



2015 Bylaws
ARTISTS GUILD OF ST. CROIX
(A sponsored project of the St. Croix Foundation)

ARTICLE I - General Provision

1. **NAME:** The name of this organization shall be the Artists Guild of St. Croix, (hereinafter referred to as the “Guild”), a non-profit Guild with fiduciary and sponsorship services provided by the St. Croix Foundation.
2. **LOCATION:** The principal office of the Guild will be the St. Croix Foundation office, at 1023 Market Street, Christiansted, VI 00820 (340.773.9898; fax 340.773.8727).
3. **MISSION:** To promote the visual arts on the island of St. Croix and the artists who live and work there.
4. **GOALS:** To support the visual arts and artists of the island of St. Croix through:
 - a. Sponsorship of educational activities for artists including classes and workshops
 - b. Support networking in the St. Croix art community
 - c. Promote the visual arts and artists of St. Croix through advertising and public awareness campaigns
 - d. Support student artists through mentorship and educational opportunities
 - e. Sponsorship and organization of exhibitions and sales of art produced by Guild members including one annual juried art show for active Guild members.

ARTICLE II – Membership

1. **FULL MEMBERSHIP.** Members shall include visual artists who live and produce art on St. Croix, United States Virgin Islands and have a local postal address. To become a Member, an artist must complete and submit an application form for membership and pay the membership fee set by the Board of Directors at the time the applicant applies for membership. Dues are payable in the year that the member joins the Guild. There are no partial yearly dues or discounts. Thereafter, annual membership dues are payable November 1 through December 31.

2. **ASSOCIATE MEMBERSHIP.** Associate Members shall include artists who do not live and produce art on St. Croix, patrons of the arts, interested community members and students. To become an Associate Member, an application form must be submitted and a fee set by the Board of Directors paid. Fees are paid annually and no partial payment is accepted. Associate Members cannot vote on Guild matters.
3. **HONORARY MEMBERSHIP.** Honorary Membership may be granted by the Board of Directors to any person who has made a significant contribution to the Guild. Honorary membership shall be for life with no dues payable and entitled the honorary member to all the privileges of an active member. The Board of Directors shall publish in the newsletter and notify the Treasurer of the name of each person granted honorary membership.

ARTICLE III - *Board of Directors*

1. **POWERS.** The Board of Directors shall be the governing authority of the Guild and shall govern according to the Bylaws. The Board shall be responsible for the day-to-day affairs of the Guild. The Board will prepare and approve a yearly budget and submit it to the Members at the Annual Meeting.
2. **COMPOSITION.** The Board shall consist of not less than five (5) and not more than seven (7) individuals who are current members in good standing of the Guild. No person may hold more than one position as Director at one time on the Board of Directors. The Officers of the Board of Directors shall be the President, Vice-President, Secretary and Treasurer. At least one additional Director shall be elected at large to create a Board composed of an odd number of Directors.
3. **DUTIES OF OFFICERS**
 - a. **PRESIDENT.** The President shall preside over meetings, co-sign any contract with the Secretary, and sign checks when the Treasurer is unable to do so. The President shall recommend Chairpersons for Standing Committees and the Nominating Committee.
 - b. **VICE-PRESIDENT.** The Vice-President shall perform the duties of the President during the absence or disability of the President. The Vice-President shall be responsible for oversight of rules and regulations of the Guild.
 - c. **SECRETARY.** The Secretary shall be responsible for the accurate recording of minutes of all meetings, and the distribution of the minutes to the Board of Directors; and to Members and Chairpersons as appropriate. The Secretary will co-sign contracts with the President, sign checks in the absence of the Treasurer, be responsible for Guild correspondence and publications, and act as the Guild historian.
 - d. **TREASURER.** The Treasurer shall oversee the accounting records prepared by the St. Croix Foundation, sign checks, submit financial reports, and manage income and distributions to Members. The Treasurer will prepare a budget annually for presentation to the Board of Directors and the Members at the Annual Meeting.
4. **ELECTION.** Directors shall be elected or re-elected by a majority vote of Guild Members at the Annual Meeting of the Guild, or by Special Election called by a majority of Members to elect a Board of Directors. Voting shall be by ballot. Guild Members must be active and in good standing with all dues paid to be eligible to vote. Members may vote in person at the Annual Meeting, or by ballot submitted to the Secretary via mail or email. All ballots must be received by the Secretary at the time voting commences at the Annual Meeting to be valid.

5. **TERM OF SERVICE.** The elected Directors of the Board shall hold office for a maximum of two (2) consecutive two-year terms. At the Annual Meeting of the Artists Guild of St. Croix, at least five (5) Directors shall be elected.
6. **VACANCIES/RESIGNATIONS.** Any vacancy occurring on the Board (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the majority vote of the Directors present and voting, a quorum being present, at any regular or special meeting of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary.
7. **REMOVAL.** Directors will cease to hold office after three (3) consecutive unexcused absences, failing to attend a duly noticed and scheduled meeting of the Board. Any Director may be removed at any time with cause by the affirmative vote of two-thirds (2/3) of the Directors in office, or by a majority vote of Guild Members at the Annual Meeting or a Special Meeting called to elect Directors.
8. **QUORUM.** A majority of the Directors in office shall constitute a quorum. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone call, or other communications equipment that allows all members to participate in the meeting.
9. **COMPENSATION.** No compensation shall be paid to Directors for their services as a member of the Board of Directors.
10. **CONFLICT OF INTEREST.** Board Members shall not maintain any personal or business interest which conflicts with the purpose of the Guild. If any potential conflict of interest exists, the Director shall disclose fully the nature of the conflict of interest to the Board of Directors and the Guild members. The Board of Directors may remove the Director with a conflict of interest with a two-thirds (2/3) majority vote. The Guild Members shall be advised of any Director conflict of interest at the Annual Meeting and have the right to remove the Director with a majority vote.

ARTICLE III - Administration of the Guild

1. **BOARD OF DIRECTORS.** The Board of Directors is comprised of the elected Officers and Member(s) at Large. The Board of Directors shall be responsible for the day-to-day management of the Guild. The Board of Directors shall conduct business, organize events, authorize expenditures, prepare budgets, appoint committees and otherwise conduct business to meet the Mission and Goals of the Guild.
2. **STANDING COMMITTEES.** The following Standing Committees shall be formed by the Board of Directors to conduct the business of the Guild, and to meet the Mission and Goals of the Guild.
 - a. **PROGRAM COMMITTEE.** The Program Committee and the Program Chairperson is responsible for the planning and implementation of the annual Art Show, and any additional Guild sponsored programs such as workshops and educational events.
 - b. **COMMUNITY OUTREACH.** The Community Outreach Committee and the Chairperson is responsible for identifying local teachers and student artists, and providing support through mentorship and educational opportunities.
 - c. **MEMBERSHIP COMMITTEE.** The Membership Committee and Chairperson are responsible for developing Guild membership. The Membership Committee shall work with the Treasurer to keep an accurate record of Members in good standing,

- and shall maintain an accurate record of Members including their contact information.
- d. LIBRARY COMMITTEE. The Library Committee and Chairperson is responsible for building and maintaining an art lending library for Members' use. The Library Committee shall work with the Secretary to build and maintain an archive of Guild documents including minutes.
 - e. PUBLICITY AND MARKETING. The Publicity and Marketing Committee and Chairperson shall be responsible for promoting the Guild in the local community.
 - f. SOCIAL MEDIA COMMITTEE. The Social Media Committee and Chairperson shall be responsible for electronic communications including the Guild website, and all other appropriate social media.
3. ADDITIONAL COMMITTEES. In addition to the Standing Committees, the Board of Directors may form, from time to time, Committees to assist the Board of Directors with activities to meet the Mission and Goals of the Guild. Additional Committees shall serve at the pleasure of the Board.
 4. CHAIRPERSONS. A Director may serve as the Chairperson of a Standing Committee or other Committee, or the Directors may appoint other Guild Members in good standing to serve as Chairpersons for Committees. Chairpersons of Standing Committees and any Additional Committees shall report to the Board of Directors. Chairpersons may report in person to the Board of Directors at board meetings, or in a written report.
 5. COMMITTEE ACTIVITIES. The Chairperson of each Committee, either Standing Committee or Additional Committee, shall appoint other Committee Members as needed. Committee Members may be asked to report to the Board of Directors as requested. All Committee activity, either Standing Committee or Additional Committee, shall be approved or ratified by the Board of Directors.
 6. REPORTING. The Chairperson of each Standing Committee shall prepare a Committee Report for the Board of Directors to be presented to the Members at the Annual Meeting. Each Committee, either Standing or Additional Committee, shall also submit additional reports as requested by the Board. The Secretary of the Board of Directors shall keep accurate records of all Committee Reports and shall distribute the reports to the Directors on a timely basis.

ARTICLE IV - *Meetings*

1. ANNUAL MEETING. The Annual Meeting of the Guild is for the purposes of transacting business, electing Directors, approval of the annual budget, or for any other business relating to the affairs of the organization. The Annual Meeting shall be held no later than March 31st of each year.
2. NOTICE OF MEETING. The Secretary shall give at least thirty (30) days advance notice in writing of the Annual Meeting and any Special Meetings to all Guild Members. Such notices of Annual or Special Meetings shall state the place, day and hour of such meetings, and in the case of Special Meetings, shall also state the business proposed to be transacted.
3. NOMINATION OF CANDIDATES. On or before November 1 of each year, the Board of Directors shall appoint a Nominating Committee. The Nominating Committee shall, at least forty (40) days prior to the Annual Meeting, nominate not less than the number of candidates for Director as may be required to fill the vacancies on the Board. Nominees shall be Guild Members in good standing. The Nominating Committee shall submit its nominations to the

Secretary who will include a list of the nominees with the Notice of Annual Meeting sent to the Members at least thirty (30) days prior to the Annual Meeting.

4. QUORUM. A Quorum shall be forty percent (40%) of voting Members.
5. ROBERT'S RULE OF ORDER. All meetings shall be generally governed by Robert's Rules of Order.

ARTICLE VI - Amendments

These Bylaws may be amended at the Annual Meeting or at a Special Meeting called for the purpose of amending the Bylaws. Approval of amendments to the Bylaws shall be by a vote of two-thirds (2/3) of the total voting Guild Membership, providing that no new Bylaws may be adopted and no existing Bylaws may be amended or repealed in a meeting at which such adoption, amendment or repeal is first proposed.

ARTICLE VI - Fiscal Year

The fiscal year of the Guild shall begin on the first day of January of each year and end on the last day of December of each year.

ARTICLE VII - Miscellaneous Provisions

1. LIABILITY. No Director, Officer, Employee or Agent shall be answerable for any act, receipt, neglect, or default of any other Director, and no Director shall be liable, individually or collectively, for any error of judgment, or for any act done or step taken or omitted under the advice of counsel, nor for any mistakes of fact or law, nor for anything which they may do or refrain from doing in good faith, provided they exercise that amount of reason and prudence normally required of such fiduciaries.
2. INDEMNIFICATION. The Guild shall indemnify, to the maximum extent allowed by law, its past, present and future members of the Board of Directors, officers, employees, assigns and agents, against: (a) all reasonable expense, including without limitation attorneys' fees, incurred by them in defending claims, suits or proceedings threatened, made or brought against them (whether, civil, administrative or investigative) in such capacity by any party, and (b) all liability resulting from such claims, suits or proceedings including, without limitation, judgments, fines, penalties and amounts paid in settlement. The Guild shall pay the expenses which may be indemnifiable under clause (a) of the foregoing sentence when incurred by the person potentially entitled to be indemnified (in advance of final disposition of the claim, suit, or proceeding), provided that such person agrees in writing to repay such amount if he is later found not entitled to be indemnified by the Guild, and provided further that the Board of Directors, by vote of a majority of the Directors then serving on the Board, does not determine that such advance payments are improper or inappropriate under the circumstances.
3. INSURANCE. The Guild may purchase and maintain insurance on behalf of any person occupying any of the positions subject to indemnification under the foregoing paragraph against any liability asserted against or incurred by such person in any such capacity, or arising out of that person's status as such, whether or not the Guild would have the power to indemnify that person against such liability under the provisions of this Section or of applicable law.
4. DISSOLUTION. Upon dissolution of the Guild, remaining assets shall be distributed for a tax-exempt purpose, or for a public use, in accordance with the provisions of Section 501(c)(3) of the I.R.S. CODE. Dissolution shall occur at the Annual Meeting or at Special Meeting called for the purpose of dissolving the Guild. Dissolution of the Artists Guild of St. Croix shall be by a vote for dissolution of two-thirds (2/3) of Guild Members eligible to vote.