

# **BY-LAWS OF THE HANOVER AREA ARTS GUILD**

**Revised June 23, 2014**

## **ARTICLE 1- MEMBERSHIP**

- Section 1:** Any person may become a member of The Hanover Area Arts Guild upon payment of annual dues.
- Section 2:** The amount of dues shall be established by the Board of Directors. Dues shall be due and payable as of September 1 of each year, and notice thereof shall be mailed to each member during the month of August.
- Section 3:** Each member shall be entitled to one vote (present or written proxy) at the time of the meeting of the membership.
- Section 4:** The administration and fiscal year of the organization shall begin September 1 and close August 31.
- Section 5:** Upon the expiration of membership, any property left by the former member will become the property of HAAG after 60 days.

## **ARTICLE 2 - BOARD OF DIRECTORS AND OFFICERS**

- Section 1:** The Board of Directors shall be composed of not less than 12 members of the organization. A class of not less than four members will be elected each year for a term of three years.
- Section 2:** The Membership shall elect the members of the Board of Directors at the annual membership meeting from a slate selected by the Nominating Committee as approved by the Board.
- Section 3:** The four Board Members whose terms expire in a given year can succeed themselves by a majority vote of the membership.
- Section 4:** Officers shall include President, Vice President, Secretary, Property Treasurer, and Gallery Treasurer. The nominating committee shall identify the slate of officers from within the Board of Directors and be elected by a majority vote of the Board. Term of office shall be one year.
- Section 5:** Vacancies in offices shall be filled by majority vote of the remaining Board members.
- Section 6:** In the event of a mid-year departure of a Board member, the President shall determine if the vacancy will be filled. The individual selected to fill the unexpired term shall be approved by the Board.

**Section 7:** The Board of Directors, by majority vote, may designate such further officers of the organization as it deems necessary.

**Section 8:** The duties of the officers shall be those prescribed for the respective offices.

**Section 9:** The immediate Past President may serve on the Board in an advisory capacity for a period of one year.

**Section 10:** Any Board member who misses three consecutive meetings without just cause may be removed from the Board upon a majority vote of the Board members.

**Section 11:** A quorum of one more than half the number of current Board Members is necessary to conduct business.

### **ARTICLE 3 - COMMITTEES**

**Section 1:** There shall be as many standing Committees as deemed necessary by the Board, with the minimum required committees as identified as follows. Standing committees that shall have a Board member as chairperson include Finance, Building & Grounds, Standards, Gallery, Ways & Means, Shows, and Communications. Standing committees not requiring a Board member as chairperson include Publicity, Education, and Nominating.

**Section 2:** The Chairperson of any designated Standing Committee shall be appointed by the President.

**Section 3:** The President may from time to time appoint such additional temporary committees as deemed necessary.

### **ARTICLE 4 - REMOVAL**

**Section 1:** Any Board member may be removed from office by a three-fourths (3/4) vote of the members (present or written proxy) at any regular or special membership meeting.

### **ARTICLE 5 - MEETINGS**

**Section 1:** There shall be an annual membership meeting in June.

**Section 2:** The Board of Directors shall hold its first meeting in July of each year, and further shall meet at the call of the President.

**Section 3:** Special meetings of the membership or Board of Directors shall be called at the discretion of the President.

**Section 4:** Ten members of the organization shall constitute a quorum at membership meetings.

**Section 5:** Robert's Rules of Order shall govern Parliamentary Procedures at all meetings.

#### **ARTICLE 6 - AMENDMENTS**

**Section 1:** These By-Laws may be amended by a two-thirds (2/3) vote of the members (present or written proxy) at any regular or special meeting, written notice of which has been given to each member at least ten (10) days in advance. The notice of the meeting shall contain full information regarding the proposed revision.

**Section 2:** The By-Laws shall be reviewed every two (2) years by the Board of Directors.