

BYLAWS
STUDIO 55 FINE ARTS GUILD
February 15, 2017

This copy of the Bylaws replaces and renders all previous versions invalid.

Article I. The organization shall be known as **Studio 55 Fine Arts Guild**, hereinafter referred to as “**Studio 55.**” **Studio 55** was established in 1996 and is a **general Not for Profit Corporation chartered in the State of Missouri under Articles of Incorporation filed and certified** November 6, 1997 under Charter No. N00057690. The Articles of Incorporation are available for viewing on the State of Missouri, Secretary of State website.

Our Slogan – “**Promoting creativity in the arts.**”

Article II. Mission of Studio 55:

1. To be a supportive organization for the visual fine arts in the Springfield area.
2. To showcase and promote the many talents of artists.
3. To contribute to the enrichment of our area by offering opportunities to view and become acquainted with the creativity of artists.
4. To facilitate interchange of ideas, information and motivation to our members.
5. To provide monthly educational programs and regular workshops and exhibits.

Article III. Membership Dues and Meetings

1. Membership is open to Adults, age 18 and over, including professional artists, emerging artists, and those who appreciate and support the arts. Studio 55 Board will set the annual membership dues amount with approval of the membership. Annual dues are collectible on or before January 1st of each year. Membership will run from January 1 through December 31.
2. Monthly general membership meetings shall be held once each month. Date, time and location shall be determined by the Board.

Article IV. Board of Directors:

Section 1. **Members of the Board:**

The Board will consist of 10 members:

- A. Four (4) elected officers as noted in Article VI)
- B. Five (5) elected Board members
- C. The outgoing President as a voting Board member.

Section 2. **Meetings** of the Board shall be held monthly at a location agreed upon by the Board. Special Board meetings shall be called as needed or requested by the President, the Vice President (in the absence of the President), or any two Board members.

Section 3. **Business matters** of Studio 55 shall be supervised and controlled by the Board.

Section 4. **Quorum:**
A majority of the elected members of the Board, including one or more officers, shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4A. **Voting:**
Voting may be conducted at a meeting, via email, text, phone, and results must be recorded in the Board minutes.

Section 5. **Resignation, Absences and Termination:**
Resignation from the Board must be in writing and submitted to the President. A Board member may be terminated after three (3) absences or for other reasons with a majority vote of the remaining Board. Reasons for termination must be in writing and sent to the Board member at least 14 days prior to the Board's official vote.

Section 6. **Board Vacancies:**
When a resignation or termination of a Board member occurs, the Board, with the approval of the membership, shall appoint a member to the vacant position. The appointed Board member shall then serve out the remainder of the term. However, if the vacant position is that of President, the Vice President shall succeed to the office of President for the remainder of the term, and the Board, with the memberships approval, shall appoint a new Vice President.

Article V.

Term, Nomination, and Election of the Board:
Section 1. **Term** of an elected Board member (including officers) shall be one (1) year. Board members will serve from January 1st to December 31st. Board Members shall serve no more than 2 successive years in the same position and may not be re-elected to that position for 1 year following the end of their 2nd term. A Board Member may be elected to a different position immediately following the end of their previous term. Any variation to this policy must be voted on by the Board.

- Section 2. The President will appoint a nominating committee each year by July, subject to approval of the Board.
- Section 3. The nominating committee shall present the nominations to the body of the members at the October meeting and additional nominations may be made from the floor if the nominator has consulted the nominee in advance of the meeting.
- Section 4. Members will be notified of the final nominees via email or by printed copy after the October general meeting.
- Section 5. The annual election of officers and Board members shall be at the November meeting each year. The officers shall be elected by a simple majority of the membership present.

Article VI. Elected Officers of the Board Duties:

- Section 1. The **President** shall preside at all meetings, call special meetings when necessary, appoint all committee chairs subject to approval of the Board, and *may* be an ex-officio member of all committees, with the exception of the nominating committee, with the right to vote on said committees. The President also has the right to a vote on the Board of Directors, however he/she has the right to abstain from voting except to break a tie.
- Section 2. The **Vice President** shall assist the President in the performance of duties and preside in his absence. The Board may determine additional duties of the Vice President. In the event of the President's resignation, termination or incapacity to serve, the Vice President shall-succeed to the office of President until the next regular election.
- Section 3. The **Secretary** shall keep minutes of all meetings (Board Meetings and General Meetings) and provide a copy to all Board members for approval prior to the next meeting. The Board may determine additional duties of the secretary.
- Section 4. The **Treasurer** shall collect all dues, receive all monies payable to Studio 55 and deposit such funds within five (5) business days. All accounts payable shall be paid when due. The treasurer shall keep a correct account of the date, amounts and purposes of receipts and disbursements. The treasurer shall prepare a monthly and year-end report to be approved by the Board. The Treasurer shall be present for the annual financial review and make available all financial records of Studio 55. The Board may determine additional duties.

Article VII. Standing Committees Structure and Duties:

Each committee chair is responsible for selecting and cross-training an assistant chair and may appoint as many committee persons as necessary to accomplish the committee's goals.

Section 1. History Committee:

Committee Chair shall keep a record of events with photographs, news clippings, memorabilia and other pertinent information to document the history of Studio 55. The Board may assign other duties as necessary.

Section 2. Publicity Committee:

Committee Chair shall send a written press release to all forms of news media and other organizations to inform the public of meetings and special events. The Board may assign other duties as necessary.

Section 3. Webmaster Committee:

Committee Chair shall be responsible for communication with Studio 55 members and the general public. These may include but not limited to the Website, Newsletter and social media. The Board may assign other duties as necessary.

Section 4. Exhibit Committee:

Committee Chair shall be responsible for arranging exhibits for Studio 55 members. The committee will be responsible for signup sheets at the meetings, hanging and printing the tags as well as any special instructions, and fees or commissions on sales. The Board may assign other duties as necessary.

Section 5. Membership Committee:

Committee Chair shall be responsible for membership growth and retention of current members. The Board may assign other duties as necessary.

Section 6. Program/Workshop Committee:

Committee Chair shall assist the President and Vice President in obtaining speakers to present programs and workshops for Studio 55 members. The Board may assign other duties as necessary.

Section 7. Hospitality Committee:

Committee Chair shall be responsible for arranging refreshments at the general meetings. The Board may assign other duties as necessary.

Section 8. **Financial Review Committee:**

The President shall appoint a committee, with the approval of the Board, consisting of three (3) members by the December Board meeting. The committee will complete an annual financial review of Studio 55 records and receipts before the January meeting. This review may be done before the year-end report is completed. The committee shall report their findings to the membership on completion of the review.

Section 9. **Bylaws Committee:**

The President shall appoint a committee of 3 persons from the Board to study and amend the Bylaws as deemed necessary by the Board.

Article VIII: Vacancies:

When a resignation or termination of a Committee chair occurs, the President Shall appoint a member to fill the vacancy with the approval of the Board.

Article IX. Amendment of Bylaws:

Bylaws may be amended by a two-thirds vote of members present at any regular meeting of Studio 55 membership following 14 days previous notice of the proposed changes via US mail, email or any other means at the Board's discretion.

Article X. Dissolution:

Studio 55 may be dissolved by a majority vote of the dues-paying members. If the vote to dissolve passes, all existing liabilities of Studio 55 shall be paid. An audit by the financial review committee of the Treasurer's financial records and other organization assets will be conducted prior to final dissolution. Studio 55's corporation status with State of Missouri will be dissolved. Dues-paying members will vote to either donate the remaining/residual funds to the Springfield Regional Arts Council (as indicated in Studio 55's Articles of Incorporation filed with the state) or to another non-profit organization. In accordance with laws about non-profit organizations, **no members of this organization shall be allowed to benefit from those funds.** Upon the dissolution of Studio 55 Fine Arts Guild, any remaining tangible assets will be distributed as directed by a majority vote of the membership. Retention of records of Studio 55 will be determined at time of dissolution.

Privacy Policy

Studio 55 does not share member's personal information with any individual, Business or organization without the explicit approval of the member, however Studio 55 may use your Personal Information to contact you with newsletters, marketing or promotional materials and other information deemed pertinent to your membership in Studio 55. Personal information may include but not limited to your name, address, phone number and email address.

When using our web site, we may ask you to provide us with certain personally identifiable information that can be used to contact or identify you as a member of Studio 55. Personal identifiable information may include, but is not limited to, your name, address, phone number and email address.

Each member of Studio 55 is bound to the organization's Privacy Policy and therefore may not share other member's personal information with any individual, Business or organization without the explicit approval of the member.