BYLAWS OF THE CHEWELAH ARTS GUILD INC.

 “**The purpose of the Chewelah Arts Guild is to support the growth, development, appreciation and understanding of the arts in their various forms and to make the arts accessible to all members of the greater Chewelah community.”**

ARTICLE 1. OFFICES

The principal office of the corporation shall be located in Chewelah, Washington or such other place as the Board of Directors (hereafter called the Board) may designate. The corporation may have such other offices, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

1. Classes Of Members - Qualifications

Chewelah Arts Guild shall have one class of members who shall be voting members. Any individual, organization or business entity interested in supporting this corporation in carrying out its purposes may become a member by paying annual membership dues.

1. Dues

The Board shall establish the annual dues amount and the membership year as June 1 to May31. To maintain "membership in good standing," each member (individual, organization or business) must have paid the annual dues on or before an annual date set by the board of directors.

1. Voting Rights

Each member in good standing shall have one (1) vote on all matters coming before the membership at all membership meetings called for consideration of specific and/or special purposes. Examples of matters that are required to be brought before the membership for decision are amendments to the Articles of Incorporation, mergers, consolidations, dissolution, and any matters, which by law may now or hereafter require action of the membership. Each member at an election of Directors may cast one vote for as many persons as there are Directors to be elected. There shall be no voting by proxy or phone.

1. Benefits Of Membership

Benefits of membership – voting at membership meetings and giving input at membership meetings and to the board.

1. Annual Membership Meetings

The membership shall meet at least once a year, in February, at such date, time and place as determined by the Board for the purpose of electing Directors and transacting such other business as may properly come before the membership.

1. Special Meetings

The President, a majority of the Board or ten (10) members of Chewelah Arts Guild by signed petition, may call a special meeting of the members for any purpose. Such a special meeting, if called by petition, must be held within thirty (30) days of the receipt of said petition.

1. Regular Meetings

Meetings of the membership may be established for a regular time and date to be determined by the membership at its annual meeting and a schedule of meetings given each member.

1. Notification Of Annual And Special Meetings

All members shall be notified of the time and place of all Annual and Special membership meetings by newspaper, announcement and by written notice given or mailed at least ten (10) days prior to said meeting to each member's last filed with Chewelah Arts Guild.

1. Quorum

Five (5) members shall constitute a quorum at all meetings of the general membership.

1. Manner Of Acting

The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

1. Public Participation

All membership meetings shall be open to the public.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers and Responsibilities

A Board of Directors shall manage the affairs of the corporation. The overall responsibilities of the Board shall be to manage the affairs of the corporation, maintain the mission of Chewelah Arts Guild and establish long-range financial, programming, building, fundraising, and planning. By law revisions, written policies and procedures shall be reviewed and adopted by a vote of the board.

3.2 Number

The Board shall consist of nine (9) Directors, including four officers – president, vice president, secretary, treasurer and five directors elected from the membership.

1. Qualifications

Directors shall be individual members of the Corporation in good standing

1. Election Of Directors

Successor Directors shall be elected each year at the annual membership meeting. Directors of the Guild shall include the president, vice-president, secretary, treasurer and five directors elected from the membership.

1. Term Of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for a term of three (3) years, or until his or her successor is elected, whichever is later. Terms commence at the Annual Board meeting subsequent to the election. No limit on the number of terms to be served.

1. Annual Meeting

An annual Board meeting shall be held within two weeks following the annual membership meeting for the purpose of electing officers and transacting such business as may properly come before the meeting.

1. Regular Meetings

The "regular" Board meetings shall be held monthly unless otherwise specified by the Board. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. Any member who attends a monthly board meeting may participate in all discussions but shall not participate in votes taken by the board. All regular Board meetings shall be open to the public.

3.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by the written or e-mail request of the President or any three directors, or, in the case of a committee meeting, by the chairman of the committee.

1. Notice Of Special Meetings

Notice of special Board meetings shall be given to all Directors in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or hercontact informationrecord withthe corporation. The business to be transacted shall be noted in e-mail, phone message, or hard mail. A majority of the Board members serving at the time of a meeting shall constitute a quorum.

1. Manner Of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless these Bylaws, the Articles of Incorporation or applicable Washington law requires the vote of a greater number.

1. Presumption Of Assent

A director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting.

1. Action of A Board Without A Meeting

Any action, which could be taken at a meeting of the Board, may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent may be taken by e-mail and shall be inserted in the minutes book as if it were the minutes of a Board meeting.

1. Resignation

A Board member may resign at any time by giving written notice to the Board.

1. Removal

A Board member may be removed from the Board with or without cause by a two-thirds vote of the membership present at any regularly scheduled membership meeting or at a special membership meeting called for that purpose.

1. Vacancies

A vacancy in the position of Director may be filled from the membership by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor.

ARTICLE 4. OFFICERS OF THE BOARD

1. Officers Of The Board

The Board shall elect from among its board members the following officers: the officers of theGuild shall be:President, Vice President, Secretary, and Treasurer. The same person may hold the offices of secretary and treasurer.

1. Election And Term Of Office

The officers of the corporation shall be elected each year by the board at the annual meeting of the board. Unless an officer dies, resigns or is removed from office, he or she shall hold office until the next annual meeting of the Board for a term of three years or until his or her successor is elected. There shall be no limit on the number of terms an officer can serve.

1. Resignation

Any officer may resign at any time by giving written notice to the Board or giving oral or written notice at any meeting of the Board.

1. Removal

The Board may remove any officer elected or appointed by the Board from office whenever in its best judgment the best interests of the corporation would be served thereby following a vote of the quorum of the Board.

1. Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification or any other cause may be filled by the Board for the unexpired portion of the term.

1. Duties

The duties of the officers shall be such as usually pertain to their respective offices and/or those prescribed described and assigned to them by the Boardand in general shall consist of the following:

1. President

The President shall approve the agenda and preside at all meetings of the Board and of the membership, sign official documents for the Corporation, and perform other duties necessary and proper for the successful operation of the Corporation.

1. Vice President

The Vice president shall have all the powers conferred upon the president during the absence or inability of the president to act, and shall assist the President

4.63 Secretary

The Secretary shall sign official documents for the Corporation when required and perform any other duties delegated by the Board. The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address, e-mail address and phone no. of each member; officer and Board member, (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

1. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of Chewelah Arts Guild in banks or other depositories as designated by the Board; take steps to ensure that all fees, licenses, tax numbers, exemptions and reports as are required by the State of Washington or the Federal Government are made promptly and kept current, and in general perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 5. COMMITTEES

1. Standing Rules

The Board shall have the power to establish standing committees as it may deem necessary. Standing committees shall consist of one Director (the chair), and one or more corporation members.

1. Special Committees

The Board shall have the power to establish special committees, as it may deem

necessary.

1. Removal Of Committee Member

The Board by resolution may remove from office any member of any committee elected or appointed by it.

1. Minutes And Progress Reports

The chairman of each standing or special committee shall keep a file of committee activities, shall deliver minutes of all committee meetings to the Secretary, and shall make progress reports at Board meetings when called upon.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

1. Depositing And Disbursing Funds

All funds received by Chewelah Arts Guild in the course of its business shall be deposited to bank accounts or other depositories as designated by the Board in the name of Chewelah Arts Guild. Funds shall be disbursed for the purposes and requirements of the Corporation only by checks (with the exception of small sums appropriate for petty cash expenditures). Checks in amounts greater than five hundred dollars ($500.00) require two signatures, that of the treasurer and that of any other officer designated by the Board. The Board shall have full power to accept any gifts, donations, bequests, and endowments (with such conditions, reservations and qualifications as to them may seem proper) for the furtherance of the purposes and objectives of the Corporation.

1. Audit

Prior to the annual membership meeting the President shall appoint a Financial Review Committee to review the financial records of the Corporation. The Committee's report shall be presented at the annual membership meeting. The Board may request additional reviews or audits at its discretion.

1. Accounting Year

The accounting year of the corporation shall be the twelve months ending December 31st.

1. Books And Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each member, officer and Board member; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member.

1. Rules Of Procedure

The rules of procedure at meetings of the membership, meetings of the Board and committees established by the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution or special rules of order of the Board.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be a majority vote of theDirectors as fixed by or in the manner provided by the Articles of Incorporation.

Earlier By-Laws adopted by the Board in 2003

This revision adopted on December 20, 2016

President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary

CHEWELAH ARTS GUILD INC.

PROVISO RELATING TO TRANSITION OF THE NUMBER OF DIRECTORS

1. At the year 2003 annual membership meeting the election of Directors shall be:

Three (3) Directors for a 3-year term and two (2) Directors for a 2-year term.

1. At the year 2004 annual membership meeting, the election of Directors shall be:

Three (3) Directors for a 3-year term and one (1) Director for a 1-year term.

In succeeding years, three (3) directors shall be elected for 3-year terms

Earlier version adopted with By-Laws by the Board in 2003

This revision adopted on December 20, 2016

President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary

CHEWELAH ARTS GUILD INC.

STANDING RULES, POLICIES and PROCEDURES: No. 1

Establishment of Standing Rules, Policies and Procedures

REFERENCE: By-Laws, Article 3, Section(s) 3.1

The Board of Directors shall, as necessary, establish written Standing Rules, Policies and Procedures consistent with the Articles of Incorporation and the By-Laws of the Corporation, which outline either the operation of the Board, or the management and/or operation of the Corporation.

PROCEDURE:

All Standing Rules, Policies and Procedures adopted by the Board prior to this date shall remain in effect.

Standing Rules, Policies and Procedures, established hereafter, shall be reviewed at least once a year following the annual election of officers to determine if changes, additions or deletions are necessary.

Copies of the Standing Rules, Policies and Procedures shall be made available, upon request, to the members of the Corporation

Earlier version adopted with By-Laws by the Board in 2003

This revision adopted on December 20, 2016

President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary