

# BYLAWS OF STUDIO 55 ARTS GUILD

February 2022

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

**Article I.** The organization shall be known as **Studio 55 Arts Guild**, hereinafter referred to as “**Studio 55.**” **Studio 55** was established in 1997 and is a **Social Club under the IRS rules and Missouri Statutes for social clubs in the state of Missouri.**

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 and Dues:**

Membership is open to all artists, age 18 and over, professional arts, emerging artists, and those who appreciate art or support the arts. Annual dues are collectible on or before January 1<sup>st</sup> of each year. Membership will run from January 1 through December 31

**Article IV. Board of Directors:**

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

The board will consist of 10 members

1. Four (4) elected officers as noted in Article VI
2. Five (5) elected board members
3. The outgoing president as a non-voting board member unless the vote is required to break a tie

Section 2. **Meetings** of the board may 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. A newly elected board may have their first meeting sometime in December after being elected, if desired.

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. Board business can be conducted with a simple majority vote of the board members present.

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

Section 5. **Resignation, Absences and Termination:** Resignation from the board must be in writing and received by the secretary. A board member may be terminated after three (3) consecutive absences or for other reasons with a majority vote of the remaining board.

Section 6. **Board Vacancies:** When a resignation or termination of a board member occurs, the board with the approval of the membership may appoint the vacant position. The appointed board member may 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.

**Article V. Nomination, Election and Term of Board:**

Section 1. The president will appoint a nominating committee, subject to approval of the board, each year by **August**.

Section 2. The nominating committee shall present the nominations to the body of the members at the **September** meeting.

Section 3. The nominations shall be forwarded to members prior to the October meeting.

Section 4. The annual election of officers and board members shall be at the **October** meeting each year. Nominations will also be accepted from the floor if the nominator has consulted with the nominee in advance of the meeting. The officers shall be elected by a simple majority of those members present.

Section 5. **Term** of an elected board member shall be one (1) year. Board members will serve from January 1<sup>st</sup> to December 31<sup>st</sup>. An elected board member may succeed if reelected

**Article VI. Elected Officers of the Board, their Duties and Term:**

- Section 1. The **president** shall preside at all meetings; act as program director for monthly meetings; call special meetings when necessary; appoint all committees subject to approval of the board, and be an ex-officio member of all committees, but without a vote except to break a tie.
- Section 2. The **vice president** shall assist the president in the performance of duties and preside in his absence. 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 (including the general meeting) and provide a copy to all board members and the newsletter chair prior to the next meeting. The secretary shall write communications from Studio 55. The secretary shall also maintain an up-to-date mailing list of members and of patrons.
- Section 4. The **treasurer** shall collect all dues, receive all other monies payable to Studio 55 and deposit such funds within five (5) business days. The treasurer shall keep a correct account of the date, amounts and purposes of receipts and disbursements and pay approved bills and disbursements. The treasurer shall prepare a report for each board meeting and each regular meeting and shall keep a current membership list.
- Section 5. **Term** of an elected officer shall be one (1) year. Officers will serve from January 1<sup>st</sup> to December 31<sup>st</sup>. An officer may succeed if reelected. However, no officer may serve longer than three successive years. They must sit out one year before serving again.
- Section 6. **Officer Vacancies:** When a resignation or termination of an officer occurs, the remaining board with the approval of the membership shall appoint the vacant position. The appointed officer 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 reminder of the term.

**Article VII. Standing Committees, Their Term of Office and Vacancies:**

Section 1. **Exhibit** Committee or person shall be responsible for arranging annual exhibits for Studio 55 members. This will include a spring exhibit, a fall exhibit, and other exhibits for member artwork.

Section 2. **Workshop** Committee or person shall be responsible for obtaining artists to present workshops in various media for Studio 55 members. They shall schedule places to hold these workshops and assist the presenter in determining the cost of such workshops.

Section 3. **Vacancies:** When a resignation or termination of a Committee person occurs, the president shall appoint someone to fill the vacancy with the approval of the board.

Section 4. A majority of a quorum of the board members may, by affirmative vote, appoint other committees or persons to conduct these or other responsibilities as may be reasonably necessary for the fulfillment of the mission of Studio 55.

**Article VIII. Amendment of Bylaws:** Bylaws may be amended by a majority vote of members present at the next regular meeting following at least one month's previous written notice of the proposed changes distributed at a previous regular monthly meeting, by US mail and/or electronic newsletter or email.

**Article IX. 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. Dues-paying members will vote to either donate the remaining/residual funds to the Springfield Arts Council or to another non-profit organization. In accordance with laws about social clubs, **no members of this organization shall be allowed to benefit from those funds.** Upon the dissolution of Studio 55 Arts Guild, any remaining tangible assets will be distributed according to a majority vote of the membership.