

**AMENDED AND RESTATED BYLAWS  
OF  
SOUTHWEST MISSOURI ART AND CRAFT GUILD**

**Article 1      Name and Offices**

1.1      Name. The name of the Association shall be Southwest Missouri Art and Craft Guild (the “Corporation”).

1.2      Principal Office. The principal office of the Corporation shall be located in the City of Springfield, Missouri. The Corporation may have such other offices as the Board (as defined herein) may designate or as the business of the Corporation may require from time to time.

1.3      Registered Office and Registered Agent. The registered office and registered agent of the Corporation required by statute to be maintained in the state of Missouri shall be as set forth in the Articles of Incorporation of the Corporation, and the address of such registered office shall be the same as that of the registered agent. The Board may change the registered office and appoint a new registered agent, as required by and in the manner provided by applicable provisions of law and these bylaws.

**Article 2      Purposes and Restrictions**

2.1      Purpose. The Corporation is a non-profit corporation organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(a) of the Code by reason of description in 501(c)(3) of the Code. The Corporation shall operate as a public charitable organization within the meaning of Section 509(a)(1) of the Code. The Corporation’s purpose shall include, but not be limited to the following:

a.      To be a supportive organization working with artists and craftspersons in their endeavor to create innovation and excellence in their chosen medium and their endeavor to earn a full or supplemental income from their creations;

b.      To facilitate the interchange of ideas, resources, information and constructive criticism relating to members’ chosen medium;

c.      To educate the public by providing opportunities to view and become acquainted with the art and craft of the members of the Corporation;

d.      To serve as an educational resource to students and educators to increase their skills and intellect in the creation of their work; and

e.      To be instrumental in the creation and maintenance of an environment that facilitates the social and fraternal interaction so important to artists and craftspeople.

2.2 Restrictions. No part of the net earnings of the Corporation or of its property shall inure to the benefit of any private individual or entity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or interfere (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall refrain from any activities not permitted to be carried on by a corporation exempted from federal income tax pursuant to Section 501(c)(3) of the Code.

### **Article 3      Members**

3.1 Qualification. Membership shall be open to any artist, craftsperson or other person interested in arts or crafts who aspires to fulfill the Purpose of the Corporation, regardless of the person's race, religion, sex, creed or place of residence.

3.2 Definition of Member. "Member" shall mean an individual, couple, family, or studio that meets the qualifications and fulfills the duties set forth in this Article 3.

3.3 Member's Duties. In order to remain a Member of the Corporation, each Member must:

a. *Annual Dues.* Pay annual dues in the amount of twenty dollars (\$20.00) upon joining the Corporation, and on an annual basis thereafter, which shall become due and payable upon the date of the Annual Meeting. Any Member joining the Corporation between January 1 and the Annual Meeting of the same year will not be required to pay additional annual dues for that same year. Student Members are eligible for discounted annual dues in the amount of ten dollars (\$10.00) per year, due and payable upon the same terms as non-student Members. "Student Members" are those individual Members who possess a valid and current student identification card issued by an institution of learning in which said student Member is enrolled, subject to approval by a member of the Board of Directors.

b. *Education.* Agree to be available to help educate the other Members when reasonably requested. Members understand that each person has specific talents and expertise that may be beneficial to the other Members of the Corporation as a whole, and agree to play the role of mentor and educator whenever possible. All criticism shall remain on a friendly and constructive basis. Members will respect the fact that some procedures and methods are proprietary to the artist and not available to the Member or the Corporation as a whole.

3.4 Failure to Fulfill Member's Duties. Any Member who, in the sole discretion of the Board, fails to fulfill the duties set forth in Article 3 may be removed as a Member by an affirmative vote of the Board. Prior to such removal, the Member shall be provided with a written notice setting forth the specific duties such Member has failed to uphold (a "Default Notice"). A Default Notice may be sent through any method of mail or electronically to the last known address shown in the corporate records. Upon receipt of a Default Notice, the Member shall be given thirty (30) days to cure such deficiency. If, in the sole discretion of the Board, the

Member has failed to cure such deficiency within the thirty (30) day period, such Member's membership in the Corporation shall be terminated immediately. Any Member who is removed in accordance with this Section 3.4 shall not be entitled to a refund of any portion of their Annual Dues.

3.5 Annual Meeting. The annual meeting of the Members shall be held during the month of June each year. Such annual meeting shall be for the purpose of electing the Board and for the transaction of such other business as may come before the meeting. At the annual meeting, the President and Treasurer of the Corporation shall report on the activities and financial condition of the Corporation.

3.6 Special Meetings. Special meetings of the Members may be called by the President, the Board, or a majority of the Members.

3.7 Place of Meeting. The place of the meetings of the Members shall be held at the location as may be specified by the Board.

3.8 Action Without Meeting. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if consents in writing, setting forth the action to be taken, shall be signed by at least eighty percent (80%) of the Members entitled to vote with respect to the subject matter thereto. Written notice of Member approval pursuant to such action shall be given to all Members who have not signed the written consent. The Secretary of the Corporation shall file consents with the minutes of the meeting of the Members of the Corporation.

3.9 Notice. Notice in the form of an e-mail to each Member shall be provided for all annual, regular or special meetings no fewer than ten (10) days or more than sixty (60) days prior to such meeting. Such notice may be accomplished by delivery of the Corporation's regular monthly newsletter in accordance to the foregoing timing requirements. For any special meeting, a description of the matter for which the meeting is called must be included with the notice. For any annual or regular meeting where an action which must be approved by the members is to be conducted, a description of the matter must be included with the written notice.

3.10 Voting. Each Member shall be entitled to one (1) vote for the election of the Directors and any additional items which may be submitted to vote of the Members in accordance with the terms of these Bylaws.

3.11 Quorum. Ten percent of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter.

3.12 Powers. All powers not reserved to the Members are delegated to the Board.

## **Article 4      Board of Directors**

4.1        Management. The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors (each a “Director” and collectively, the “Board”), consisting of not less than three (3) and no more than twenty-one (21) persons. Directors shall be elected by a majority vote of the Members. The number of Directors constituting the Board shall be as fixed from time to time by the Board.

4.2        Term and Election of Directors. The full term of the office of each Director shall be three (3) years, and to the extent practicable, taking into account increases or decreases in the number of Directors constituting the Board, one-third (1/3) of the Board shall be elected each year at the annual meeting of the Members. In the event of a change in the number of Directors, the resolution effectuating such change shall specify the years in which the terms of the Directorships thereby created shall first expire. Vacancies occurring in the Board, including vacancies due to an increase in the number of Directors may be filled by Directors then in office. Any Director may succeed himself or herself indefinitely.

4.3        Removal and Resignation. Any Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by the affirmative vote of the majority of the Members at a meeting of the Members at which a quorum of the Members is present; provided, however, that a Director may be removed by the Members only at a meeting called for the purpose of removing the Director, and the notice of such meeting shall state the purpose of the meeting is removal of the Director. Any such resignation or removal shall take effect at the time specified therein.

4.4        Annual Meetings. The annual meeting of the Board shall be held in the month of June each year, and shall immediately follow the annual meeting of the Members of the Corporation and shall be held for the purpose of electing new officers and transacting such other business as may come before the meeting.

4.5        Special Meetings. Special meetings of the Board may be called by or at the request of the President or by any two Directors.

4.6        Meetings. Meetings of the Board, regular or special, may be held at any place either within the State of Missouri, or from time to time by resolution of the Board or by unanimous written consent of the members thereof. Meetings of the Board shall be held upon such notice as provided herein. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

4.7        Participation Through Electronic Communication. Members of the Board may participate in a meeting of Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in any meeting in this manner shall constitute presence in person at the meeting.

4.8 Action Without Meeting. Any action which is required to be or may be taken at a meeting of the Board may be taken without a meeting if consents in writing, setting forth the actions so taken, are signed by all Directors. The consent shall have the same force and effect as the unanimous vote of a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meeting of the Board.

4.9 Notice. Any special meeting of the Board must be preceded by at least two (2) days' notice to each director of the date, time, place and purpose of the meeting.

4.10 Quorum. A majority of the whole Board shall constitute a quorum for the transaction of business at any meeting of the Board.

4.11 Committees. The Directors may by resolution adopted by a majority of the Directors in office establish one or more committees under such terms and with such powers as shall be specified in the resolution.

4.12 Compensation. No Director shall receive compensation for his or her services except that the Directors may receive reimbursement for expenses actually incurred by them as Directors.

## **Article 5      Officers**

5.1 Number and Election. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each selected from the body of Members. The Board may also elect an Assistant Secretary and Assistant Treasurer. All officers shall be elected at the Annual Meeting of the Board by a majority of those Board members present, including newly elected members, and said officers shall hold office at the pleasure of the Board until the next Annual Meeting and until their successor shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term.

5.2 President. The President shall be the chief officer of the Corporation. The President shall preside at all meetings of the Board and committees thereof, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, execute such contracts, deeds, bonds and other evidences of indebtedness, leases, and other documents as shall be required by the Corporation; and, in general, shall perform all such other duties, incident to the office of President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board.

5.3 Vice President. The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board.

5.4 Secretary. The Secretary shall record and preserve the minutes of the meetings of the Board and all committees of the Board, and shall be responsible for authenticating records of the Corporation, shall cause notices of all meetings of the Board of Directors and committees to be given to the members thereof, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board or by the President.

5.5 Treasurer. The Treasurer shall be responsible for all funds of the Corporation, shall direct that such funds be deposited in such bank or banks as the Board may from time to time determine, and shall make reports of such transactions that are presented promptly to the Board, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to his or her office and as the Board or the President may from time to time determine. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such a sum and such surety or sureties as the Board shall determine.

5.6 Removal and Resignation. Any officer may be removed, with or without cause, by the vote of a majority of the entire Board at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation or removal shall take effect at the time specified therein.

5.7 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Directors for the unexpired portion of the term.

## **Article 6 Indemnification**

6.1 Indemnification and Advancement of Expenses. Each person who is or was a Director or Officer of the Corporation, including their heirs, executors, administrators, or estates of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgement, fine, amount paid in settlement, cost and expenses, including attorney fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status as a Director or Officer of the Corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which he or she may be entitled under any other bylaws or agreement, vote of disinterested Directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different persons or classes of persons.

## **Article 7 Dissolution**

7.1 Dissolution. The dissolution of the Corporation shall require the affirmative vote of the majority of the Directors and a vote of two-thirds of the Members.

7.2 Winding Up. In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed to such organization or

organizations created and operated for nonprofit purposes similar to those of the Corporation as the Directors may determine, provided that any organization which receives such distribution of assets must qualify at the time of the distribution as an exempt organization under Section 501(c)(3) of the Code.

## **Article 8      Miscellaneous**

8.1      Fiscal Year. The fiscal year of the Corporation shall begin on June 1<sup>st</sup> and end on May 31<sup>st</sup> in each year.

8.2      Books and Records. The Corporation shall keep in its principal office original or duplicate books and records, including, but not limited to, the Corporation's Articles of Incorporation, these bylaws, a list of the names and addresses of current Officers and Directors, financial statements, and minutes of all proceedings of the Directors and committees. The books, accounts, and records of the Corporation may be inspected by any Director or Officer for any proper purpose at any reasonable time.

8.3      Contracts. The Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.4      Loans. Unless in the ordinary course of business, no loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Directors in accordance with the provisions of these bylaws. To the extent so authorized, any Officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and such loans and advances may make, execute and deliver promissory notes, bonds, or other evidence of indebtedness of the Corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation and to that end may endorse, assign and deliver the same.

8.5      Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of the Corporation shall be signed by either the Treasurer or the President, or in the President's absence by the Vice President or CFO or such Officer and in such a manner as shall be determined from time to time by resolution of the Directors in accordance with provisions of these bylaws.

## **Article 9      Amendments**

9.1      Amendments. These bylaws may be amended by a two-thirds vote of the Members.

## **Article 10    Corporate Seal**

10.1        Corporate Seal. The Directors may elect to adopt a corporate seal, which (if one is adopted) shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal” and “Missouri”.