

AMENDED & RESTATED BYLAWS OF MUSKOGEE ART GUILD, INC.

Effective Sept 19, 2024

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ARTICLE I NAME

The name of this organization shall be Muskogee Art Guild, Inc. (the "Guild"). It is a non-profit corporation as provided by its Amended Articles of Incorporation under the laws of the State of Oklahoma.

ARTICLE II LOCATION

The principal office of the Guild shall be located in the City of Muskogee, Muskogee County, Oklahoma.

ARTICLE III PURPOSE

Section 1: The organization is organized exclusively for charitable, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code and is not formed for pecuniary or financial gain. No part of the assets, income or profit of the corporation is distributed to, or inures to, the benefits of its directors or officers. Its duration shall be perpetual.

Section 2: Mission. The purpose of the organization is to help support and promote visual artists in northeast Oklahoma, to encourage and develop visual art awareness and make available educational opportunities for members and the general public.

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ARTICLE IV MEMBERSHIP

Section 1: Eligibility for Membership. Membership is open to anyone 18 years and older who agrees to abide by the bylaws and policies of the Guild.

Section 2: Dues are paid by calendar year. The amount to be determined by a majority vote of the membership at any general meeting, provided two weeks written notice is given to the entire membership. The membership provides participation in the activities of the Guild at membership rates.

The membership levels are as follows:

1. Individual - receives the newsletter and participation in the activities of the Guild at member rates.
2. Family - for those 18+ years old living in the same household.
3. Sustaining - includes Family membership level.
4. Patron of Arts - includes Family membership level & display of acknowledgement at the Guild.
5. Public School Art Teacher - Confirmed Public School Art Teachers receive Free Individual membership.

Section 3: Membership renewals are due January 1 for the calendar year.

Section 4: The dues for members joining August 1 or after each year, shall be half price the remainder of the year.

Section 5: Dues must be paid in full before member rates are allowed at any event.

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ARTICLE V MEETINGS

Section 1: The general membership will meet the third Thursday of each month unless otherwise notified.

Section 2: The Board of Directors shall meet monthly at a date and time to be determined by the Board members in November each year and the notice filed with the Muskogee City Clerk before December 15 each year.

ARTICLE VI GOVERNANCE

Section 1: All meetings shall comply with the Oklahoma Open Meeting Act, 25 Okla. STAT. §301 et seq. In case of a conflict between the Oklahoma Open Meeting Act and any of these bylaws or subsequently adopted policies, the Oklahoma Open Meeting Act shall prevail. Further, all records of the organization shall be kept in accordance with the Oklahoma Open Records Act, 25 OKLA. STAT. §24A.1 et seq.

Section 1a: The Guild will comply with the IRS Guidelines for 501c(3) organizations.

Section 2: The procedure for the order of business shall be conducted using the most recent edition of Robert's Rules of Order.

Section 3: Number of Directors. The management of the affairs of the Guild shall be vested in the Board of Directors consisting of seven (7) members to be elected annually at the November General Membership meeting.

Section 4: Management. The Board of Directors shall have full responsibility for the management of the business of the Guild. It shall determine the policies governing the administration and operation of the Guild. It shall have full responsibility for the financial affairs and for the ethical and professional standards of the Guild. The Board of Directors may adopt policies, rules and/or procedures to govern the administration of the Guild.

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Section 5: Nominations. A Nominations Committee, as described in Article VIII, Section 2, below, shall prepare a slate of candidates for the Board of Directors. The slate shall be presented to the general membership by written notice no later than November 1.

Any member may make additional nominations at the November General Membership meeting as long as they have prior consent of the nominee.

Section 6: Vacancies. In the event of a permanent vacancy in the office of the President, the Vice-President shall assume all of the duties of the President for the remainder of the term of office. The President shall appoint, with approval of the Board, replacements for any other director positions, if any of said positions shall become vacant during the current term of office.

Section 7: Quorum. At all properly called meetings of the Board of Directors, a quorum of two-thirds ($\frac{2}{3}$) of the board members is required for the transaction of business.

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ARTICLE VII OFFICERS

Section 1: Officers. The officers of the Board of Directors shall be elected for a term of *one* (1) year and shall consist of Seven (7) positions: a President, Vice President, Secretary, Treasurer, Membership Chair, and two (2) Member-at-Large positions. All Officers are voting members of the Board of Directors and will take office on January 1st, after the November Election.

Section 1a: Immediate Past President will be on the Board of Directors to provide continuity of the Guild in all areas; this is a non-voting position and has free Lifetime membership.

Section 2: Duties. It is the duty of the Board of Directors to ensure the Guild complies with all applicable state and federal laws including but not limited to the Oklahoma Open Meetings Act, 25 OKLA. STAT. section 301 et seq. and the Oklahoma Open Records Act, 51 OKLA. STAT. §24A.1 et seq.

The duties of the individual directors shall be those that pertain to their respective offices, as listed below, or are assigned to them as deemed advisable by the Board of Directors.

1) President

- Preside over all meetings of the organization and the Board of Directors.
- Be the chief spokesperson for the Guild.
- Ensure committee persons are assigned with the approval of the Board of Directors.
- Call special meetings of the Board as needed.
- The President shall vote only in order to break a tie.
- Be responsible for the oversight for filing all relevant documents with the Oklahoma Secretary of State and the Internal Revenue Service.
- Perform the duties that regularly pertain to the office and any others that the Board of Directors may assign.
- Foster a spirit of taking turns being on the Board of Directors, by various members, to keep MAG's progression evolving. Capture this in a Board Succession plan.
- Have Board members identify & track data which show progress toward MAG's Mission.

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2) Vice President

- Assist the president in his/her duties and perform the duties of the President in the absence of the latter.
- Shall set up demonstrations and/or programs for monthly membership meetings.
- Perform all other duties assigned by the President or the Board of Directors.

3) Secretary

- Keep accurate minutes of the meetings of the organization.
- Maintain the minute books with needed attachments at the Guild to be available pursuant to the Oklahoma Open Records Act.
- File Board meeting dates with the City Clerk of the City of Muskogee by December 15th each year for the next year.
- Keep legally binding documents at the building in a locked cabinet. Legally binding contracts (building rental, parking lot), insurance coverage, Liquor license, etc.).
- Perform all other duties assigned by the President or the Board of Directors.

4) Treasurer

- Maintain a record of and safely keep all funds belonging to the Guild.
- Be responsible for preparation and presentation of monthly financial reports to the Board of Directors and the general membership, and shall make copies of the financial reports available as required by the Oklahoma Open Records Act.
- Be responsible for preparation and filing all reports required under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) and the State of Oklahoma.
- Shall prepare a financial statement at the end of each fiscal year. Such statements and/or the financial records of the Guild, shall be subject to an audit by the Board or an outside agency to be determined by the Board of Directors.
- Perform all other duties assigned by the President or Board of Directors.

5) Membership Chair

- Keep an up-to-date database of every member, their Art Interests, their address, phone number and email address if applicable, and prepare an annual directory of members.
- Track number of Members, maintain the Welcome letter (in Website) to new members that provides information on how to navigate the MAG's events and volunteer opportunities.

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- Schedule Membership parties to encourage cohesiveness.
- Encourage members with an interest and aptitude to consider a Board position to ensure MAG's continued progress toward achieving the Mission.
- Perform all other duties assigned by the President or the Board of Directors.

6) Member-at-Large Position 1

- Shall perform all duties which the President or the Board of Directors may assign.

7) Member-at-Large Position 2

- Shall perform all duties which the President or the Board of Directors may assign.

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ARTICLE VIII COMMITTEES

Section 1: Authority to Establish. The Board of Directors shall have the power to create any committee deemed necessary, either as a Standing Committee (Permanent) or Special Committee(Temporary), and shall have the power to appoint a Chairman of any committee or to delegate such appointive powers to any other appropriate members. The President shall be an ex-officio member of all committees except the Nominations Committee. *[The Standing Committees shall be limited to seven (7) : Building Management Committee, Communications Committee, Education Committee(includes Workshops,Art&Fun! & Classes), Finance Committee, Funds Development, Governance Committee, Membership Committee.*

The Standing Committee members shall be appointed in January each year by the President and confirmed by the Board of Directors. Each committee is to select their respective committee members to report key activities to the Board.

Section 2: Standing Committees (Permanent):

- **Building Management Committee-**

This committee will identify & address any Building needs or issues - Inside and Outside of Building, identify & secure all legal documents on site at the MAG, know what Assets MAG has and know physically where they are, including offsite storage, train Guild Hosts, maintain the library, with Library Manager (President to appoint), and maintain a record of the MAG history, typically with scrapbooks.

- **Communications Committee -**

Will oversee all publicity for the Guild Including, but not limited to the newsletter, press releases, mailings to other arts organizations, social media and the website. If a special project committee, such as art shows, summer art camp or workshops wants to do their own publicity, it must coordinate with the Communications committee.

- **Education Committee -**

Oversee all art programs at the Guild, Art&Fun!, Workshops, Classes, and Art camp. Will also seek input from MAG Members for the type of workshops, classes and Art & Fun events to schedule. The committee will also ensure that workshops and classes are appropriately staffed with a mix of qualified visual arts instructors. The committee will also ensure that the classes meet the key metrics as identified by the board; these metrics will include net revenue and enrollment. The committee will make said metrics available to the Treasurer.

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- **Finance Committee** -
This is chaired by the Treasurer. This Committee will provide financial oversight for the organization, to include budgeting, financial planning, random audits, Key Metrics processes, & Grant reporting. It is preferred that this committee include at least one other Board member and one Financially qualified individual for expert advice.
- **Funds Development** -
This committee includes individuals assigned each: Grant requests, Scholarships, & Sponsorships.
Lead the efforts to prepare grant funding applications.
Scholarships process to be followed, including information to obtain and share. See form attached.
Sponsorships to be requested as needed, by an individual appointed by the board.
- **Governance Committee** -
The Governance Committee shall maintain ByLaws and Policy & Procedures to be made available to the membership. They should annually review and update the policies and procedures, *or* other guidelines as contained in the Policy and Procedure based on the actions of the Board of Directors or the vote of the general membership. This committee should also annually review the By-laws and make recommendations for amendments, if any, to the Board of Directors.
- **Membership Committee** -
Keep an up-to-date database of every member, their Art Interests, their address, phone number and email address if applicable, and prepare an annual directory of members. Track number of Members, welcome new members with how to navigate the MAG's events and volunteer opportunities. Schedule member parties to encourage support of each other and the committees.

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Special Committees(Temporary)

- **Events/Exhibit Committees -**

There will be a committee for each Event or Exhibit and each can have a different Leader. For example, the Black & White Fundraiser, as the MAG's largest fundraiser, the Judged Art Show in the Fall, the Art Under \$100, monthly Sip & Shows. Each Committee will need to define a Budget and track Actuals - Money and Contacts - for Key Metrics reporting.

- **Nominations Committee -**

The Nominations Committee is a special committee and is temporary. The committee shall consist of two members of the Board of Directors, and two or more members from the general membership, ensuring an odd number of members. The President will appoint a leader and the committee shall meet as needed to prepare the slate of officers and directors to be presented in writing by November 1st. The nominees will then be voted on in the November General Meeting.

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ARTICLE IX FINANCIAL MATTERS

Section 1: No funds of the Guild shall be deposited in any name except that of the Guild, and no funds of the Guild shall be expended without authority of the Board of Directors.

Section 2: The Treasurer, the Secretary, and the President shall have authority to sign checks and/or withdraw funds from the financial accounts. The Treasurer shall be the primary signatory with the Secretary or President to be able to act in the absence of the Treasurer.

Section 3: The fiscal year of the Guild shall begin on the first day of January and end on the 31st day of December each year. An auditing committee appointed by the Board of Directors annually may review the books of the Guild.

Section 4: The Board of Directors cannot approve the expenditure of funds in excess of \$1000 (with the exception of payments for normal business operation) without the approval of the General Membership

Section 5: Any Committee responsible for an event shall submit a written event budget to the Board of Directors for approval prior to any expenditure. No committee shall have the authority to expend any monies without Board of Director approval.

Section 6: No Distribution. No part of the income of the Guild shall ever be distributable to its directors or officers.

Section 7: Dissolution. In the event the Guild ceases operation, any funds remaining, after the payment of all debts, shall be given to an art related 501 (c) (3) nonprofit organization.

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ARTICLE X TAX EXEMPT STATUS

The Muskogee Art Guild, Inc. is a tax-exempt organization under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). All membership dues, gifts, donations, memorials, and bequests shall qualify as charitable deductions under the proper sections of the Internal Revenue Code. 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 Article III 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.

ARTICLE XI Amendments

These Bylaws may be amended when necessary by simple majority vote at any meeting of the general membership provided two weeks written notice has been provided to the entire membership.

ByLaws Approved at the General Membership Meeting : September 19, 2024

Signed: _____	Attest: _____
President	Secretary