

# Windward Artists Guild

## BYLAWS

As Amended January 11, 2025

### Article I

#### Name

The name of this organization shall be Windward Artists Guild (WAG).

### Article II

#### Objective

The objective of this organization shall be to stimulate interest in the visual arts throughout Hawaii.

### Article III

#### Membership and Dues

**Section 1.** Membership in the Windward Artists Guild shall be open to all persons interested in art.

**Section 2.** Membership in this organization shall consist of Resident, Honorary, Non-resident, and Student members.

**Section 3.** An active member is one who pays dues as required by these bylaws. Payment of dues entitles a member to all rights and privileges of the organization and an interest in the management of assets of said organization.

**Section 4.** Honorary membership in the organization may be conferred by recommendation of the Board and ratification by the membership. Honorary members have the right to attend general meetings, to enter membership exhibits, and to speak, but not to make motions, to vote or to hold office.

**Section 5.** Active members in good standing who have moved from the State of Hawaii may become Non-resident members by continuing to pay their annual dues. This entitles them to enter membership exhibits and to attend meetings where they may speak, make motions, and vote.

**Section 6.** Student members must be full-time students. Student members have the right to enter membership exhibits and to attend general meetings and to speak, but not to make motions, to vote, or to hold office.

**Section 7.** Annual membership shall be based on the calendar year, January - December. The amount of the annual dues shall be set by the Board of Directors. Any member whose dues are delinquent shall have his/her name removed from the membership roll of the organization, with all membership entitlements suspended. Entitlements are set forth in Windward Artists Guild's Policies and Procedures.

## Article IV

### **Board of Directors, alternatively referred as BOD**

**Section 1.** The Executive Board of this organization shall be comprised of those elected to the offices of President, First Vice-President (Membership), Second Vice-President (Exhibits), Secretary, and Treasurer. They shall also serve as Directors of the BOD.

**Section 2.** The appointive officers of this organization shall be an Education Chair, Hospitality Chair, Webmaster, Parliamentarian, and Publicity Chair. These, and any additional Directors of the BOD of this organization as may be deemed appropriate, shall be appointed by the President subject to ratification by the Executive Board.

**Section 3.** In the event of the death, resignation, incapacity, or absence of the President, the First Vice President shall assume the duties of the President, including the signing of checks and/or other necessary papers. In the event of any vacancy in any other office, the position shall be filled by appointment by the President, subject to ratification by the BOD.

**Section 4.** Non-attendance of an officer for three consecutive Board meetings without adequate excuse given to the presiding officer shall cause that member to be automatically removed from the Board and the vacant position shall be filled by appointment by the President, subject to ratification by the BOD.

**Section 5.** The Board of Directors shall transact the business of the organization, authorize payment out of the treasury of all current expenses and shall have general supervision of the affairs of the organization between its meetings and shall perform such duties as may otherwise be set forth in these bylaws.

**Section 6.** The Board of Directors shall have no material conflict of interest (see Policy on Conflict of Interest) and serve without compensation. Board members may be reimbursed for expenses incurred in support of the activities of the Guild.

**Section 7.** All employees of the Guild shall be hired on the basis of merit and not on the basis of any family relationship to a Member of the Board of Directors (see Policy on Nepotism).

## Article V

### Duties of the officers

**Section 1.** The President shall preside at all meetings of the organization and shall select, with the advice and consent of the Executive Board, all appointed officers and special committee chairpersons. The President shall perform such duties as pertain to the office and shall be an ex-officio member of all committees except the nominating committee.

**Section I. A.** The Vice-Presidents in order of their rank shall assume the duties of the President in the absence of the President

**Section I. B.** The First Vice-President shall serve as Membership Chairman, keep the organization roster current, notify members of the date dues will be delinquent, issue a copy of the bylaws, and prepare membership lists for distribution.

**Section I. C.** The Second Vice-President shall be Chairman of the Exhibits Committee.

**Section 2.** The Secretary shall record the proceedings of all meetings, submit meeting minutes, and keep attendance records of the Board at all of their meetings.

**Section 3.** The Treasurer shall be the custodian of all the funds of the organization, giving receipts for all money received, and shall deposit monies in the name of the organization. The Treasurer shall sign all checks for the payment of bills approved and ordered by action of BOD, shall keep an accurate account of all financial transactions, and submit a current statement to the Board of Directors at WAG meetings.

**Section 4.** The Publicity Chairman shall be the WAG contact with the news sources in publicizing WAG activities. All news materials shall be cleared through the Publicity Chairman before publication.

**Section 5.** The Education Coordinator Chair shall arrange for at least two periodic workshops or demonstrations during a calendar year. He/she will review and submit applications for grants to the board.

**Section 6.** The Hospitality Chair shall organize any parties or social events approved by the Board of Directors. This person shall organize hospitality for the annual meeting, for exhibit receptions, and for any other called special meetings. Plans will be submitted to the Board of Directors for approval.

**Section 7.** The Webmaster shall maintain the organization website and Social Media presence for the organization.

**Section 8.** The Parliamentarian shall assist the presiding officer by keeping track of the order of those wishing to speak, motions, amendments, voting, etc., during meetings and solicit candidates for vacant board offices.

## Article VI

### Meetings

**Section 1.** The general meetings of this organization shall be held at the discretion of the BOD.

**Section 2.** The BOD meetings shall be held periodically at a time and place to be determined by the Board. The Board is authorized to conduct meetings by email or other common forms of electronic communication.

**Section 3.** A quorum of the BOD shall be one half of the total membership of the BOD, plus one member. Whenever an elective or appointive officer or board member (other than the President) is temporarily unable to perform the duties of such office, the President may appoint an acting officer for the period of the temporary vacancy. In the absence of a quorum, the meeting shall be adjourned.

**Section 4.** Special meetings of the organization may be called by the President, or at a written request of ten members.

**Section 5.** One-tenth of the membership shall constitute a quorum at any general or special meeting. A simple majority of the members present and voting is required to pass any motion.

**Section 6.** The annual general meeting shall be held each year at which time all annual reports shall be presented.

**Section 7.** Voting by members may be by proxy or email in such form and by such methods as the Board of Directors may specify from time to time.

## Article VII

### Elections

**Section 1.** All officers shall be elected for a term of two years. The terms of the officers shall be staggered so that one-half of the board is elected each year.

**Section 2.** Each year, the President will appoint a Nominating Committee of two members. This committee will present a slate of officers to the Board at the Annual General meeting. All nominees

must have given prior consent for their nomination. Election of officers will be held at the Annual General meeting.

**Section 3.** Election of officers may be held by email or other forms of common electronic communication. The names of all candidates for office will be sent out by email. A plurality of the votes cast will constitute the election.

**Section 4.** Officers shall take up the duties of office upon election. For purposes of budgeting and financial reporting, the calendar year, January 1 to December 31, shall be the fiscal year.

## **Article VIII**

### **Amendments**

These bylaws may be amended at any time by email approval after being previously submitted to the membership.

### **Standing Rules**

**Section 1.** Plans of committees requiring the support of the organization shall be approved by the BOD and/or the organization before being publicized.

**Section 2.** Officers and Committee chairmen shall submit a report to the BOD at each meeting with copies to the President, and Secretary.