~~ Art Guild members will vote on the committee annual budget of projected income and expenses (See Article VII. Section 3. Item I.).

Section 1. The Membership Chair

- A. Shall arrive for general and special meetings at least thirty (30) minutes early to set up for registration of members and visitors and provide membership application forms, member and visitor sign-in sheets, and name tags. Shall communicate with Membership Committee and assign "Welcome Greeters".
- B. Shall coordinate with the Treasurer to collect dues, provide receipts for cash payments, and advise members that the By-Laws are available online.
- C. Shall give a list of new members and visitors to the Secretary for inclusion in the minutes.

- D. Shall report the attendance and introduce new members and guests when called upon during meetings.
- E. Shall send a welcoming letter (email) to new members which informs them of our social media and other activities, and which offers to answer any questions they may have about the Art Guild Membership.
- F. Shall maintain a current database of members and share it with the Treasurer and Communications Chair.
- G. Shall seek member input and develop needed tools, such as a survey if appropriate.
- H. Shall assign a committee member to prepare and mail all correspondence, including but not limited to, letters of appreciation, get-well, sympathy, and thank-you cards as appropriate.
- I. Shall perform such other duties as may be required by the President.

Section 2. The Program and Workshop Chair

Program Responsibilities

- A. Shall obtain and coordinate professional level programs for appropriate Regular Meetings that will foster and enhance the skills and knowledge of the members.
- B. Shall obtain introductory information from the program presenter and introduce the presenter at the meeting.
- C. Shall negotiate program fees to remain within the approved budget for programs and shall appropriate check(s) from the Treasurer for disbursement to the presenter.
- D. Shall coordinate Programs and Workshop, possibly integrating the program presenter with a workshop and try to avoid conflicts with other arts organizations in the area.
- E. Shall prepare and present to the Board a planned schedule of programs for the coming year by the end of July.
- F. Shall present organized material concerning the programs to the Communications Chair for publication on the AGOP Website and in the AGOP Brochure.
- G. Shall coordinate with the Hospitality Chair the provision of refreshments for general meetings, the Christmas meeting, and other special functions as directed by the Board.
- H. Shall arrange for Art Critiques throughout the program year.

Workshop Responsibilities

- I. Shall make every effort to provide workshops that are designed to meet the desires and needs of the members whenever possible and shall contract with an appropriate location(s) for workshops.
- J. Shall set fees to ensure that all expenses of the workshop are covered. If registration is not sufficient to cover expected expenses, the workshop may be canceled at the Chair's discretion. Registration fees will be refunded when a workshop is cancelled by the Board.
- K. Shall present the proposed workshops to the Board for approval by July, and shall keep the Board advised as to the progress of registrations.
- L. Shall collect fees payable to Art Guild of Orange Park only, and shall maintain a record of all income and expenses and submit a report of same to the Treasurer at the end of the workshop.

- M. Shall prepare a contract between the Art Guild and the workshop instructor setting forth fees and costs for expenses and providing for no obligation of payment if cancelled more than thirty (30) days prior to the scheduled event. The contract shall be submitted to the Board for approval and the President's signature.
- N. Shall present organized material concerning the programs to the Communications Chair for publication in Constant Contact, the Website, and the General Brochure.
- O. Shall perform such other duties as may be required by the President.

Section 3. The Exhibit Chair

- A. Shall, in coordination with the board, determine the best locations and dates for all exhibits.
- B. Shall recruit an exhibit committee for all Juried and Judged Art Guild exhibits. Shall advise and lend support to them to perform their duties.
- C. Shall select an appropriate judge for each Exhibit no less than one month before the exhibit.
- D. Shall determine the values of the cash awards as determined by the Board and shall appropriate checks from the Treasurer for disbursement to the winners.
- E. Shall be responsible for seeing that the exhibit adheres to AGOP standards and prepare requirements for the exhibit including number of works allowed, framing, size limitations, individual exhibit standards, and other requirements, as necessary.
- F. Shall be responsible for the distribution of exhibit information to members.
- G. Shall prepare and present to the board a tentative planned schedule of exhibits for the coming year by August 15.
- H. Shall arrange for another Board member to cover an Exhibit if they are unable to attend.
- I. Shall work closely with the exhibit committee that all preparations are in place no less than two weeks before each Exhibit.
- J. Shall perform such other duties as may be required by the President.

Section 4. The Communications (Public Relations) Chair (Print and Media)

- A. Shall maintain communications with members through Constant Contact email. This would include meeting notices, exhibit notices, rotations, and workshops.
- B. Shall design and print a yearly general brochure and a scholarship brochure.
- C. Shall coordinate with exhibits and rotating display on the development, printing, and distribution of brochures, flyers, and/or advertising.
- D. Shall coordinate with the other Standing Committee Chairs for communication needs.
- E. Shall form committees and assign and oversee Committee Chairs to oversee the following areas including needed updates, announcement, and changes.

Constant Contact - Shall maintain e-mail communications with members. This would include meeting notices, exhibit notices, rotations, and workshops.

Social Media - Shall maintain and update all AGOP social media platforms.

Website – Shall add and remove information on website as needed.

Visual Communications – (Photographer)

- 1. Shall take informal photos at meetings of members and of the program demo/speaker.

2. Shall take photos at Exhibits of the winners receiving their awards and individual photos of the winning artists next to their winning artwork. Also, take informal photos of people at the reception as well as group photos of all the artwork in the Exhibit.
3. Shall take photos at other events including the AGOP Christmas Party and workshops.
4. Shall assist the Communication Chair in posting the photos on the AGOP Webpage, Social Media, and Community Publications.
5. Shall arrange for a substitute photographer when needed.

PR - Shall contact local media and provide press releases for Art Guild events.

- F. Shall perform such other duties as may be required by the President.

Section 5. The Scholarship Chair

- A. Shall establish and maintain contact with Clay County high school art teachers and guidance counselors. Shall provide them with applications and publicity material to encourage seniors who plan to pursue a fine art or art education career to apply for scholarship.
- B. Shall select a qualified Scholarship Review Committee to review all such applications, interview the applicants and examine their portfolios to determine the most qualified applicant for the annual scholarship award established by the Guild.
- C. Shall submit to the Board, by the end of April, the group's selection of the most qualified applicant to receive the scholarship.
- D. Shall direct the Treasurer to draft a check to the applicant for the amount approved in the Annual Budget to be presented at a ceremony and shall invite the applicant to be introduced at May membership meeting.
- E. Shall assist with meeting raffles and event donations to support scholarships.
- F. Shall perform such other duties as may be required by the President.

Section 6. The Community Service Chair

- A. Rotating Displays.
 1. Shall appoint a committee member to set and announce at appropriate meetings the date and times of change-out of the display.
 2. Shall provide tools and equipment, and members as needed, to receive and hang each display.
 3. Shall ensure that an Art Guild of Orange Park sign and brochures are displayed.
 4. Shall arrange for photos and information concerning each display be distributed to the Communications Chair for AGOP's social media and the webpage.
- B. Shall form committees to engages in festivals, community service projects such as murals, concerts, etc.
- C. Shall perform such other duties as may be required by the President.

ARTICLE IX. AD HOC COMMITTEES

Ad Hoc Committees are those temporary additional committees that are required to carry out important duties of significant benefit to the Art Guild. Chairpersons shall be appointed by the President or Vice President as required during the term. The duties and responsibilities of each Ad Hoc Committee shall be set forth in the By-Laws or at their formation. Ad Hoc Committee actions and expenses will be pre-approved by the Board.

Section 1. The Nominating Committee

- A. The Nominating Committee will be composed of three representatives/members of the Art Guild and chaired by the current past-president.
- B. Shall be convened by February 1st and shall prepare a slate of candidates for the offices of the Art Guild, ensuring that each candidate is qualified for the office, and that the candidate is willing to serve.
- C. Shall present the list of candidates at the March meeting. Nominations from the floor will then be accepted followed by the vote for the candidates at the April meeting. Should there be more than one nominee for any office, election to that office shall be by written secret ballot.
- D. The elected officers shall assume the duties and responsibilities of office on September 1 and will be installed at the first meeting each year (September). Newly elected officers (To be seated September 1) will attend summer Board meetings and the Board Strategic Planning workshop for a smooth turnover and preparation for assuming their office in September.

Section 2. The Hospitality Committee

- A. Shall coordinate with the Exhibit Committee for reception refreshments, and other appropriate social activities.
- B. Shall coordinate with the Program Chair for general meeting refreshments.
- C. Shall coordinate with the Program Chair for Christmas Party location, refreshments, and decorations.

Section 3. The Audit Committee

- A. A three-member audit committee will be appointed each September by the President.
- B. The Audit Committee will review the financial records from September 1 through August 31.
- C. The Audit Committee will complete their audit between October 1 and October 15.
- D. The Audit report will be written and presented to the Board at the October Board meeting and filed for record.

**ARTICLE X.
CHANGES TO THE BYLAWS**

Proposed amendments, changes to or revision of these Bylaws shall be distributed to all members at least five days in advance of the meeting where revisions will be discussed. A member may not give a proxy to cast a vote. A quorum for a general or special meeting shall be constituted of ten percent (10%) of the current active membership. Such amendments must be approved by two-thirds (2/3) vote of the members present.

**ARTICLE XI.
DISSOLUTION OF THE ART GUILD**

Should the Art Guild be dissolved, assets remaining after the financial obligations are satisfied, are to be distributed to a local charity or not-for-profit organization agreed upon by majority vote of the members present at a meeting called for that purpose.