

ARIZONA ARTISTS GUILD (AAG) BYLAWS

(Founded 1928)

Proposed Bylaws May 2025

ARTICLE 1 - NAME AND LOCATION

Sec 1: The name of this corporation shall be Arizona Artists Guild and may be referred to as AAG.

Sec 2: The principal office for the transaction of business shall be in Phoenix, Arizona, but the corporation may transact business elsewhere within or out of the State of Arizona.

ARTICLE 2 – OBJECTIVE

Sec 1: The purpose of this organization shall be:

- a. To provide educational opportunities for members to further develop artistic skills and appreciation.
- b. To further stimulate and encourage creative work in the arts.
- c. To promote and enrich community-wide awareness of local art activities.

ARTICLE 3 – FISCAL YEAR

The fiscal year shall run from January 1 through December 31.

ARTICLE 4 – MEMBERSHIP

Sec 1: To become a member, one must be at least 18 years of age.

Sec 2: There shall be four classifications of membership: Associate, Juried, Golden and Lifetime

Sec 3: Associate members shall be entitled to attend AAG meetings, social activities, participate in groups and workshops, and exhibit in specific shows as designated by the Board.

Sec 4: A member shall become a “Juried Member” when the member’s artwork has been accepted in three (3) AAG juried membership shows. A recognized artist may be nominated for Juried status by a Board member and approved by a quorum vote of the Board. In addition to the benefits of the Associate membership, Juried members may participate in Juried special events and opportunities designated for Juried members.

Sec 5: Golden members must be 90+ years in age, have been an AAG member for at least five (5) years, and shall be approved by a quorum vote of the Board. They shall have the same privileges as Juried members.

Sec 6: Life Members are nominated by a Board member for their outstanding contributions to the organization. Life members shall be approved by a quorum vote of the Board and shall have the same privileges as Juried members.

Sec 7: Juried and Associate members shall pay annual dues. The amount is to be set by the Board. Life members and Golden members are not required to pay dues.

Sec 8: All annual dues must be received on or before the member’s renewal date to retain membership in AAG. The amount of the dues is established by the Board. No delinquent member shall be eligible for the privileges accorded to AAG members. For Juried members, payment of delinquent dues within two (2) years reinstates the member without re-jurying the artist’s work. After two (2) years, the member must re-apply for membership under the same requirements as new members.

Sec 9: All members will be notified at least one week in advance of any meeting where voting is required.

ARTICLE 5 - ELECTIONS

Sec 1: Elections will occur at the November General Membership meeting for the upcoming year.

Sec 2: Notice will be provided to the members of AAG in the newsletter at least one month prior to the November election.

Sec 3: Nominations may be made by any member of AAG by presenting the name to a Board member at least thirty (30) days prior to the election date.

Sec 4: No nominations may be made from the floor, and election of officers shall be by majority vote of those present at the November General Membership meeting. Elected members shall take office the following January.

Sec 5: All officers and directors shall be elected annually for a minimal term of one (1) year. The President may not serve in the same office more than four (4) consecutive terms. All other officers and directors may serve more than four (4) consecutive terms if duly elected.

ARTICLE 6 - EXECUTIVE BOARD AND DIRECTORS

Sec 1: The Executive Board shall consist of the following officers: President, Vice-President, Treasurer, and Secretary.

Sec 2: There will be thirteen (13) members on the Board of Directors, herein referred to as the Board. The Board shall consist of the following: immediate Past President, Director of Art, Director of Communications, Director of Community Outreach Services, Director of Exhibitions, Director of Facilities, Director of Meeting Logistics, Director of Membership, Director of Scheduling, and four (4) Directors at Large.

Sec 3: Vacancies on the Board of Directors occurring during the year shall be filled by appointment of the President, unless otherwise specified.

Sec 4: Shall, with the approval of the membership, have general charge of the affairs, funds, and property of the Corporation and shall administer all the business of the Corporation as set forth in the Articles of Incorporation.

Sec 5: The Board shall meet at such times as may be necessary for the transaction of business of the Corporation. It shall meet on call of the President, or upon request of three (3) of its members.

ARTICLE 7 – DUTIES OF THE EXECUTIVE BOARD

Sec 1: President

- a. Shall call all membership and Board meetings to order, preside and maintain order throughout the proceedings in a fair and impartial manner.
- b. Shall have the right to call special meetings.
- c. Shall approve and sign all official correspondence of the corporation.
- d. Shall be empowered to appoint any special committees.
- e. Shall act as the AAG's official representative wherever needed or appoint another member as AAG representative.
- f. Shall, with the Board's approval, appoint a replacement in the event of vacancy of a Board member.)
- g. Shall authorize, with the Board's approval, all notes, checks or other financial

- obligations pertaining to the organization.
- h. Shall oversee all members of the Executive Board in their duties.
 - i. Shall have the right to suggest and implement details relating to the physical property of the AAG (i.e. building).
 - j. Shall from time to time, designate assistants for the Recording Secretary and Treasurer. Such assistants, in the absence of their principal, shall assume and discharge the duties of the principal.
 - k. Shall be able to appoint the position of President-Elect to the Board during the current President's term for the opportunity to learn to be incoming President and help current President with duties.

Sec 2: Vice-President

- a. Shall be the stand-in representative of the President, as designated by the President.
- b. May also serve as a Director.
- c. In the absence of a President, a current member of the board may step in as interim president as approved by a quorum vote of the Board.

Sec 3: Treasurer

- a. Shall collect all dues and/or fees and have custody of all funds and securities of the Corporation.
- b. Shall, when necessary or proper, endorse on behalf of the corporation for collection checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank, or banks or depository, as the Board of Directors may designate.
- c. Shall enter regularly in the books of the Corporation to be kept for that purpose, a full and accurate account of all the monies received and paid by them on behalf of the Corporation.
- d. Shall perform all the acts incident to the position of Treasurer.
- e. Shall make disbursements upon authorization by the Board.
- f. Shall make monthly written reports to the Board and will make a final report at the first business meeting following the close of the fiscal year on the 31st of December.
- g. Shall submit books to an outside accountant at the end of the fiscal year for the annual audit and preparation in filing the annual income tax reports, and submit copies of these reports to the Board.
- h. Shall draw a budget to be approved by the Board and the membership at the first meeting of the year.

Sec 4: Secretary

- a. Shall keep accurate minutes of Board meetings to be stored digitally and a paper copy will be included in the Corporation book, which may be subject to inspection by the Corporation Commission at any time.
- b. Shall keep an inventory of AAG possessions.

ARTICLE 8 – DUTIES OF THE BOARD OF DIRECTORS

Sec 1: Director of Art

- a. Shall be responsible for overseeing all Art committees to ensure they are fulfilling the AAG's objective as stated in Article 2 of the Bylaws.
- b. Shall appoint such assistants and/or committee chairperson(s) for the performance of committee responsibilities as they shall deem necessary.

- c. Shall create and coordinate with the chairperson(s) of all art committees.
- d. Shall share or divide responsibilities, as they shall deem necessary, in ongoing communication and coordination with one another.
- e. Shall be responsible for the following committees: (1) Guild School of Art, (2) Scholarships, (3) Life Drawing, (4) Sculptors Group, (5) Photography Group, (6) Critique Groups, and the (7) Artist of the Month.
- f. Shall be responsible for organizing the program of presenters at the General Membership meetings.

Sec 2: Director of Communication

- a. Shall see to it that information regarding AAG activities is communicated in a timely and consistent manner to all members and the community.
- b. Shall be responsible for (1) issuing E-Blast communications and the newsletter, (2) maintaining liaison with other organizations, and (3) pursuing and maintaining public relations with other organizations, news media, and civic leaders.
- c. Shall oversee the activities of the historian and coordinate with the website administrator in the performance of their duties.
- d. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as they shall deem necessary.
- E. Shall coordinate the information between Directors and the website administrator.

Sec 3: Director of Community Outreach Services

- a. Shall be responsible for all community outreach programs including, but not limited to, the Veterans Art Services program.
- b. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as they shall deem necessary.

Sec 4: Director of Exhibitions

- a. Shall be responsible for overseeing all exhibitions to ensure they are fulfilling the AAG's objective as stated in Article 2 of the Bylaws.
- b. Shall appoint such assistants for the performance of exhibition responsibilities as they shall deem necessary.
- c. See Article 13 for additional responsibilities of the Director of Exhibitions.

Sec 5: Director of Facilities

- a. Shall ensure that the real and physical assets of the AAG are maintained and safeguarded in usable and safe condition, and are compliant with all laws and ordinances governing the operation of the AAG Building.
- b. Shall be responsible for (1) maintaining and operating the AAG Building, (2), maintaining the landscape, (3) maintaining, purchasing and replacing furnishings for the AAG Building, and (4) controlling access to the AAG Building by appointing a Key Custodian who will be responsible for inventory and distribution of keys..
- d. Shall appoint and coordinate with the chairperson(s) for the performance of these responsibilities as they shall deem necessary.

Sec 6: Director of Meeting Logistics

- a. Shall see to it that membership meetings are supported with appropriately arranged furnishings, equipment, and hospitality.
- b. Shall be responsible for (1) setting-up furnishings and equipment before membership meetings and breaking down after meetings, (2) providing hospitality at membership

- meetings, (3) receiving attendees at membership meetings.
- c. Shall oversee the activities of the Hospitality Chairperson in the performance of their duties.
- d. Shall organize and operate the raffle at the General Membership meetings.
- e. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as they shall deem necessary.

Sec 7: Director of Membership

- a. Shall ensure that new and renewing members of the AAG are accurately assessed and recorded and that new membership is encouraged.
- b. Shall be responsible for (1) maintaining and updating the roster of members, (2) conducting the annual membership renewal drive, (3) maintaining and updating the database of membership information, (4) recruiting new members, and (5) recording new Juried Members.
- c. Shall appoint such assistants and/or committee chairpersons for the performance of these responsibilities as they shall deem necessary.

Sec 8: Director of Scheduling

- a. Shall oversee the scheduling of activities at AAG and maintain the schedule on the website.
- b. Shall oversee agreements with non-AAG persons and entities for the use of the AAG Building utilizing a schedule of donations for the use of the Building as established by the Executive Board.
- c. Shall coordinate with all non-AAG persons and entities to ensure use of the facility is within AAG guidelines and that all supplies, furnishings and equipment are available and in working order.

ARTICLE 9 - STANDING COMMITTEES AND DUTIES

- Sec 1: Scholarship Chairperson shall appoint the members of this committee and is responsible for organizing fundraisers, jurying of candidates, collecting of donations, bookkeeping of donations, advertising, publicity, and all other matters regarding scholarships. The Scholarship Chairperson shall report to the Board.
- Sec 2: Guild School of Art Chairperson shall appoint the members of this committee and is responsible for scheduling instructors, promotion, collection of fees, and all other matters regarding the Guild School of Art.
- Sec 3: End-of-the-Year Party Chairperson shall appoint the members of this committee and is responsible for organizing this event.
- Sec 4: Hospitality Chairperson shall appoint the members of this committee and is responsible for organizing refreshments at all AAG activities.
- Sec 5: Historian shall keep a current scrapbook of AAG activities including pictures, printed material, and other historical records.
- Sec 6: Senior Center Chairperson shall curate and coordinate the quarterly exhibits in the Beatitudes Senior Living Community.

ARTICLE 10 – MEETINGS

- Sec 1: The Board of Directors shall meet on the second Monday of the month between January and November for the management of the organization's performance towards its greater mission, and for any other meetings called by the President or three (3) other Board members as needed.

- Sec 2: General Membership meetings shall be held on the third Tuesday of the month between January and November for the transaction of business and presentation of programs.
- Sec 3: Membership shall be notified of General Membership meetings through the newsletter.

ARTICLE 11 - GOVERNING RULES

The rules contained in Robert's Rules of Order shall govern the proceedings of the organization in all cases except when they are inconsistent with special rules set aside by the Bylaws.

ARTICLE 12 – QUORUM

- Sec 1: When six (6) members of the Board are present at a Board Meeting, a quorum will have been established.
- Sec 2: When the entire membership is duly notified, members present at a General Membership meeting shall constitute a quorum to transact business of the AAG.

ARTICLE 13 – EXHIBITIONS

- Sec 1: All exhibitions will be held under the authority of the Director of Exhibitions and the Board of Directors.
- Sec 2: A fee will be established by the Board for each piece of artwork submitted for jurying. This fee will be paid in advance to the Treasurer.
- Sec 3: AAG will not be responsible for security of entries.
- Sec 4: The Director of Exhibitions is encouraged to plan two juried shows per year. Other exhibits may be held as designated by the Director of Exhibitions.
- Sec 5: Brochures and other printed matter relative to AAG exhibits shall be under the direction of the Director of Exhibitions.
- Sec 6: The Director of Exhibitions is responsible for creating, and with the approval of the Board of Directors, implementing the Rules for Formal Juried Exhibits.

ARTICLE 14 – DONATIONS AND CONTRIBUTIONS

It shall be the policy of the AAG to accept contributions provided said contributions be unrestricted or specified as restricted.

ARTICLE 15 – DISSOLUTION

If for any reason Arizona Artists Guild (AAG), Inc. is dissolved, all assets not otherwise disposed shall be distributed exclusively to charitable, scientific, literary or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended as approved by a vote of the Board of Directors.

ARTICLE 16 – AMENDMENTS

Amendment procedure will be followed by rules stated in Robert's Rules of Order.

ARIZONA ARTISTS AAG

Signature Page for the Adoption of Revised Bylaws

The undersigned members of the Arizona Artists AAG Board of Directors do hereby affirm that the following revised Bylaws have been adopted by the Board.

Cynthia Dunn-Selph _____
President Date

Joan McGue _____
Treasurer Date

Angela Weber _____
Secretary Date

The revised Bylaws are hereby adopted this ____ day of _____, 2025.