

GATEWAY EAST ARTISTS' GUILD BY-LAWS

September 1998 / Revised March 23, 2000, May 25, 2000/Revised September 2006, Revised August 2008, Revised April 2012, Revised March 18, 2019, Revised October 2019

ARTICLE I

Name

The name of this organization shall be the Gateway East Artists' Guild, hereinafter referred to as the Guild and/or GEAG

ARTICLE II Purpose Section 1. The purpose of this non-profit organization of art enthusiasts is to encourage self-expression through the visual arts, and to foster awareness, appreciation, and artistic development through educational programs throughout the Metro-East community.

Section 2.

The Guild's primary activities for members shall be:

1. Providing an educational program for each meeting that will be artistically informative.
2. Continuing education through workshops, classes, and paint-outs.
3. Organizing and holding judged exhibitions
4. Coordinating exhibitions to provide members with opportunities to have their original work presented to the public.
5. Providing social activities.
6. Participating in area events relating to the arts.
7. To cooperate with and to promote membership in other similar organizations located in the United States.

ARTICLE III - Membership Section 1.

All applications for membership are subject to board approval. Types of membership are:

Any professional or non-professional artist and/or art enthusiast, eighteen years or older, is eligible to become an ACTIVE member if the applicant is creating and displaying art, wishes to do so, or would like to help promote the arts in our community through educational opportunities and shows. These members constitute the voting body, with full membership privileges. ACTIVE members will be expected to take an active role in their Guild through monthly meetings, contests and educational opportunities and/or demonstrate that they remain active in promoting the arts in the Metro-East community. This active role may include serving as an officer of the Guild when nominated and elected to the position in accordance with Article IV, Section 6, or it may include volunteering to serve as an appointed Chairperson or Member in one of the nine Committees listed by Article VII, Sections 1 through 9.

1. Any young artist and or art enthusiast, aged thirteen to seventeen years is eligible to become a JUNIOR member if:
 - (1) The applicant is serious in his/her desire to benefit from activities of the Guild, and wishes to learn from the art work being created by other members of the Guild, and
 - (2) The applicant takes an active role in their Guild through monthly meetings, exhibits, contests and educational opportunities and/or actively demonstrates their dedication to the pursuit of excellence in their art.

Additional conditions:

- (1) Membership dues for JUNIOR members will be half that of membership dues for ACTIVE members.
- (2) Upon reaching their 18th birthday, JUNIOR members may become ACTIVE members. At such time, their dues will increase to the ACTIVE membership level. (Add the period and delete the following:

and will be prorated for the remainder of the year in accordance with RULE 1 of STANDING RULES specified in these By-Laws.)

- (3) JUNIOR members **are not entitled to vote or to hold elected office.**
- (4) JUNIOR members may participate in GEAG-sponsored art shows and exhibits.
- (5) JUNIOR members are encouraged to volunteer in an apprenticeship capacity for Committee work. The objectives being to learn from direct contact with experienced artists, and to broaden JUNIOR Members' understanding of Guild activities and operations.

Section 2.

An application for membership will be completed and returned to the Membership Chairperson along with **the appropriate membership fee.** An applicant will be declared a member upon receipt of these two items. Names of new members will be published in the newsletter along with the committee for which they have volunteered. The Guild is an all-volunteer organization, in which members shall participate in whatever capacity they are able.

Section 3.

The Treasurer shall notify members in writing of overdue dues, and those whose dues are not paid by March 1 will be dropped automatically from membership.

Section 4.

The Board of Directors and appointed chairpersons with a two-thirds vote have the power to withdraw membership for any member at any time for conduct detrimental to the Guild.

ARTICLE IV

Officers

Section 1.

The Officers of the Guild shall be a President, a Vice President, a Secretary, and a Treasurer; and the Board will also include the chairpersons of committees appointed by the President of the Guild to carry out Guild functions. Presently, such committees are the Membership, Publicity, Exhibition, Program, Hospitality, Workshop, Webmaster and Newsletter Committees. The Officers shall perform the duties prescribed by these by-laws and by Roberts Rules of Order. The terms of office shall be two years.

The function of the Board of Directors is set forth in Article VI. Specific duties of the Committee Chairpersons, in addition to their duties as Directors, are to assure successful management of their committees to achieve the goals set forth in Article VII. Specific duties of the other officers are set forth in the following sections of this Article.

Section 2.

The duties of the President shall be to:

- (1) Plan, coordinate and supervise all the activities of the Guild so as to assure achievement of its goals.
- (2) Preside over meetings of the Guild and Board of Directors.
- (3) Appoint committees and assign responsibilities as provided in these by-laws. May request the assistance of the Nominating Committee for selecting committee chairpersons.
- (4) Keep members informed.
- (5) Keep a notebook containing all by-laws, accounts, calendar of events, items deemed so important in nature as to constitute part of the fabric of the Guild itself, said notebook to be passed on to succeeding office holders. The Guild will pay for this; thus the notebook becomes official Guild property.

Section 3.

The duties of the Vice-President shall be to:

- (1) In the absence or inability of the President to serve, assume the duties of that office.
- (2) Act as an administrative assistant to the President.
- (3) The office of Vice President may be considered as preparation for the office of President.

Section 4.

The duties of the Secretary shall be to:

- (1) Assist the President in planning and conducting meetings of the Guild and of the Board of Directors.
- (2) Maintain the official minutes and records of the Guild and of its Board of Directors.
- (3) Conduct the correspondence of the Guild, subject to the approval of the President.
- (4) Acknowledge altruistic contributions.
- (5) Keep a notebook containing all by-laws, accounts, calendar of events, items deemed so important in nature as to constitute part of the fabric of the Guild itself, said notebook to be passed on to succeeding office holders. The Guild will pay for this; thus the notebook becomes official Guild property.

Section 5.

The duties of the Treasurer shall be to conduct the financial affairs of the Guild, subject to rules established by the Board of Directors, including:

- (1) Prepare annual budget plans and special budget plans as required for consideration of the Board of Directors and the Guild.
- (2) Receive annual dues and receipts from exhibitions or other fund- raising activities of the Guild.
- (3) Deposit Guild funds in a Guild bank account and keep track of the liquid asset account.
- (4) Review and sign all checks. Disburse Guild funds by authorization for authorized purposes. Pre-approval of fund expenditures for usual purposes, Board approval of significant overages before expenditure.
- (5) Maintain records adequate **to permit a financial audit**, as required, file IRS and corporate papers.
- (6) The **Treasurer shall notify members in writing of overdue dues**, and those whose dues and penalty are not paid **by March 1** will be dropped automatically from membership.
- (7) Make reports at each regular meeting of the Guild and to the Board of Directors.
- (8) Keep a notebook containing all by-laws, accounts, calendar of events, items deemed so important in nature as to constitute part of the fabric of the Guild itself, said notebook to be passed on to succeeding office holders. The Guild will pay for this; thus the notebook becomes official Guild property.

Section 6.

At the regular meeting held in August a Nominating Committee of three members will be appointed by the President. In September the Nominating Committee shall meet and function. It shall be the duty of this committee to nominate candidates for offices to be filled, and to fully inform the candidates of the responsibilities of that office. **In October the Nominating Committee shall publish their slate in the newsletter.** Additional nominations will be taken from the floor at the October meeting. The official ballot shall be published in the November newsletter and the vote will take place at the November meeting. Results will be published in the December newsletter. New officers will be installed in January.

Section 7.

The term of office for all officers shall begin at the January meeting. No member shall hold more than one elected office at a time, and no members shall be eligible to serve more than two consecutive terms in the

same office, unless otherwise agreed to by the Board and 2/3 of the Guild members attending regular membership meetings.

To insure continuity within the Guild, the offices of President and Vice President shall be elected in odd-number years; the offices of Secretary and Treasurer shall be elected in even-number years. The office of Vice President may be considered as preparation for the office of the President.

Present officers shall be exempt from the new nominating requirements of their office unless they seek a different office.

Section 8.

If the office of the President becomes vacant, the Vice President shall assume that office and complete the uncompleted term. If an office becomes vacant the President shall promptly appoint someone to fill the vacancy, giving notice to the members by newsletter and at the next regular meeting, submitting that person's name for Guild approval.

ARTICLE V

Meetings

Section 1.

Regular meetings of the Guild shall be scheduled for the first Wednesday evening of each month, unless otherwise ordered by the Guild or the Board of Directors. The regular meeting in January shall be known as the annual meeting and shall be for the purpose of receiving reports of officers and committees, and for other business that may arise.

Section 2.

A membership attendance sheet for the meeting shall be required in order to establish the basis for a quorum.

Section 3. A majority vote of members in attendance shall constitute a quorum to approve any proposed Guild action.

Section 4. Special meetings may be called by the President or by the Board of Directors, and shall be called upon the written request of ten members of the Guild. The purpose of such a meeting shall be stated in writing. Except in cases of emergency at least three days' notice shall be given.

ARTICLE VI Board of Directors Section I.

The officers of the Guild as defined in Article IV and committee chairpersons constitute the Board of Directors. The President shall be the Chairperson of the Board of Directors.

Section 2.

The Board of Directors shall have general supervision of the affairs of the Guild between its business meetings, fix the hour and place of meetings, make recommendations to the Guild and perform such other duties as are specified in these by-laws or required for effective functioning of the Guild. The Board shall be subject to the orders of the Guild and none of its acts shall conflict with action taken by the Guild.

Section 3.

The Board of Directors shall meet when called by the President and it shall be called upon the written request of three members of the Board.

Section 4.

Seven members of the Board, including three officers, shall constitute a quorum. A majority vote by the quorum shall be required when considering Guild business.

Section 5.

The Board may invite such persons as it deems necessary to advise the Board on specific Guild matters.

ARTICLE VII Chairpersons and Committees Section 1.

All Chairpersons and committees other than those established by these by-laws shall be established and disestablished by the President, who will assign each committee's task, scope, duration and results expected and will appoint its chairperson. Members shall be selected by the chairperson of each committee. All committees are subject to the order of the Guild and none shall take action that conflicts with action taken by the Guild.

Section 2.

The Membership Chairperson shall process membership applications and submit dues to the treasurer; maintain the meeting sign-in sheet, keep board members supplied with updated membership information, and supply an updated mailing list to the newsletter chairperson.

Section 3.

The Publicity Chairperson shall obtain publicity consistent with and contributing to the goals of the Guild and maintain a scrapbook. Advertising copy shall be cleared with the Board of Directors before publication.

Section 4.

Exhibits Chairperson shall secure GEAG exhibition space and arrange contract details of each event, subject to board approval. The Chairperson will also secure and oversee individual event coordinators, and assist the coordinators with details needed to produce written show materials, acquire art, hang and maintain the exhibit, and other components involved with the operation and presentation of each particular show.

Section 5.

The Program Chairperson is responsible for scheduling an educational, informative and interesting demonstration or lecture for each regular membership meeting.

Section 6.

The Hospitality Chairperson and committee make arrangements for members to provide refreshments at meetings. Expenses for hospitality will be reimbursed by the Treasurer upon presentation of receipts from members who have incurred the bills.

Section 7.

The Newsletter Chairperson receives information on Guild activities, announcements of awards and exhibits of individual members, general information on exhibits and activities of organizations outside the Guild, and any information that may be of interest to members. This committee edits the information collected, is responsible for the printing of the newsletter, and mails a copy to each person on the Guild's mailing list.

Section 8.

The Webmaster maintains the GEAG website, domain and hosting packages. The purpose of the website is to inform the members and the communities of GEAG activities, publicize art opportunities and other information of interest to the members, provide information about the organization, and play an active role in recruiting new members by listing membership information and making available a membership application online. The hosting package will be selected by the webmaster and will be maintained for a period of one year, at which time it may be renewed, revoked, or moved. The Webmaster will be responsible for seeing that bills pertaining to the website, including domain and hosting fees, are submitted to the GEAG board for review and payment. Passwords and access identification codes for site management will be kept as confidential information by the Webmaster and the Vice President.

Section 9.

The Workshop Chairperson shall secure instructors and facilities needed to present educational workshops, subject to board approval, prepare needed literature and promotional materials, and oversee the workshop

host as needed to assure promotion of the event, collection and distribution of fees, and other needs for each particular venue.

Section 10.

The President shall be an ex-officio member of all committees **except the Nominating Committee.**

ARTICLE VIII

Parliamentarian

The Past President shall serve in an advisory capacity as Parliamentarian, shall attend Board meetings and regular meetings and see that business is conducted according to Robert's Rules of Order, where applicable and not inconsistent with the by-laws or special rules of the Guild.

ARTICLE IX

Other Provisions:

Section 1.

No part of the net earnings of the Guild shall be used to the benefit of, or be distributable to its directors, trustee, officers, or other private persons, except that the Guild shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Guild shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Guild shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidates for public office.

Section 2.

Notwithstanding any other provisions of these Articles, the Guild shall not conduct or carry on any activities not permitted to be carried on (a) by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code, or by the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be transferred to one or more corporation of associations having a similar or analogous character of purpose as may be selected by the Guild's Board of Directors. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Guild is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3.

The Guild shall be authorized: (1) to acquire by gift, grant, devise, bequest, purchase or otherwise, real personal property, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the Guild's purposes; (2) to hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the sole benefit of the Guild and for pecuniary profit.

Section 4. A possible conflict of interest exists when a director has a material personal interest, either direct or indirect, in a proposed transaction involving this organization. When a director has an interest in a transaction being considered by the organization, the director should disclose that conflict before the board of directors or staff takes action on the matter. Any board member having a conflict of interest will not vote or use his personal influence on the matter and shall not be present when the matter is discussed by the board. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting.

This policy also will apply to immediate family members, the organization's committees, and its volunteer association. Directors, committee members, staff members, and officers of the volunteer association will be required to attest annually to their familiarity with this policy, and to provide information concerning any possible conflict of interest so that disclosure, if necessary, is made.

Staff members and their immediate families will not benefit materially from the organization beyond receipt of salaries, fringe benefits, and reimbursement for authorized expenses.

Article X

Amendment of By-Laws

These by-laws can be amended at any regular meeting of the Guild by a **two-thirds vote**, provided that the **amendment has been reviewed by an attorney** and **submitted to the membership in writing thirty days before the regular meeting**.

STANDING RULES

Standing Rules are not a part of the by-laws but will be generated over a period of time as the Board of Directors or Guild **passes motions that have no time limit**. The Secretary will note such rules and collect them into a reference list for future guidance of the Guild.

According to Robert's Rules of Order standing Rules are binding on the Guild until they are rescinded or modified. They can be adopted by a majority vote at any meeting. At a future session they can be suspended, modified, or rescinded by a majority vote. No standing rule can be adopted which conflicts with the by-laws.

STANDING RULE I – Since January 1, 2007, the annual dues for ACTIVE members have been \$35.00. This remains unchanged. The Guild year is January through December. Annual dues are payable starting in December. ACTIVE members will pay \$35.00. (delete: , or if joining the Guild after June, dues will be prorated as indicated by the following table (note JUNIOR member dues are half the ACTIVE member dues): J A S)

STANDING RULE II - Concerning fee paid to presenters of programs at monthly meetings, the Guild will be responsible for an amount of \$100.00 per program.

STANDING RULE III – A necessary prerequisite for board membership is regular access to e-mail.

(Add the following standing rules:

STANDING RULE IV – The Artist of the Year (AOY) shall be determined based upon points acquired by an artist throughout a year starting with the December Membership meeting and ending with the November Membership Meeting of the following year. Points shall be accrued as follows”:

Christmas Show

Best of Show	four points
10 Awards of Excellence	two points

Christmas Card Contest

First Place	three points
Second Place	two points
Third Place	one point

6/11/24
Program Fee
changed to
\$125 with Newsletter
and 1 year membership
via board vote

“Shrine GATEWAY TO ART”

William Froelich Best of Show Award	five points and \$100 from his Memorial Fund
The Shrine Director’s Award	four points
Jack Richeson and Company Award	four points
Mary and Roy Kerchner Memorial Award	four points
Jo Ann Murray Creativity Award	four points and \$50 from her Memorial Fund
People’s Choice Award	four points chosen by Popular Vote of Those Attending, Awarded after Show Closes

5 Awards of Excellence	three points each
5 Awards of Merit	two points each
5 Awards of Recognition	one point each

Monthly Art Contest

First Place	three points
Second Place	two points
Third Place	one point

Christmas Ornament Contest

First Place	three points
Second Place	two points
Third Place	one point

All other GEAG sponsored and Judged Exhibits will have the following points:

Best of Show	four points
First Place	three points
Second Place	two points
Third Place	one point

Standing Rule V – The Guild will present at the Belleville Art on the Square High School Art Contest and the SWIC College entry an award in the amount of \$50 and a free junior membership to the Guild for the rest of the calendar year.

Standing Rule VI – The Guild will present two \$50.00 awards to the Schmidt Art Gallery High School exhibit. In addition the winners will receive a free junior membership certificate to the Guild for the rest of the calendar year.

Standing Rule VII – Lifetime Achievement Award recipients will be nominated to the board by any member. The Board will vote on the nominees, if any, and present the award, if any, at the Reception for the Shrine of Our Lady of the Snows Art Exhibit. The award shall consist of a plaque and a certificate authorizing free membership for the life of the recipient. The recipient will also be able to enter the Shrine Show free of charge.

Standing Rule VIII – Judges for all exhibits involving awards of money or monetary value will be selected from persons who are not members of the Guild.

Standing Rule IX – The Guild will present \$500 annually to the PSOP in two payments of \$250 each for the use of the building.

Standing Rule X – The Guild will donate \$500 annually to the SWIC Foundation Visual Arts Scholarship Fund.

ATTESTATION OF ALLYSON M. ROMANI

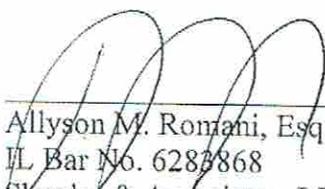
THE STATE OF ILLINOIS

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COUNTY OF MADISON

My name is Allyson M. Romani. I am over the age of 18, of sound mind, and am otherwise able to make this attestation. The facts stated herein are true and correct and are within my personal knowledge.

1. I am an attorney at the law office of Shrader & Associates, LLP.
2. I have reviewed the Gateway East Artists' Guild By-Laws.
3. Due to current circumstances, and to prevent future conflicts, it is necessary to change the language of Article III, Section 1 - Additional Conditions; Section 7; and Standing Rule I.
4. In addition, it has become necessary to add Standing Rules IV-X.
5. The remainder of the By-Laws will remain the same.
6. The above changes will be made effective as of September 24, 2019.



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