

Athens Local Professional Artists and Craftsmen Association
(ALPACA)
ATHENS, OHIO
BY-LAWS

ARTICLE I – NAME

The legal name of this corporation shall be Athens Local Professional Artists and Craftsmen Association (ALPACA) we are doing business as Athens Art Guild. Will be referred to on this document as the Athens Art Guild, herein referred to as AAG (Athens Art Guild)

ARTICLE II – MISSION

The purpose of the Athens Art Guild shall be to promote the visual Arts in Athens and contiguous counties by supporting and encouraging its visual artists and craftsman by providing for them:

1. Networking opportunities
2. Advocating for local and cultural resources
3. Supporting arts education in Athens County and contiguous counties
4. Providing links to financial resources to accomplish these goals and economic opportunities
5. Creating art events that may also provide vending opportunities.

ARTICLE III – MEMBERSHIP

Section 1 - Qualification

Membership shall be open to any individual visual artist and craftsman in the Athens area. No more than 20% of membership can be made up of residents of counties other than those who live in Athens and surrounding counties.

Applications for membership will be approved at scheduled meetings. Membership may be retained only as long as the member continues to meet all of the membership qualifications. All applications for membership or renewal are subject to annual review. If membership has lapsed for one year, new membership application will be required.

Section 2 – **Vending**

Members must be juried in order to take part in AAG vending opportunities.

Vending with AAG requires jurying and is open to those who fit the following guidelines:

Guidelines for vending includes but not limited to:

1. Original work by artist/craftsmen in their shop or studio
2. No kit work, purchased, poured or mold ceramics
3. No resale or imports
4. Simple assembly of purchased components is not acceptable
5. Originality, creativity and design is obvious in finished work
6. **It is expected of all members is that they will serve on at least one committee**

Artist/Craftsmen must have and show proof of Ohio transient vendor's license and proof of insurance to be put on AAG approved vendors list and/or participate in AAG sanctioned vending opportunities.

Once juried, only items in the mediums that have been juried can be presented for sale at any of our sanctioned events.

The jury process can be repeated as needed and if any member adds to or changes their medium.

Section 3 – Dues

Members shall be obligated to pay dues annually, in advance, in an amount to be determined by a committee of the membership. Dues are based on per business. Each paid member is afforded one vote. If there is a business with more than one person but only one paid membership, that business receives one vote.

Section 4 – Voting

At any meeting of the general membership, any member present may cast one (1) vote. Majority votes wins. In the event of a tie vote, a board secret ballot may be used to break the tie.

ARTICLE IV – Executive Board

Section 1 – Number and Election

The number of Executive members of the Board shall be no fewer than five (5) and no more than seven (7). Executives shall be elected to serve for terms of 2 years. Four (4) of the seven (7) Executives are the officers and three (3) trustees are elected/assigned by the membership at large.

Section 2 – Nomination

Any member of the general membership may submit nominations from the floor under the following terms: 1. the nominee shall be eligible for election, 2. the nominee shall have agreed to serve if elected.

Section 3 – Election

At the annual meeting, the Trustees shall be elected by a simple majority of the voting membership present and shall take offices at the end of the meeting.

Section 4 – Terms of Executives

Executives shall be elected for terms of two (2) years. No individual may serve as Executive for more than six (6) consecutive years.

Section 5 – Vacancies of Executives

Vacancies for unexpired terms of elected Executives shall be filled through an election by the

Executive Board.

Section 6 – Removal

Executives may be removed from office for just cause by two thirds (2/3) vote of the Board of Executives.

Section 7 – Executive Committee of the Chairpersons

The Executive Board may delegate to an Executive Committee the authority to conduct business of the Association and to implement plans, programs and budgets for and in the name of the Board of Executives and subject to its supervision and review. The Executive Committee shall consist of the officers of the Board.

Section 8 – Responsibilities

The Board of Executives shall be responsible for: 1) the broad objectives and special focus of the organization; 2) levels and nature of activities; 3) financial resources; 4) policy development; 5) supervision of the affairs of the Board, its committees and its officers and other duties as it deems appropriate. Executives shall be required to attend at least six (6) of the monthly meetings and all quarterly Board meetings of the Board. Executives shall also be required to chair a committee.

Section 9 – Remuneration

All Trustees of the Board serve as volunteers. No Trustees of the Board shall be paid.

ARTICLE V – MEETINGS

Section 1 – Regular Meetings

The time and place for membership meetings shall be determined by the Board at the beginning of each fiscal year.

Section 2 – Committee Meetings

Committee meetings of the Executives of the Association may be called at the discretion of the president or by majority of the Executives. Notice of special meetings shall state the purpose for which the meeting is called and no other business shall be transacted thereat. Notice for special meetings may be given by email, mail and/or telephone.

Section 4 – Quorum

A simple majority of the Executives present shall constitute a quorum for a meeting of the Executives. The affirmative vote of a majority of the Executives present shall be necessary for the authorization of action by the Executives.

Section 5- Procedures

At all meetings, “Robert's Rules of Order, Newly Revised” will be used as a procedural guide.

ARTICLE VI- OFFICERS

SECTION 1- ELECTED OFFICERS

The officers of the council shall be elected by a majority of the officers and membership present.

Section 2-Nomination and Election

Any member of the general membership may submit nominations from under the following terms: 1. The nominee shall be eligible for election and 2. The nominee shall have agreed to serve if elected.

Section 3 -Terms of Office

All members of the Executive Board shall be elected for a term of two (2) years, alternating so that Elections fall: President and Secretary and one trustee on odd years and Vice President, Treasurer and 2 trustees on even years.

Section 3- Vacancies

Vacancies for unexpired terms of office shall be filled as follows: If the president position is vacated, the Vice President automatically fills the President office. The other offices shall be filled through election of general membership.

Section 4 - Duties and Powers

- A. The President shall be the chief executive officer of the organization, shall exercise supervision over the business of the corporation and shall have, among such additional powers as the membership shall assign, the power and authority to create committees and sign all deeds, mortgages, bonds, contracts, notes and other instruments requiring the signature of the President of the corporation.
- B. The Vice President in the absence of the President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the membership may assign.
- C. The Secretary shall keep minutes of all the proceedings of the Board and shall make proper record of the same; shall sign all deeds, mortgages, bonds, contracts, notes and other instruments requiring the signature of the secretary of the corporations; shall keep any such records as may be required by the board or the president; and shall perform such other duties as may be assigned by the Board or the President.
- D. The Treasurer shall be the chief fiscal officer of the corporation; shall keep an accurate account of the finances and business of the corporation; shall sign all deeds mortgages, bonds, contracts, notes and other instruments requiring the signature of the Treasurer of the corporation; and shall perform such other duties as may be assigned by the Board or the President.

Section 5- Past Presidents

The immediate Past President may be invited to serve ex-officio for an additional term without voting privileges.

Article VII- COMMITTEES

The President shall appoint all standing and special committees of the Council and their Chairs. All appointed Standing Committee Chairs will be members of the Board. All committee appointments shall terminate at the next Annual Meeting. Specific duties of the standing committees shall be established by the Board. A majority of the members of each committee shall constitute the quorum necessary for conducting the business of the committee.

ARTICLE VII- FINANCES

Section 1-Fiscal Year

The fiscal year of the Council shall begin on the first day of January and end of the last day of December of each calendar year.

Section 2- Dues

Membership notices will be emailed out one month before the end of the fiscal year. Delinquent members shall be notified by the Treasurer and unless dues are paid by the annual meeting date of that year, delinquent members shall be dropped from the membership. Dues shall be paid annually and will become delinquent January 30.

A non-paying member will need to reapply after 3 years and may be asked to go through the jury process.

Section 3 Financial Accounts

The Treasurer shall keep a record of all monies received for the Council from all sources and shall keep vouchers and supporting documents indicating the amount and nature of all expenditures. The monies of the Council shall be deposited the name of the council and all payments shall be made in its name. The accounts of the council shall be reviewed annually by a Committee appointed by the President. The results of this audit will be shared at the Board meeting immediately after the committee report is received by the President and shared with the membership as soon as practicable thereafter.

Section 4- Financial Reports

A financial report shall be made to the Board of Trustees by the Treasurer at each regular meeting. An annual report shall be made to the membership at its annual meeting.

ARTICLE IX-AMENDMENT

These By-laws may be amended by a majority vote of those delegates present at any meeting of the council making sure that a quorum is represented, provided the proposed amendments have been received in writing by the member at least thirty (30) days in advance of the meeting.

ARTICLE X- DISSOLUTION

In case of liquidation or dissolution of the Athens Art Guild, the last Board members shall cause all property and assets of the AAG of every kind and nature to be assigned transferred and conveyed to such organization or organizations duly qualified as the Board shall fail, neglect or refuse to do so, all of said property and assets of the Council shall pass to and become the property of Athens County to be used by Athens County Art Agency.