



Brighton art guild

By-laws

Revised May 8, 2013

Brighton Art Guild By-Laws

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ARTICLE I

1.1 Name. The name of the corporation is The Brighton Art Guild ("The Guild").

1.2 Purposes. The purposes for which The Guild is organized are:

(a) To operate exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding section of any future Federal Income Tax Code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt under Section 501(c)(3) of the Code.

(b) To receive and administer funds, to acquire, to own, to invest, or dispose of, and to deal with real and personal property and interests therein, and to apply gifts, grants, contributions, bequests and devises, and the income and proceeds thereof, in furtherance of the charitable and other purposes stated in this Article.

(c) To provide individual artists with an opportunity for fellowship, professional exposure, personal and professional growth and self-exploration by organizing, promoting and presenting workshops, lectures, classes, and juried art fairs and exhibitions through the use of all powers conferred on The Guild by the provisions of the Michigan Nonprofit Corporation Act, as amended, and by these Articles.

(d) Notwithstanding any other provision of these Articles, The Guild shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

1.3 Equal Opportunity. No persons shall be denied the opportunity to participate in the activities of or receive any of the benefits of The Guild's programs on the basis of his or her race, color, creed, national origin, age, sex, or handicap.

1.4 Sources of Support. The Guild shall seek its financial support from membership dues, gifts, grants, contributions, bequests and devises from corporations, foundations and the general public as well as from grants or contributions from local state and federal governments.

1.5 Dissolution. In the event of dissolution of The Guild, the Board of Directors shall cause the assets of The Guild to be distributed as follows:

(a) All liabilities of The Guild shall be paid or adequate provision shall be made for payment.

(b) Assets held by The Guild upon a condition which occurs by reason of the dissolution shall be returned or conveyed in accordance with such requirement; and

(c) All of The Guild's remaining assets shall be disposed of by order of the Circuit Court for the County of Livingston, Michigan to such organization or organizations as said Court shall determine, which are organized and operated exclusively for charitable purposes.

(d) No part of the net earnings of The Guild shall be distributed to or inure to the benefit of any Director, Officer or affiliate of The Guild.

(e) all references to 'written' or 'in writing' contained herein are assumed to include emails/electronic communications.

ARTICLE II

Offices

2.1 Registered Office. The principal office and registered office of The Guild shall be at a location the Board of Directors shall from time to time determine.

2.2 Other Offices. The Guild may have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE III

Members

3.1 Members.

(a) The Guild shall have one class of members and each member shall have one vote. No member shall have any interest or property right in the assets of The Guild.

(b) Membership shall be non-transferable and non-assignable.

(c) Annual dues shall be set by the Board annually, after budget review, and shall be

payable in advance on or before December 31st of each prior calendar year.

(d) Membership shall terminate (1) on the receipt by the Board of Directors of the written resignation of a member; (2) on the death of a member; or (3) on the failure of a renewing member to pay his/her annual dues. by February 1st of each year.

3.2 Meetings.

(a) A general meeting of members shall be held at least once a year. One meeting held in the fourth quarter of the calendar year shall be designated as the Annual Meeting and shall be held for the purpose of transacting such business as may come before it, including electing Directors and Officers. Additional meetings may be called by the Board of Directors, as needed.

(b) Special member meetings may be called at any time by the majority of the Board of Directors, or the Chairman of the Board of Directors, and shall be called by the Secretary upon the request of 55% of the members.

(c) 55% of current members present at a meeting in person or by proxy shall constitute a quorum for the transaction of business. The members present in person or by proxy at a meeting of which a quorum is initially present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

(d) Voting by proxy shall be authorized, but no single vote shall be split into fractional votes.

(e) Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these By-laws, with the Articles of Incorporation of the Guild, or with the Michigan Non-Profit Corporation Act.

(f) A directory of members may be published periodically and distributed to the membership.

(g) Any action required or permitted to be taken pursuant to an authorized vote at any member meeting may be taken without a meeting if, before or after the action, all the members consent thereto in writing. Written consent shall be filed with the corporation and shall have the same effect as the vote of the members for all purposes.

3.3 Notice of Meetings.

(a) Written notice shall be given to the members at least ten (10) but not more than sixty (60) days prior to the general member meetings. Special member meetings shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, electronic mailing or mail to the members not less than five (5) days prior to the meeting, and if by telephone, confirmed in writing before or after the meeting.

(b) Notwithstanding the foregoing, no notice need be given to a member if the member submits a signed waiver of notice before or after a meeting, or attends a meeting without protesting any lack of notice.

ARTICLE IV

Board of Directors

4.1 Functions. Except as specifically provided in The Guild's Articles of Incorporation or these By-Laws, all rights, powers, duties and responsibilities related to the management and control of The Guild's property, activities and affairs are vested in the Board of Directors.

In addition to the power and authority expressly conferred upon it by these By-Laws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of The Guild which is not by law or by the Articles of Incorporation or by these By-Laws required to be taken by some other party.

4.2 Directors. There shall be at least five (5), but no more than nine (9) Directors, who are members of The Guild, and who are elected by the members at the annual member meeting from a slate of nominees presented by the Nominating Committee, with members serving two (2) year terms; with four (4) elected in even number years and five (5) elected in odd numbered years (or until their successors are elected and qualified). No Director shall serve more than three (3) consecutive terms.

4.2.1 DIRECTOR EMERITUS:

Definition: A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by the Brighton Art Guild. A Board member emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

Eligibility: In order to be considered for designation as a board member emeritus, a person must be a current or former member of the Brighton Art Guild Board of Directors who:

- Has served the Brighton Art Guild with distinction
- Held an important leadership role, and made or continues to make significant contributions
- Engaged in major volunteer or advocacy activities in his/her service on the board
- Completed the term(s) to which he/she was appointed
- Participates in one (1) or more activities (e.g., events, volunteerism, fund raising, networking, etc.)

Election: Annually, with the recommendation of the board nominating committee, the Executive Committee of the board will consider potential candidates and may nominate one (1) or more individuals for a board emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Brighton Art Guild Board of Directors for its consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

4.3 Removal. Any Director may be removed from the Board of Directors by a majority vote of all the Guild members. Notice of the proposed removal will be given to the Board of Directors prior to the removal proceeding. The Director involved will be given the opportunity to be heard by the members before his or her removal is considered.

4.4 Vacancies. Any vacancies occurring in the Board of Directors for any reason may, but need not be filled by appointment by the remaining Directors. Any person appointed to fill a vacancy shall serve for the unexpired portion of the term.

4.5 Meetings.

(a) Annual meetings of the Board of Directors shall be held in the fourth quarter of The Guild's fiscal year (prior to The Guild's annual membership meeting) on a date and time as the Board of Directors shall determine, for the transaction of any business which may come before such meeting. The newly elected Board of Directors will convene within 5-days following the annual meeting for the purpose of electing officers (President, Vice President/Secretary & Treasurer).

(b) Special meetings of the Board of Directors may be called by the Chairman or any two Directors. Such meetings of the Board of Directors may be held at any place within or without the State of Michigan as designated by the person or persons calling the meeting.

(c) A majority of the then elected and qualified Directors shall constitute a quorum for the purposes of conducting business at any meeting of the Board of Directors. In the absence of a quorum, the Board of Directors shall transact no business, except as otherwise expressly provided by these By-laws or by the Michigan Non-Profit Corporation Act as amended.

(d) A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given even though the time and place thereof are announced at the meeting at which the adjournment is taken. (e) Any action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors or a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors or the committee consent thereto in writing. Written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee. Such consent shall have the same effect as the vote of the Board of Directors or committee for all purposes.

(f) A member of the Board of Directors or of a committee may participate in a meeting by means of conference telephone or similar communication's equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

4.6 Notice of Meetings.

(a) Written notice of the date, time and place of meetings shall be given to the Directors at least seven (7) days prior to all regular meetings of the Board of Directors. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally, communicated by telephone, or sent via electronic transmittal to each director not less than two (2) days prior to the meeting.

(b) Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

4.7 Resignation. A Director may resign by giving written notice to the Secretary of The Guild, which notice shall immediately be forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective. Any Director who fails to attend six (6) regular meetings of the Board of Directors during such Director's term of office may be deemed by the members to have voluntarily resigned from the Board.

4.8 Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these By-Laws. Each Director present shall have one vote. No Director shall be entitled to vote by proxy.

4.9 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for The Guild, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of The Guild.

ARTICLE V

Officers

5.1 Officers. The Officers of The Guild shall be President, Vice President, Secretary and Treasurer, who shall be elected by the Board of Directors. Any two or more offices may be held by the same person, but an Officer shall not execute, acknowledge or verify an instrument in more than one capacity. In addition to the powers set forth in these By-Laws, the Officers shall have such authority and shall perform such duties as may be determined by the Board of Directors.

5.2 Term of Office and Vacancy. Each Officer shall serve for a term of one calendar year or until such Officer's successor is elected. Any Officer may be elected to serve not more than two (2) consecutive terms. A vacancy in any office shall be filled by vote of the Board of Directors. A person elected to fill a vacancy shall serve for the balance of the unexpired term.

5.3 Removal. Any Officer may be removed with or without cause by the Board of Directors by a vote of a majority of all of the Directors. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that notice of intention to consider the removal of an officer has been given or sent to each Director and to the Officer affected at least five (5) days previously by personal delivery, regular mail, electronic transmittal or telephone and if by telephone confirmed in writing before or after the meeting.

5.4 Duties of Officers. The duties of all Officers shall be as set forth in these By-Laws and as specifically established by the Board of Directors from time to time.

(a) President. The President shall be the chief executive officer of The Guild and shall be a member of the Board of Directors and shall preside over all meetings of the Board. The President shall also be an ex-officio member of all standing committees and shall have the power to appoint committees.

Acting on behalf of the Board of Directors, the President shall direct and supervise The Guild's affairs and the administration thereof by the other executive officers of The Guild. The President shall further perform all duties incident to the office and such other duties as provided in these By-Laws or as may be prescribed from time to time by the Board of Directors.

The President shall have the right to designate a person to act in his or her absence; failing such designation, the Vice President shall act in the President's absence. The person acting on the President's behalf may, on behalf of The Guild, execute any instrument with the same force and effect as if it were executed on behalf of The Guild by the President.

(b) Vice President. The Vice President shall perform all duties, and exercise all powers of and be subject to all the restrictions on the President, when the President is absent or is otherwise unable to act. The Vice President shall also have such powers and shall perform such duties as may be assigned by the Board of Directors or the President.

(c) Secretary shall keep and distribute minutes of all meetings of members and of the Directors, shall be custodian of the corporate records, shall give all notices as are required by law or by these By-Laws, and generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these By-Laws, or which may be assigned to him/her from time to time by the President or by the Board of Directors. The Secretary shall also keep and maintain a binder containing all of the Guild's additional rules and regulations; and this shall hereafter be referred to as 'Guild Policy.' (Refer to item 11.7). The Secretary may appoint a recording secretary and/or assistant.

(d) Treasurer. The Treasurer shall have charge and custody for all funds of the organization, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the organization's properties and business transactions; shall Chair the Finance Committee and oversee the development of an annual budget and said budget shall be presented to the Board of Directors for approval no later than March 15th ; The Treasurer, shall also render reports and accountings to the Directors and to the members as required by the Board of Directors or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned to him/her from time to time by the Board of Directors.

When necessary and proper, he or she will endorse, on behalf of The Guild, all checks, drafts, notes, and other obligations and evidences of the payment of money to the corporation or coming into his or her possession; and he or she will deposit the same, together with all other funds of The Guild coming into his or her possession, in such bank or banks as may be selected by the Board of Directors. The Treasurer may appoint an assistant.

(e) Additional Duties. Any Officer of The Guild, in addition to the powers conferred upon him or her by these By-Laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board.

5.5 Compensation. All the Officers of The Guild shall serve without compensation.

ARTICLE VI

Committees

6.1 Committees. The Board of Directors may designate one or more ad hoc committees for specific purposes, each of which will consist of at least one committee chairperson and one or more committee members. Committee members may be members of the Board of Directors or other interested individuals. The resolution designating the Committees shall provide for the appointment of its members and Chairperson, state its purpose, and provide for its termination. The Board of Directors shall also designate additional Standing Committees (see 6.2). The studies, findings, and recommendations of all committees will be reported to the Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these By-Laws, the Articles of Incorporation, or state law.

6.2 Standing Committees. The Guild will have the following Standing Committees, each of which shall be chaired by a Board Director and consist of the Chair and at least two (2) other current Guild members.

- Nominating Committee
- Finance Committee
- Membership Committee
- Marketing/Public Relations Committee

ARTICLE VII

Indemnification of Directors, Officers and Employees

7.1 Actions in the Best Interest of The Guild. The Guild shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of The Guild) by reason of the fact that he or she is or was a Director, Officer, employee or agent of The Guild or is or was serving at the request of The Guild as a Director, Officer, employee or agent of another foundation, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of The Guild and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon, a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of The Guild and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

7.2 Action by or in Right of The Guild. The Guild shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of The Guild to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of The Guild or is or was serving at the request of The Association as a Director, Officer, employee, or agent of another foundation, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of The Guild, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to The Guild unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnification for such expenses which the Court shall deem proper.

7.3 Expenses. To the extent that a Director, Officer, employee or agent of The Guild has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

7.4 Determination of Indemnification. Any indemnification under Section 7.1 and 7.2 (unless ordered by a court) shall be made by The Guild only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 7.1 or 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 4.5(d) of these By-laws) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the Directors or counsel to make

provision therefore, such indemnification shall be made if a court of competent jurisdiction made a determination that the Director, Officer, employee or agent has a right to indemnification hereunder in any specific case upon the application of such Director, Officer, employee or agent.

7.5 Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 7.1 or 7.2 may be paid by The Guild in advance of the final disposition of such action, suit or proceeding is authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by The Guild.

7.6 Insurance. The Guild shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of The Guild or is or was serving at the request of The Guild as a Director, Officer, employee or agent of another foundation, corporation, partnership, joint venture or other enterprise, against any liability asserted against him or her of The Guild and incurred by him or her or The Guild in any such capacity, or arising out of his or her status as such, whether or not The Guild would have the power to implement the provisions of this Article.

ARTICLE VIII

Conflict of Interest

8.1 Statement of Policy. It is the policy of The Guild that all Officers, Directors, committee members and employees of The Guild shall scrupulously avoid any conflict between their own respective individual interests and the interests of The Guild, in any and all actions taken by them on behalf of The Guild in their respective capacities.

8.2 Dealing with The Guild. A contract or other transaction between The Guild and one or more of its Directors or Officers, or between The Guild and a domestic or foreign corporation, firm or association of any type or kind in which one or more of The Guild's Directors or Officers are Directors or Officers, or are otherwise interested, is not void or voidable solely because of such

common directorship, officership, or interest, or solely because such Directors are present at the meeting of the Board of Directors or committee thereof at which such contract or transaction is acted upon or solely because their votes are counted for such purpose if any of the following conditions is satisfied:

(a) The contract or other transaction is fair and reasonable to The Guild when it is authorized, approved or ratified; or

(b) The material facts as to such Director's relationship or interest and as to the contract or transaction are disclosed or known to the Board of Directors or committee thereof and the Board of Directors or committee thereof authorizes approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the vote of any common or interested director; or

(c) The material facts as to such Director's relationship or interest and as to contract or transaction are disclosed or known to the shareholder, and the shareholder authorizes, approves or ratifies the contract or transaction.

8.3 Procedure in Event of Potential Conflict of Interest. In the event that any Officer, Director, committee member or employee of The Guild shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with The Guild, including but not limited to transactions involving: (1) the sale, purchase, lease or rental of any property or other asset; (2) employment, or rendition of services, personal or otherwise; (3) the award of any grant, contract, or subcontract; or (4) the investment of deposit of any funds of The Guild; such Officer, Director, committee member or employee shall give the Board of Directors written notice of such interest or relationship and shall thereafter refrain from voting or otherwise attempting to exert any influence on The Guild, its Board of Directors, or its committees, to affect its decision to participate or not to participate in such transaction.

8.4 Special Voting Rule . Any member of the Board of Directors who has a conflict of interest on any matter involving The Guild shall not be counted in determining the quorum for the meeting at which the matter is to be acted upon, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

8.5 Notice of Policy. Every Officer, Director, committee member or employee shall be advised of this policy by the President immediately upon election or appointment. Each Officer, Director, committee member or employee shall be asked to submit a letter outlining any possible area of conflict of interest at the first meeting of the Board of Directors following his or her election or appointment, and the letter shall become a part of the permanent records of The Guild.

8.6 Publication of Policy. This policy statement shall be called to the attention of the Board of Directors and each Committee of The Guild at a regular meeting thereof, not less than once each year, and such action shall be recorded in the minutes of such meeting. A copy of this policy statement shall be furnished to each Officer, Director, committee member and employee who is presently serving The Guild, or who may hereafter become associated with The Guild.

ARTICLE IX

Financial Reports and Fiscal Year

9.1 Financial Reports. The Treasurer shall prepare an annual financial statement and such other financial reports of The Guild as may be required by the Board of Directors.

9.2 Fiscal Year. The fiscal year of The Guild shall be from January 1 through December 31, or such other fiscal year as shall be determined from time to time by the Board of Directors.

ARTICLE X

Elections

10.1 Nominations. Candidates for Board of Directors shall be proposed by a Nominating Committee consisting of a minimum of three people. The committee shall be comprised of the most immediate Past President, Past Presidents and the balance shall be current members not running for the Board of Directors. Candidates may also be nominated from the floor by any

member at the Annual Meeting. If the most immediate Past President is not available for any reason, the next most immediate Past President shall be asked to serve on the Nominating Committee.

At the Annual Meeting those nominees receiving the highest number of votes of the current members present, up to the number of Directors, shall be elected.

10.2 Notice. An Annual Meeting notice indicating date, time & location of meeting and a list of the candidates for the Board of Directors proposed by the Nominating Committee shall be mailed and/or e-mailed to the membership at least three weeks prior to the Annual Meeting.

ARTICLE XI

Miscellaneous Provision

11.1 Expenditures Approval, Contracts, Conveyances, Instruments. Except as otherwise provided by law, checks shall be signed by either the Treasurer or the President; any contracts, lease, or other instrument in an amount or for a value in excess of Five Hundred Dollars (\$500.00) executed in the name of and on behalf of The Guild shall be signed by the Secretary and countersigned by the President, and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary authorizing its execution.

11.2 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of The Guild except when specifically authorized by the Board of Directors and a majority of the current members. When authorized so to do, any Officer or agent of The Guild may effect loans and advances for The Guild from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may execute and deliver promissory notes or other evidences of indebtedness and liabilities of The Guild. When authorized to do so, any officer or agent of The Guild may pledge hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of The Guild, any stocks, securities and other personal property held by The Guild. The authority contained in this Section shall be express and confined to specific instances.

11.3 Method of Giving Notice . Any notice required by statute or by these By-Laws to be given to the members, directors, or to any officers of The Guild, unless otherwise provided herein or in any statute, shall be given by mailing to such member, Director or Officer at such member's, Director's or Officer's last address as appears on the records of The Guild and such notice shall be deemed to have been given at the time of such mailing.

11.4 Corporate Seal. The Board of Directors may prescribe a suitable seal for The Guild. If a seal is prescribed, it may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

11.5 Robert's Rules of Order. To the extent not inconsistent with The Guild's Articles of Incorporation or these By-Laws, the proceedings of the Board of Directors and committee meetings shall be governed by Robert's Rules of Order.

11.6 Amendments. The By-Laws may be altered or amended by the Directors provided that written notice of the proposed amendment has been sent to each Director in accordance with Section 4.6.

11.7 Additional Rules. The Board of Directors may adopt additional rules and procedures for the conduct of their meetings, and additional rules and regulations for the conduct of the affairs of The Guild, provided that no such additional rule shall be inconsistent with the Articles of Incorporation or these By-Laws.

Signed by:

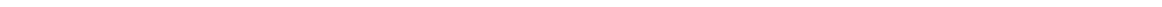
Sarah Grusin, President

Trent Abbe, Vice President/Secretary

May _____, 2013

Note: Amendments approved by the Board of Directors at a regular Board meeting held on May 8, 2013.

ATTACHMENTS



AGREEMENT TO AMEND

As a part of our application for recognition of exemption from federal income tax, we agree to make the following amendment to our organizing document. Since we are incorporated, the amendment will be filed with and approved by the appropriate state official.

Brighton Art Guild

Name of Organization

Norma Gray, Vice President

Signature of Officer or Person
Holding Power of Attorney

January 23, 2001

Date

- a. The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.
- b. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- c. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.