



Bylaws

Muddy Creek Artists Guild

A Not-For-Profit Corporation

November 7, 2024

INDEX:

Bylaws Revision History	Article VII	Board of Directors
Article I The Corporation	Article VIII	Officers Duties
Article II Purpose	Article IX	Election of
Article III Membership	Officers	
Article IV Meetings	Article X	Salaries & Compensation
Article V Order of Business	Article XI	Standing Committees
Article VI Voting	Article XII	Amendments

Bylaws Revision History - Original Version Created and Approved August 12, 2010

Amendment:	1
Author:	Bea Poulin
Summary of change:	Addendum of Corporate Policies: Procurement, Conflict of Interest, Dissolution
Approved by Membership:	January through March 2011
Amendment:	2
Author:	Mike Dennis
Summary of Change:	Membership year was changed from Apr-Mar to Jan-Dec
Approved by Board:	September 2017
Approved by Membership:	December 2017
Amendment:	3
Author:	Lora Collins
Summary of Change:	Increase Patron dues from \$40 to \$100
Approved by Board:	August 2022
Approved by Membership:	October 2023
Amendment:	4
Author:	Bylaws Review Committee: Lisa Fairbank, Chair Joanne Graham, Chrissie Hines, Fran Thompson, Jan Van der Vossen, Mike Dennis
Summary of Change:	<ul style="list-style-type: none"> • Complete rewrite to simplify language and improve doc • Article order was modified to improve flow of information • Addition of a Revision History • Removal of the 2011 Corporate Policies Addendum • Move Annual meeting & Elections to start of year (Feb) • Define "South County" • Removal of defined dues amounts • Removal of specific days/times for meetings • Removal of student and patron as membership types • Annual planning meeting set for October • Addition of term limits for Board members • Reduce # of Board members from 17. Review Standing Committees. Removed Acquisition & Finance and Standards. Added IT/Social Media.
Approved by Board:	April 25, 2024
Approved by Membership:	June 13, 2024

Amendment:	5
Author:	Lisa Fairbank
Summary of change:	Article VII – Board of Directors. Clarify the language in #10 regarding physical or medical incapacity and who it applies to.
Approved by Board:	September 26, 2024
Approved by Membership:	November 7, 2024

ARTICLE I – THE CORPORATION

1. The name of the corporation shall be Muddy Creek Artists Guild, herein after referred to as the Guild and subject to change only by amendment as provided for in these bylaws.
2. The Guild shall have a seal (Logo) which is used on the title page of these bylaws.

ARTICLE II – PURPOSE

1. To promote members' original visual artwork as a collective guild of Southern Anne Arundel County, Maryland, herein after referred to as South County, through exhibits where work may be for sale. ("South County" = Anne Arundel County, south of the South River).
2. To promote an appreciation for the arts and artist community within South County through community outreach and educational programs.
3. To encourage professional development among its members through educational programs, seminars, lectures and workshops.

ARTICLE III – MEMBERSHIP

1. Members

- a. Members are practicing professional and amateur artists in the visual arts, expressing themselves through a wide variety of media.
- b. Current Member is defined as a member who has paid in full for the current year.
- c. Members must be at least 16 years of age.
- d. Members must live or work in South County. Current members who move outside of South County may remain members as long as their dues are current.
- e. To become a member, one must apply and go through a membership peer review panel. A majority of the panel must agree to approve your application.
- f. Members are expected to contribute to the success of the Guild.
- g. Members may serve on the Board of Directors or volunteer for any committees/roles defined in support of the Guild.
- h. Benefits of Membership include, but are not limited to:
 - i. Participation in the Guild's exhibitions with opportunities to sell, as space allows.
 - ii. Opportunities to exhibit work on the Guild website and social media platforms.
 - iii. Participation in the Guild's programs, workshops and social functions.

2. Membership Dues

- a. Dues are set by the Board and approved by the membership.
- b. Annual dues cover the calendar year 1 January – 31 December.
New members joining after 1 October are granted membership for the following year.
- c. Annual dues should be paid by 1 January. Unpaid members will not be allowed to vote.
 - i. A late fee, as determined by the Board, may be imposed after January 31.
- d. Dues may be reviewed by the Board once per year in September. Any proposed changes must be presented to the membership for a vote of approval.
 - i. Sixty-six percent (66%) of the current membership must approve the proposal in order to authorize the change. Members will receive the proposal electronically in October.
 - ii. Members will have at least 30 days to cast their vote.
 - iii. The results of the vote and the dues amount for the following year will be published electronically when the vote is closed. This must be done prior to 31 December.

ARTICLE IV –MEETINGS

1. General meetings are meetings of the full membership and shall be held at least 6 times per year at a date and time set by the Board of Directors and approved by the membership. Purpose shall be to present programs of interest to the membership as well as to conduct the necessary business of the Guild.
 - a. Proposed changes to the date and time of membership meetings must be approved by a simple majority of the members present. Members will be notified 30 days in advance of the proposed change and when the vote will occur.
 - b. The presence of not less than fifteen percent (15%) of the current membership shall constitute a quorum and shall be necessary to conduct the business of the Guild (voting). If a quorum is not present, all business must be postponed until the next meeting.
2. The Annual Membership Meeting shall be held in February. Purpose: the President shall detail the accomplishments and/or changes in the Guild over the past year. The membership will be asked to vote to approve the annual budget. Every two years the Guild

will hold an election of officers for the Board. The Secretary shall ensure all members are notified of the date/time and location of the Annual Meeting at least 30 days in advance.

3. The Annual Planning Meeting will be held in October. All members are encouraged to attend. Purpose: to plan Guild activities for the following year. The results will be used as the basis for preparation of the annual budget.
 - a. If the following year is an election year, the Board shall seek volunteers and appoint a Nominating Committee Chair. The Nominating Committee shall canvas the membership to assemble a slate of candidates for election at the annual meeting. See Article IX – Election of Officers.
4. Board meetings shall be held monthly (except December) at a date and time agreed to by a simple majority of the Board.
 - a. Six members of the Board shall constitute a quorum.
 - b. A quorum is required for any decisions (votes). If a quorum is not attained, the meeting should be adjourned and the business rescheduled as soon as possible.
 - c. Board members are expected to attend at least eight (8) Board meetings per year in order to best represent the Guild and its members. Any Board member who cannot meet this requirement may be asked to step down.
 - d. Board meetings are open to all Guild members to attend.
5. Special meetings, outside of the normal meeting schedule, may be proposed by any officer of the Board if deemed to be in the best interest of the Guild. Three members of the Board must agree. Notices of such meetings shall be emailed to all members at least five (5) days prior to the date set for such special meeting. The notice shall state the reasons the meeting has been called and by whom. It must state the business to be transacted and no other business but that specified in the notice may be transacted unless all members present unanimously agree.
6. All meetings shall be held in-person whenever feasible. If circumstances prevent assembling in-person, Guild business may be conducted via electronic media, e.g., email, teleconference or video calls.
7. If members participate in a meeting electronically via an online meeting tool, where the member can hear and participate in the discussion, those members will be considered as present, part of the quorum and allowed to cast a vote

ARTICLE V – ORDER OF BUSINESS

The Order of Business for meetings shall be in the following format:

1. Members' Official Sign-in on membership rolls as they enter
2. Call to Order
3. Acknowledge & accept the minutes of the preceding month including Treasurer's Report
4. Reports of Officers
5. Reports of Committees
6. Old business
7. New business
8. Adjournment

RULES OF ORDER: All Guild meetings shall be governed by these bylaws and by parliamentary procedures as contained in Robert's Rules of Order.

ARTICLE VI – VOTING

1. All current members have a right to vote. All in-person votes shall be by show of hands (counted when necessary) except for the election of our Board of Directors (*see Article IX*). A motion passes with a simple majority unless otherwise defined herein.
2. Balloting on Questions - At any regular or special meeting, if a majority so requires, any question may be voted upon using anonymous paper ballots. At all votes by ballot, the Chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three (3) who shall count the ballots, certify the results in writing and announcing the results to those present. The certified copy shall be physically affixed to the minutes of that meeting and placed in the file.
 - No member of the committee shall have a personal interest in the question voted upon.
3. A change to the membership dues or an amendment to these bylaws requires the approval of sixty-six percent (66%) of the membership in order to implement. The Guild may use any tool available to gather these votes. The votes must have some identifier to confirm only current members vote and that each cast a single vote.

ARTICLE VII – Board of Directors

1. The business of the Guild shall be managed by a Board of Directors, hereafter referred to as The Board. The Board consists four (4) elected officers (President, Vice President, Secretary, and Treasurer), six (6) standing committee Chairs, as defined in *Article XI* and the Past President.
2. The Board shall have the control and management of the affairs and business of the Guild, acting as representatives of the membership and promoting the objectives defined in *Article II – Purpose*.
3. The President of the Guild by virtue of the office shall be Chair of the Board.
4. The Board shall only act in the name of the Guild when regularly convened by its Chair after due notice to all Board members of such meeting.
5. The Board shall define fees and benefits for those interested in becoming a Patron or a Sponsor of the Guild and Guild events.
6. Board members shall have one (1) vote each and such voting may not be done by proxy.
7. When voting on items that directly impact the members, the Board should consider whether this decision requires a vote by the membership. Any Board member can call for a vote to send the question to the membership for a decision.
8. The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary. Generally, *Robert's Rules of Order* is the accepted means for conducting meetings.
9. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board for the balance of the term.
10. Disciplining, Censoring and Removal of Board members –
 - a. Any member may be removed when sufficient cause exists. The Board of Directors may consider member complaints against any member. In the disciplining, censoring or removal of a Board member, the Board shall be guided by the procedures set forth in the current edition of *Robert's Rules of Order*.
 - b. Possible reasons for removal include but are not limited to: contributing to a toxic environment, failure to fulfill responsibilities, ethical violations (fraud, criminal offense, sexual harassment, bigoted behavior, conflicts of interests), physical or mental incapacity, or any actions that are detrimental to the Guild's stated purpose (see *Article II*).

- c. An officer may be removed by a two-thirds vote of the membership at a special meeting called for that purpose.

ARTICLE VIII – OFFICER DUTIES

1. President

- a. Shall preside at all member and Board meetings.
- b. Shall provide a draft agenda for all meetings and make it available to the Guild no later than 3 days prior to a meeting.
- c. Shall have such authority as may be reasonably construed as needed to promote the purpose of the Guild.
- d. Shall present at the annual meeting the details on the accomplishments and/or changes in the Guild over the past year.
- e. Shall schedule an annual planning meeting each October to plan for the following year.
- f. Shall ensure all books, reports and certificates required by law are properly kept or filed.
- g. Shall be one of the officers who may authorize financial transactions for the Guild.
- h. Shall have a limit on unbudgeted expenditures as set by the Board.
- i. Shall attend to all correspondence of the Guild.
- j. Shall serve on the Board as the immediate past President when a new President is elected. If unable to serve, prior past Presidents will be invited in the order in which they served.

2. Vice President

- a. Shall, in the event of the absence or inability of the President to exercise their office, become acting President of the Guild.
- b. Shall assist the President as requested.
- c. Shall be one of the officers who may authorize financial transactions for the Guild.
- d. Shall have a limit on unbudgeted expenditures as set by the Board.
- e. Shall be responsible for Patron and Sponsor relationships.

3. Secretary

- a. Shall draft minutes of all Board and member meetings.
- b. Shall ensure electronic copies of the minutes are made available to the membership within 7 days.

- c. Shall maintain hard copies of the minutes, treasurer reports, important records and correspondence of the Guild in appropriate files for historical access. This requires Board members to share copies of important and/or historical information with the secretary for archiving.
- d. Shall be the official custodian of the records and seal of the Guild.

4. Treasurer

- a. Shall maintain all monies belonging to the Guild.
- b. Must be one of the officers who may authorize financial transactions for the Guild.
- c. Shall have a limit on unbudgeted expenditures as set by the Board.
- d. Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Guild and such report shall be physically affixed to the minutes of the meeting.
- e. Shall exercise all duties incident to the office of Treasurer. Refer to the Treasurer's Handbook for details on these duties.
- f. Shall be responsible for maintaining an asset list for insurance purposes. Work with the Exhibits Committee to incorporate show-related assets.
- g. Shall provide a profit and loss statement and balance sheet for the prior year at the annual meeting.
- h. Shall provide a draft annual budget for approval by the membership at the annual meeting.
- i. Assists the Membership Committee in maintaining a roster of current members and tracking payments received for dues, show fees and other paid events. The Roster is online and available to the entire membership for viewing.
- j. In the event that the Guild is dissolved, the physical assets will be sold with proceeds deposited in the Guild accounts. The Treasurer shall be responsible for closing the Guild bank accounts after paying all liabilities and distributing equally all of the remaining monies to the Art Departments of K-12 schools in Southern Anne Arundel County.

5. Past President

- a. Shall provide continuity and advice to the current President and other Board members.

ARTICLE IX – ELECTION OF OFFICERS

1. Officers shall be elected at the Annual Meeting in February by a simple majority of ballots cast. This includes President, Vice President, Secretary and Treasurer.
 - A Quorum of 15% of current members is required to conduct the election.
2. Officers will serve a 2-year term OR until their successor is elected.
3. Officers shall not serve for more than two consecutive terms in the same role, with exception of the treasurer.
4. At the October planning meeting, if the following year is an election year, the Board of Directors shall appoint a Nominating Committee Chair. The Chair shall appoint at least two other members to serve on the committee, which shall canvas the membership to assemble a slate of candidates.
5. At the January general meeting, the slate of candidates shall be presented to the membership by the Nominating Committee Chair. The Chair will then call for any last-minute nominations from the floor. Any Guild member may nominate themselves or another Guild member at this time. The Nominating Committee Chair shall compile the final slate of candidates for publication in the February Newsletter. As their final duty, the Nominating Committee Chair will ask for volunteers to serve on the Election Committee and shall appoint a Chair from those who volunteer. The Election Committee will be responsible for all aspects of the election. Committee members may not be a candidate.
6. The list of candidates will be published in the February Newsletter. The Newsletter will include a link to an absentee ballot for those members who cannot attend but wish to vote. Only current members are eligible to vote. Absentee ballots cannot be anonymous. Absentee ballots must contain the member's name and be emailed from the member's email address of record to the Election Committee Chair prior to the start of the annual meeting in order to be counted.
7. At the annual meeting, each member is required to sign in, their membership status is verified, the Election Committee Chair confirms the member has not previously submitted an absentee ballot, and that member is then given a ballot. All votes are strictly anonymous.
8. The Election Committee Chair shall, prior to the commencement of the election, select two (2) volunteers to act as inspectors. They shall join the Chair to count the ballots, including absentee ballots, and certify in writing the results. The Chair shall announce the results to the membership. The certified copy of the results shall be physically affixed to the minutes of the meeting.

9. Installation of the new officers shall occur at the February Board Meeting.

ARTICLE X – SALARIES AND COMPENSATION

1. The Board of Directors shall hire and fix the compensation of any and all service providers, which they may determine to be necessary to conduct the business of the Guild.
2. No officer or director shall for reason of their office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Guild for duties other than as a director or officer.

ARTICLE XI – STANDING COMMITTEES

The Guild has defined 6 Standing Committees they feel are full-time, permanently staffed committees. The Chairs shall be appointed by the Board for a 1-year-term (Apr-Mar). Chairs of each committee become voting members of the Board. There are no term limits for these positions but we encourage a change in leadership every two (2) years.

1. Membership Committee

- The Membership Chair and their committee shall be responsible for communicating with new member applicants, scheduling and performing in person interviews, sharing the Guild's Show Standards and Committee Roles & Responsibilities documents, assigning a mentor and making prospective members aware of the expectation that they support the Guild by joining one or more of the Guild's standing or ad-hoc committees. Responsibilities also include maintenance of the current membership roster. The Chair may solicit volunteers from the membership as needed to serve on the committee and subcommittees.

2. Exhibits Committee

- The Exhibits Chair and their committee shall be responsible for the planning and staging of all exhibits sponsored by the Guild, which includes identifying potential exhibit sites and providing that information to the Board as soon as it becomes available. The more advanced notice we have, the better for planning and promoting an event. The committee is responsible for the setup of panels, tables and other show materials for an

exhibit. They shall maintain an accurate list of equipment and materials stored for staging an exhibit. As equipment becomes damaged or aged and supplies depleted, the Chair shall submit recommendations for repair or replacement to the Board for inclusion in the annual budget. The committee is responsible for maintaining the show standards document and ensuring that art displayed at the Guild's events meet these standards. The committee will solicit show captains and their show committee Chairs for upcoming events. The Chair of the committee may solicit volunteers from the membership as needed to serve on the committee and subcommittees.

3. **Community Outreach and Education Committee**

- The Community Outreach and Education Chair and their committee shall be responsible for recommending, planning and executing all community facing outreach and education programs and shall serve as liaison with the k-12 school art departments for the donation of funds. The Chair of the committee may solicit volunteers from the membership as needed to serve on the committee and subcommittees

4. **Professional Development Committee**

- The Professional Development Chair and their committee shall be responsible for planning and organizing programs for the Guild's general membership meetings and for planning other activities that may be of interest to the membership. The Chair is responsible for confirming with the presenter prior to the meeting and shall introduce the presenter at the meeting. The Chair of the committee may solicit volunteers from the membership as needed to serve on the committee and subcommittees.

5. **Publicity and Marketing Committee**

- The Publicity and Marketing Chair and their committee shall be responsible for all print and electronic media contacts in promoting the Guild's activities to non-members and the public. This responsibility includes maintaining a list of local media and on-line calendars where Guild events are published at no cost, and making recommendations to the Board for paid options for promotion. The Committee shall be responsible for creation of graphics used online, in flyers, signs, postcards and banners to promote Guild events. The Committee shall also be responsible for the creation of signage, advertisements, press releases, public service announcements, email blasts and all

other marketing material as needed. The Chair of the committee may solicit volunteers from the membership as needed to serve on the committee and subcommittees

6. **IT/Social Media Committee**

- The IT/Social Media Chair and their committee shall be responsible for maintenance of all Guild social media sites including, but not limited to, the Guild website, Facebook page and Instagram. Responsibilities may also include computerized event inventory collection and maintenance; the configuration and collection of electronic voting and other IT functions as may arise. The Chair of the committee may solicit volunteers from the membership as needed to serve on the committee and subcommittees

The Board may define ad-hoc committees (short-term) as needed to accomplish specific projects throughout the year.

Committee Membership is documented by the IT Committee on the website and within the roster with input by the various committee Chairs. Committee Chairs are responsible for notifying the IT Committee within two (2) weeks of any change in committee membership.

Members desiring to serve on a particular committee may contact the committee Chair directly.

ARTICLE XII – AMENDMENTS

These bylaws may be amended or repealed by an affirmative vote of not less than sixty-six percent (66%) of the current membership. Amendments may be proposed to the Board by any current member. If approved by the Board, changes must be sent to the membership for review at least 30 days prior to a general meeting where they will be presented and discussed. After all discussion is complete, the membership will be asked to vote to approve the changes. Due to the 66% approval requirement, votes will be captured electronically with identifiers to ensure those voting are current members and cast a single vote.

The foregoing bylaws have been approved by the membership of the Muddy Creek Artists Guild and they are certified by me to be the true bylaws thereof.

Signed by: _____
Lora Collins
PRESIDENT
DATE

Attest: _____
Lisa Fairbank
SECRETARY
DATE