



By-laws

September 2015

Approved by quorum of Whatcom Art Guild Members
at the General Meeting held on 22 September 2015.

WHATCOM ART GUILD BY-LAWS

September 2015

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ARTICLE I - NAME

The name of the organization shall be the "WHATCOM ART GUILD", also referred to in this document as WAG.

ARTICLE II – MISSION OF THE WHATCOM ART GUILD

To foster and promote opportunities and education in the visual arts.

Section 1: Purpose

The purpose of this Guild shall be

1. to encourage and promote the visual arts in the Whatcom county area;
2. to provide an environment in which artists of all levels can meet and exchange ideas and information;
3. to organize exhibits in which members may display and sell artworks;
4. to establish ties within the county that promote the visual arts;
5. to support life-long art education; and
6. to promote member artists and the Whatcom Art Guild.

Section 2: Dissolution

In case of dissolution, the properties and moneys of the Whatcom Art Guild shall be dispersed by recommendation of the Board of Directors and approved by the General membership.

ARTICLE III - MEMBERSHIP

Section 1: Classes of Membership

1. Individual Member: Adult, 16 years of age or older.
2. Patron Member: Venues contracted to display members' artwork. Such venues shall be listed in each newsletter as well as at Whatcom Art Guild sponsored events.

Section 2: Dues

1. Dues shall be set by the Board of Directors and approved by the General membership. A notice to change the dues shall be published in the monthly newsletter and voted on by the General membership at the next regularly scheduled meeting.
2. Membership, which is annual from January 1st through December 31st, is effective the 1st of the month following approval of application by the Board of Directors for a period of up to one year.
3. Annual renewal of dues is in December, with requests beginning in October!
4. Members not having renewed by December 1st shall receive notification.
5. Members must insure that their dues are paid by December 31st to be included in the membership roster.
6. Members may be dropped at the discretion of the Board of Directors by a majority vote of the Board

Section 3: Membership Privileges

Members in good standing shall be defined as those members with current dues paid. Only members in good standing, or persons with special invitation from the Board of Directors, may exhibit at Guild sponsored events. Only Individual members in good standing may vote. Members shall be notified by mail or email of each General Meeting.

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ARTICLE IV - GENERAL MEETINGS

Section 1: Schedule

General Meetings of the Guild shall be held each month, except in May and December, unless otherwise scheduled by the Board of Directors.

Section 2: Annual Meeting

The General Meeting in November shall be known as the 'Annual Meeting' and shall be used for the purpose of electing officers and conducting other Guild business. Nominations shall be accepted from the floor in addition to the candidates presented by the nominating team. Officers elected at this meeting shall be installed at the December meeting of the Board of Directors and shall assume duties of office on January 1st of the following year. (See Article VI, Trustees)

Section 3: Quorum

A quorum shall be met when 25% of the current membership is in attendance at the General Meeting and is presided over by a duly elected Officer of the Guild.

Section 4: Rules Covering Meetings

Meetings of the Guild and its Board of Directors shall be governed by Robert's Rules of Order on all points not covered in these by-laws.

ARTICLE V - OFFICERS

Section 1: Officers

The elected officers of this Guild shall be President, three Vice-Presidents, Secretary, Treasurer and three Trustees

Section 2: Terms - Non-Trustees

The President, Vice-President(s), Secretary and Treasurer of this Guild shall be elected for one year terms. No officer, except the Treasurer, shall be allowed to succeed themselves more than once. A one-year extension may be approved with a majority vote by the Board of Directors.

Section 3: Terms - Trustees

Three Trustees shall serve on the Board of Directors. In the year 2000, one Trustee was elected for a 1-year term, one Trustee was elected for a 2-year term, and one Trustee was elected for a 3-year term. Beginning with the year 2001, and each year thereafter, one Trustee shall be elected for a three-year term. The purpose of this is to insure two experienced Trustees on the Board at all times.

ARTICLE VI - DUTIES OF OFFICERS

PRESIDENT

The President's responsibilities shall be

1. to preside over all meetings of the Guild;
2. to organize the business agendas at both the General and the Board meetings;
3. to coordinate efforts among Board members and Chairs;
4. to coordinate the audit with Trustees and the Treasurer;
5. to communicate the business of the Guild to the General Membership in the monthly Newsletter;
6. to appoint the Chairs of all committees;

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7. to work with the Publicity Chair as an ambassador in the community; and
8. to coordinate the development of a yearly budget by committee. (See Article IX).

VICE-PRESIDENTS

There shall be three Vice-Presidents, each with separate duties to help the President oversee the activities of the Board. In the event of the absence of the President, the President's duties shall be carried out by one of the three Vice-Presidents, in rotation.

Vice-President, Marketing

Responsibilities shall be to coordinate and assist with the efforts of all Board members charged with marketing activities of the Guild, as follows:

1. Website Chair
2. Publicity and Marketing Chair
3. Newsletter Editor
4. Venues Chair
5. Art Market Chair

Vice-President, Programs

Responsibilities shall be to coordinate and assist with the efforts of all Board members charged with program activities of the Guild, as follows:

1. Programs Chair
2. Activities Chair
3. Scholarships Coordinator
4. St Joe's Kids Coordinator
5. Special Events Chair.

Vice-President, Shows

Responsibilities shall be to coordinate and assist with the efforts of all Board members charged with show activities of the Guild, as follows:

1. Show Chair(s)
2. Award and Judging Chair

SECRETARY

In the absence of the President and three Vice-Presidents, the Secretary shall preside over all meetings of the Guild. The Secretary's responsibilities shall be:

1. Record and distribute minutes of the Board of Directors, General and Special Board of Directors meetings.
2. Prepare all Guild outgoing correspondence (exclusive of newsletters).
3. Oversee and support the work of the Librarian.
4. Oversee and support the work of the Directory Coordinator.
5. Ensures the production of the Directory and By-Laws on an annual basis.

TREASURER

The Treasurer is responsible for maintaining and reporting the financial records of the Guild. The Treasurer shall:

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1. Make monthly reports to the Board of Directors and Membership
2. Collect and distribute WAG mail, retaining bills for payment
3. Make deposits and coordinate with accountant/bookkeeper ensuring checkbook and financial records are up to date
4. Collect, review, research and clarify for accuracy then forward financial paperwork to accountant/bookkeeper regularly
 - a. Reimbursement forms
 - b. WAM sales receipts
 - c. WAM rent checks
5. Issue checks in a timely fashion and forward detailed records to accountant/bookkeeper for WAG-related business such as:
 - a. Paying for venues for shows
 - b. Paying for meeting rooms for General Meetings and Board of Directors meetings
 - c. Paying for guest speakers at the General Meetings
 - d. Paying for approved expenses, bills and reimbursements
6. Review, sign and distribute checks provided by accountant/bookkeeper
7. Coordinate information with Boar of Directors, Membership, Show and Art Market Chairpersons and accountant/bookkeeper
8. Prepare for and oversees financial transactions at exhibitions
9. Participate in development of yearly budget and annual audit
10. Coordinate preparation and pay taxes in a timely fashion
11. Coordinate accountant/bookkeeper duties
12. Attend to all other financial requirements

TRUSTEES

The three Trustees shall serve as the nominating team for the purpose of selecting the officers for the following year. They will begin forming a list of candidates in March and present the completed list to the President and the Membership at the annual November General Meeting for the election process.

The Trustees, in their role as a nominating team, will seek replacements for any vacated office or committee position during the year or act as such replacement for the balance of the current year, if deemed necessary by the President and the Board. (See Article VII, Section 2-5, Powers of the Board.)

The yearly audit is to be performed by at least two of the Trustees and the President in cooperation with the Treasurer, following reconciliation of the December bank account. A signed audit confirmation will be presented to the Board of Directors on completion noting any irregularities.

ARTICLE VII - BOARD OF DIRECTORS

Section 1: Definition

The Board of Directors of this Guild shall consist of the President, Vice-President(s), Secretary, Treasurer, Trustees (3) and the Chairs of each standing committee.

Section 2: Powers of the Board

1. The Board of Directors shall manage the affairs of the Guild.

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2. All expenditures of funds of the Guild must be approved by the Board of Directors. Any requests to the Treasurer for reimbursement for Guild expenses must be accompanied by an original valid (store) receipt with explanation of how funds were used.
3. Disbursements of funds shall be by check signed by the Treasurer, or in his or her absence, by the President, Vice-President(s) or Secretary
4. The Board of Directors shall have the power to dispose of any painting or articles not claimed from Guild sponsored events within four (4) months of the close date of the event. Funds from such disposal shall be deposited into the general operating fund and disbursement shall be decided by the Board of Directors.
5. In the event of a vacancy in any office, the Board of Directors, with the assistance of the Trustees, shall elect a member by a majority vote of the Board Members who are in attendance, to fill that position for the balance of the year. (See Article VI, Trustees)

Section 3: Meetings of the Board of Directors

1. The Board of Directors shall meet once a month to conduct the business of the Guild.
2. Any four members of the Board of Directors attending a previously announced Board meeting presided over by a duly elected Officer of the Guild shall constitute a quorum.
3. A Special meeting of the Board of Directors may be called at the discretion of the President, or in his or her absence, by the Vice-President, or at the discretion of a majority vote of the Board members in attendance. Notice of and reason for any special Board of Directors meeting shall be given by the Secretary at least forty-eight (48) hours before the said meeting, unless waived by 2/3 Board members available.
4. The Board of Directors, at their discretion, may remove by majority vote of Board members in attendance any Board member who has been absent from three consecutive Board meetings.

ARTICLE VIII - STANDING COMMITTEES

Section 1: Standing Committee Powers and Duties

The Board of Directors shall determine the Guild's committees and shall define their powers and duties. Refer to the list at the beginning of this directory for current Committee Chairs. The Board shall also have the power to abolish or embellish any committee(s).

Section 2: Standing Committee Appointments

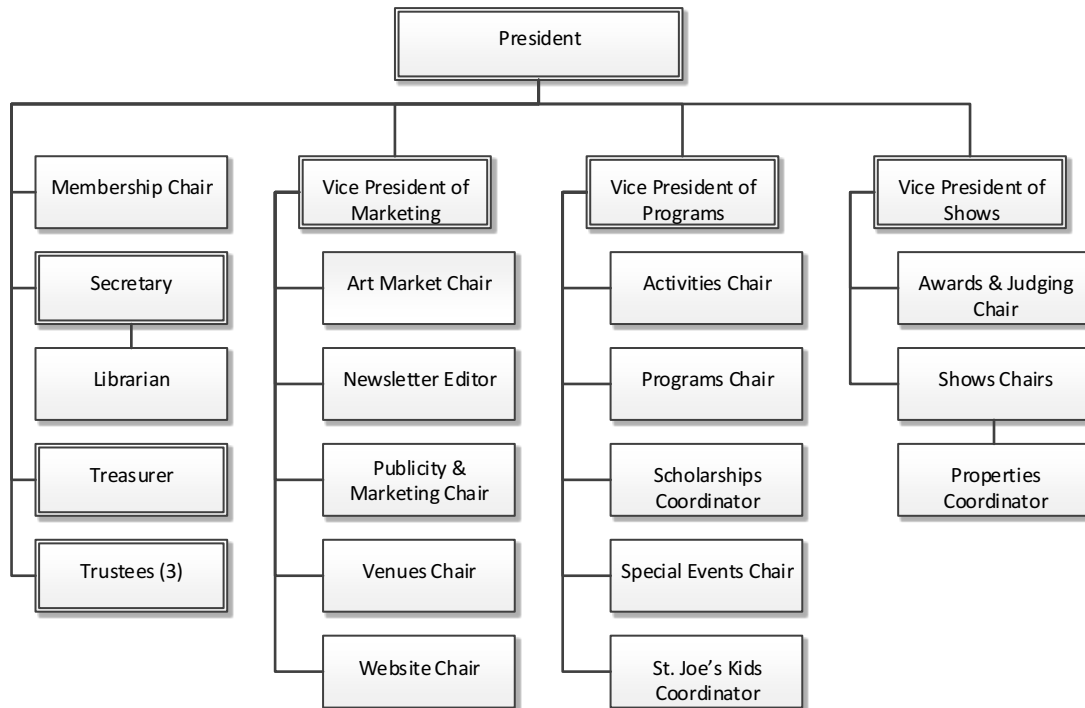
The President shall appoint the Chairs of all committees. All Standing Committee Chairs and Co-Chairs are Members of the Board of Directors.

Section 3: Organization Chart

The overall design of the Board of Directors, Committee Chairs, Co-Chairs, and other support personnel is illustrated in the chart below:

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ARTICLE IX - DUTIES OF STANDING COMMITTEE CHAIRS

Section 1: Standing Committee Assistance

All Coordinators are encouraged to solicit membership to assist in completing duties.

Section 2: Budgeting

All Committee Chairs shall be responsible for researching previous years' expenditures and submitting a budget no later than the March Board of Directors meeting for Board approval.

Section 3: Standing Committee Meetings

Any meetings held by Committee or Sub-committee Chairs shall be reported to the Board of Directors at the next regularly scheduled meeting. All committee proposals shall be submitted to the Board of Directors for approval by a majority vote.

Section 4: Standing Committee Chair Descriptions

Committee Chairs' Position Descriptions:

Activities Chair

Responsibilities shall be:

1. Plan and coordinate the General Meeting Art Challenges.
2. Coordinate the Sketch-Outs schedule and necessary arrangements on a bi-weekly basis, from June through August.

Art Market Chair

Responsibilities:

1. Establish a committee to manage operation of the Art Market.
2. Organize and run monthly committee meetings to ensure ongoing operation and quarterly 'all hands' meetings for the members of the Art Market to report performance, announce future changes, listen to input from members and gain votes for changes where necessary.
3. Create an annual operating budget and provide a monthly update to the AM Committee and the WAG Board. Provide regular financial updates to the AM members.
4. Liaise (or appoint Liaison) with the owner of the facility in which the Art Market resides.
5. Report at each WAG Board meeting the financial status, ongoing performance and upcoming events and items of interest regarding the Art Market.
6. Report on Art Market activities in the monthly WAG Guild newsletter.
7. Ensure the Art Market Committee manages the following aspects of the operation:
 - a. Financial control (with the assistance and approval of the WAG Treasurer)
 - b. Documented control of the Art Market and its operation through Artist Vendor agreements, procedures and forms for the use of members running the AM, documented arrangements with outside suppliers, e.g. credit machine, telephone vendors.
 - c. Selection and support of members of WAG who apply to exhibit and sell their arts/crafts in the Art Market. This will include use of a waiting list, scheduling of members joining and leaving the AM, assistance in set-up and take-down of displays.

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- d. Operations - maintenance of the facility, keeping to guidelines and requirements of the owner of the facility and ensuring the safety of the artist vendors and their exhibited items. Establish exhibiting standards, e.g. size and color of grids, use of lighting.
- e. Publicity and advertising. Create an ongoing program of Art Market promotions and events. Coordinate those promotions and events. Liaise with WAG Publicity Director in creation of printed publicity and advertising. Contact with local organizations and publications for the placement of publicity information and coordination and participation in local events.
- f. Schedule AM members to operate the Art Market.

Awards & Judging Chair

Responsibilities shall be:

1. Obtain at least 2 judges for the Spring Show, and provide the names and contact information to the Spring Show Chair by April 15;
2. Purchase and oversee placement of ribbons according to decisions of the judges.

Membership Chair

Responsibilities shall be:

1. Receive applications, prepare appropriate information and notify all voting Board members by email for their vote. Collect votes and notify Board members of acceptance/rejection.
2. Review status of all new applications at the next Board Meeting.
3. Submit the new member's dues to the Treasurer, assign the new member an ID#, make out a receipt, issue and send membership cards and packets (Directory, receipt, welcome letter) to new members.
4. Give new member information to the Newsletter Editor.
5. Maintain a member database and provide reports from the database as requested by the Board of Directors.
6. Post renewal form in October, November and December Newsletters.
7. In late November, call or email all members who have not renewed.
8. In early December, write/email a reminder note to all non-renewing members.
9. At meetings, greet and introduce new members and guests.
10. Keep a record of member attendance at each meeting.

Newsletter Editor

Responsibilities shall be:

1. Gather information, create and distribute an electronic newsletter monthly, within 7 days of the monthly Board meeting.
2. Coordinate with the Membership Chair to maintain an up-to-date electronic mailing list.
3. Maintain a list of members requiring paper delivery of the newsletter, print and mail the hard copies within 7 days of the monthly Board meeting.

Program Chair

Responsibilities shall be:

1. Obtain presenters for the General Meetings.
2. Greet presenters at the General Meetings, introduce them, and write thank-you cards to them afterward, with any appropriate payment.

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Publicity & Marketing Chair

Responsibilities shall be:

1. Create and publish news releases for all General Meetings and other events, such as the Spring and Fall Shows.
2. Maintain a list of publications and contacts to be used for publicity of the Guild.
3. Coordinate with the Show Chairs, Art Market chair and other event coordinators to produce postcards, bookmarks, posters and street signs as appropriate for each event.
4. Produce and mail Guild sponsored event materials.
5. Oversee and support the Guild's Historian.
6. Oversee and coordinate the distribution of publicity.

Shows Chairs

There will be a team of 1-2 Co-Chairs to facilitate the duties for each show.

Responsibilities shall be:

1. Coordinate the preparation and staging of annual shows ideally a Spring Show in May, around the time of Bellingham's Ski to Sea Event; a Fall Show focused on Arts and Crafts, in November.
2. Establish a timetable, including show set-up and take-down, timing of Scholarship and St Joe's Kids events
3. Establish a budget for the show, review with the Board, submit to the Treasurer and ensure all bills are forwarded to the Treasurer.
4. Establish a committee for each show, including the following responsibilities:
 - a. Registration and volunteers
 - b. Set up of formal and informal display areas (including hanging of art)
 - c. Awards and judging of formal show (Spring Show only)
 - d. Properties (including transportation to and from storage)
 - e. Sign Placement (including transportation to and from storage)
 - f. Floor layout
 - g. Publicity (coordinating with Board Publicity Chair)
 - h. Refreshments
 - i. Demonstrations
 - j. Distribute registration forms and tag templates to Newsletter Editor two months before the shows.
5. Oversee the work of the Properties Coordinator during the year.

Special Events Chair

Responsible for any Guild sponsored activities and events, other than shows, sketch-outs, and General Meeting Art Challenges. Examples of Guild sponsored activities and events include art related trips to museums, galleries and lectures in the region.

Responsibilities shall be:

1. Identify interesting destinations
2. Gather complete destination information, including cost, select a date and time for the trip and place of departure.
3. Review with the Board and gain agreement.
4. Announce events of interest to WAG members at General Meetings and via the Newsletter.

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5. Organize transportation to the destination.
6. Report on trip highlights at General Meetings and in the Newsletter.

Venues Chair and Co-Chairs

The Venues committee is split into two categories:

1. Business Locations for Guild members to display their art; and
2. Artist of the Month locations.

Business Locations responsibilities shall be:

1. Layout, design and smooth running of scheduled venues in the county.
2. Identify new venues for art display.
3. Maintain a working relationship with contracted venues.
4. Coordinate art exchanges as a result of sales or art withdrawal within the business in a manner that is least disruptive to each business.
5. Maintain a Venue book.

Artist of the Month locations responsibilities shall be:

1. Identify and contract with businesses for display for the work of the Artists of the Month.
2. Maintain a working relationship with contracted venues.
3. Direct and oversee the exhibiting and voting for the art of the Artist of the Month competition during the monthly General Meetings.
4. Ensure that previous month's winners and current winners exchange art displays in the least disruptive manner as possible to each business.

Website Chair

The website committee is responsible for updating membership, events and any other pertinent information that is associated with the Whatcom Art Guild and the on-line media websites and social media sites used by the Guild.

ARTICLE X - DUTIES OF COORDINATORS

All Coordinators are encouraged to solicit membership to assist in completing duties.

Historian Coordinator

The Publicity Chair is responsible for overseeing the work of the Historian, who collects and maintains all articles and publicity about the Guild and its members.

Librarian

The Secretary is responsible for overseeing the work of the Librarian, whose duties consist of bringing library materials to meetings, purchasing and cataloguing the new materials for members to borrow and keeping track of their whereabouts.

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Properties Coordinator

The Show Chair shall select a member to take responsibility for properties belonging to the Guild; to notify the Board of Directors when properties need repair or replacement, to supervise their maintenance, to transport them to/from shows, and to arrange storage of Guild properties.

Saint Joe's Kids Coordinator

The Vice President of Programs is responsible for overseeing the work of the St. Joe's Kids' Coordinator, who supervises an art raffle at the Fall Show to collect money for art material purchases, collects money and supplies from WAG members throughout the year, coordinates with personnel in the pediatric ward about the art-related needs of the children, and who purchases supplies and brings them to the hospital in late May.

Scholarships Coordinator

The Vice-President of Programs shall be responsible for overseeing the work of the Scholarship Coordinator. Each year the Guild awards two scholarships. One goes to an art student at WWU; another goes to an art student at WCC. WAG commissions collected during the Spring Show, Reception, and other designated donations are used to fund these scholarships. The Board of Directors may approve additional funding from the general fund. Two-thirds of the yearly fund balance goes to WWU and one-third to WCC. Scholarship recipients are selected by school officials. The Scholarship Coordinator contacts school officials, coordinates scholarship speakers, oversees the display of scholarship recipients' artworks, and coordinates with the Show Chair about scholarship reception plans.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended at any General Meeting of the Guild by a two-thirds favorable vote of a quorum of members present, provided: (1) an oral announcement that the By-Laws are to be amended has been made at the previous General Meeting; and (2) such amendments have been given to the Membership in writing at least two weeks prior to the meeting at which the amendments shall be voted upon.