

THE PORTLAND FINE ARTS GUILD

BYLAWS

Version 2025, Revision 1

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ARTICLE I. NAME

The name of this group shall be Portland Art Guild.

ARTICLE II. OBJECTIVES AND ARTICLES OF INCORPORATION

SECTION 1. THE OBJECTIVES OF THE PORTLAND FINE ARTS GUILD SHALL BE:

Portland Art Guild seeks to nurture creativity and foster artistic growth in the community by providing art education and exhibition opportunities for people of all skill and socioeconomic levels.

SECTION 2. ARTICLES OF INCORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Corporation, the Board of trustees shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation 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.

ARTICLE III. MEMBERSHIP AND DUES

SECTION 1. MEMBERS

Any person, age 18 and older, may become a member of Portland Art Guild upon payment of dues.

SECTION 2. DUES

Annual dues shall last one year, beginning on the date of Member's payment of dues.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP

The Board of Directors shall consist of the elected officers of the Guild, the immediate past President and Chairpersons of all Standing Committees.

SECTION 2. DUTIES OF BOARD OF DIRECTORS

- a. The affairs and business of the Guild shall be managed by the Board of Directors. The Board will have the rights and powers as allowed under the Articles of Incorporation.
- b. The Board will approve all Standing Committee Chairpersons.
- c. The Board will elect one member from its body to the Nominating Committee.
- d. Board members will have liability only for their individual acts as fiduciaries.

SECTION 3. BOARD MEETINGS

- a. Regular meetings of the Board of Directors shall be held a minimum of three (3) times a year. Five (5) members shall constitute a quorum. Any action of the Board must be approved by a majority of the members present.
- b. Special meetings of the Board may be called by the President or by a majority of the Board.
- c. Three (3) unexcused absences of a member of the Board of Directors shall be deemed equivalent to a resignation.
- d. Members of the Guild have the privilege of attending Board meetings but only Board members may vote.
- e. Both regular and special meetings of the Board of Directors may be held electronically, instead of in-person, in the event that they are deemed necessary or most convenient, by the Guild President or by a majority of the Board.

ARTICLE V. OFFICERS AND THEIR ELECTION

SECTION 1. OFFICERS

- a. The Officers of this Guild shall be President, Vice-President, Secretary and Treasurer.
- b. Officers shall be elected in accordance with Article V Section 2 of the Bylaws.
- c. Officers shall assume their duties April 1.
- d. A person shall not be eligible to serve more than two (2) consecutive terms in the same elective office, nor shall any person hold more than one office simultaneously.
- e. Directors shall receive no compensation for carrying out their duties as directors.

SECTION 2. ELECTION OF OFFICERS

- a. A nominating committee will be formed in November. It shall consist of an appointed Board member and up to two persons from membership.
- b. The nominating committee shall select at least one nominee for each upcoming office vacancy and report to the body in the month of February, at which time nominations will be received from the membership.
- c. Only those who have consented to serve if elected shall be eligible for nomination, either by the Nominating Committee or from the floor.
- d. The election to a two-year term for President and Secretary shall be in March of all even-numbered years, and elections for Vice-President and Treasurer to a two-year term shall be in March of all odd-numbered years. Elections will be held in March unless restrictions do not allow for such a meeting.
- e. A vacancy occurring in any office shall be filled by Presidential appointment for the unexpired term of that office. The Vice President shall automatically become President for the unexpired term in the vacancy of the President.

ARTICLE VI. DUTIES OF OFFICERS

SECTION 1. PRESIDENT

- a. The President shall preside at all meetings of the Guild and the Board of Directors; shall be an ex-officio a member of all Committees except the Nominating Committee.
- b. The President shall perform all administrative duties of the office as follows:
 - 1. Draw up an agenda for all meetings.
 - 2. Assume general supervision of the Objectives and assets of the Guild.
 - 3. Request that names of candidates be submitted to the Nominating Committee for their consideration.
 - 4. Appoint a Budget Committee.
 - 5. Appoint other Special Committees as needed.

6. The President shall be one of two signers on Guild bank accounts.
7. Appoint, with the approval of the Board of Directors, a finance committee of three (3) members to perform an annual review of Guild Income and expenses as provided by the Treasurer. Members of the Finance Committee shall not have check-writing authority or access to the Guild's bank accounts.

SECTION 2. VICE PRESIDENT

- a. The Vice President shall perform the duties of the President in the absence of or inability of that officer to serve.
- b. The Vice President shall assist the president in carrying out their duties.

SECTION 3. SECRETARY

- a. The Secretary shall record the minutes of all meetings of the Guild and the Board of Directors and shall present the minutes for approval at the next meeting of the group for which they are written.
- b. The Secretary shall conduct the meeting in the absence of the President or Vice-President.
- c. The Secretary shall record the names of attendees and note any excused absences at all meetings as part of the permanent attendance record.

SECTION 4. TREASURER

- a. The Treasurer shall maintain accurate and complete financial records of the organization.
- b. The Treasurer shall prepare and present financial reports to the Board of Directors at Board and Member Meetings, or as requested by the Board.
- c. The Treasurer shall prepare all accounts annually, in compliance with all applicable federal, state, and local tax laws and regulations.
- d. Bills not budgeted may not be paid by the Treasurer until they have been authorized by the Board of Directors.
- e. The Treasurer shall be Chairperson of the Budget Committee.
- f. The Treasurer shall be one of two signers on Guild bank accounts.

ARTICLE VII. MEMBERSHIP MEETINGS

SECTION 1. Meetings shall be held at a designated time and place a minimum of one time each calendar year.

SECTION 2. Twelve (12) members shall constitute a quorum for the transaction of business. Any action at the membership meeting must be approved by a simple majority of members present and voting.

SECTION 3. The privilege of holding office, introducing motions, debating and voting shall be limited to members of the Guild whose dues are current.

SECTION 4. Modern technology (electronic media such as email) may be used by the President, with the approval of the Board, to meet requirements of notice and information distribution as required by these Bylaws.

ARTICLE VIII. STANDING AND SPECIAL COMMITTEES

SECTION 1. STANDING COMMITTEES

- a. Standing Committees are established to conduct continuing and unchanging tasks of the Guild; committee responsibilities are outlined in the Guild's Policy & Procedures document.
- b. The Standing Committees are:
 - 1. Membership/ Hospitality
 - 2. Publicity/Communication/Newsletter
 - 3. Exhibits/Shows/Sales/Judging
 - 4. Meetings/Programs/Workshops

ARTICLE VIII; SECTION 1. STANDING COMMITTEES continued:

- c. Standing Committee Chairperson shall be submitted by the Vice President to the Board of Directors.
- d. Standing Committee Chairpersons shall be elected for two (2) years. Committee Chairpersons may serve two (2) consecutive terms in the same Chairmanship with the approval of the Board. No person can chair two (2) Standing Committees simultaneously.

SECTION 2. SPECIAL COMMITTEES

- a. Special committees are created by the president or Board to accomplish seasonal, occasional or temporary tasks which further the interests and goals of the Guild.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall govern this Guild in all cases to which they are applicable and in which they are not in conflict with these Bylaws.

ARTICLE X. AMENDMENTS AND REVISIONS

SECTION 1. These bylaws may be amended by a two-thirds vote of the members, provided notice of the proposed amendment has been made available by separate post or electronic media to all members at least 30 days prior to a vote being called. At the discretion of the Board, a vote on bylaws amendment may be conducted by email balloting.

SECTION 2. A Special Committee may be appointed to review and submit a revised set of Bylaws only by a majority vote at a meeting of the Guild, or by a two-thirds vote of the Board of Directors.

- Version 2012, Revision 1: Accepted by Guild October 1, 2012.
- Version 2012, Revision 2: Accepted by Guild March 3, 2014.
- Version 2017, Revision 1: Accepted by Guild May 1, 2017.
- Version 2019, Revision 1: Accepted by Guild October 24, 2019.
- Version 2020, Revision 1: Accepted by Guild June 1, 2020.
- Version 2021, Revision 1: Accepted by Guild February 22, 2021.
- Version 2022, Revision 1: Accepted by Guild February 28, 2022.
- Version 2025, Revision 1: Accepted by Guild March 11, 2025