

BYLAWS
OF
ARKANSAS SCULPTORS GUILD

Arkansas Sculptors Guild, an Arkansas Nonprofit Corporation (the “**Corporation**”), hereby adopts the following Bylaws pursuant to the Arkansas Nonprofit Corporation Act of 1993:

ARTICLE I.

Offices

The principal offices of the Corporation shall be located in Little Rock, Arkansas. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II.

Purpose and Objectives

Section 1. Purpose. The Corporation is organized exclusively for charitable, scientific, and educational purposes. Specifically, the Corporation is organized for the purpose of increasing and promoting the production, quality, appreciation and placement of works by Arkansas sculptors in residential, commercial and public spaces across Arkansas. The Corporations purpose is intended to meet the requirements of Internal Revenue Code § 501 (c)(3).

Section 2. Objectives. The Objectives of the Corporation shall include:

- A. To ensure that the term “Arkansas First” is applied in the creation of business opportunities for Arkansas sculptors and sculpture-related businesses by the public sector at local and state levels.
- B. To inform the public, media, local and state governments about the existing sculptors and production facilities within our state.

- C. To create a comprehensive database of ARSG sculptors and facilities that will be easily accessible by the general public, state and local agencies and that will serve as a resource to notify local artists about public art sculptural projects and jobs that are coming up for bids.
- D. To cooperate with schools and universities to improve the training available for sculptors in the state and to develop apprenticeship and mentoring programs with professional artists.
- E. To develop adequate venues for showing, marketing and appreciation of sculpture.
- F. To pursue any other objectives as approved by the Board of Directors and/or the membership.

ARTICLE III.

Membership

Section 1. Types of Membership. There shall be five types of memberships: (1) Basic (2) Student (3) Professional (4) Senior (5) Associate.

Section 2. Member Qualifications. Any person who is interested in sculptural art shall be eligible for membership upon submitting an application to the secretary or treasurer.

Section 3. Membership Application. The membership application will be reviewed by the membership committee and the member will be classified accordingly as one of the above types of members. Fees will be assessed accordingly. Basic, Professional, and Senior Memberships are reserved exclusively for sculptors who currently reside in Arkansas, or have resided in Arkansas in the past for at least one (1) year, and who can fulfill the required qualifications including a body of work in permanent media, deemed of acceptable quality to the committee. If someone is not accepted in one of these three categories, they will be eligible to be associate members. Student

memberships are limited to people currently enrolled as art students in a recognized higher education program.

Section 4. Annual Membership Dues.

- a. Dues shall be paid by January 31st of each year or be subject to a late fee. The amount of membership dues are subject to change annually. Dues shall be paid to the Treasurer and shall be mailed to the Corporation's head office or as directed by the Board.
- b. New members joining after July 1st shall be eligible for a half-membership fee reduction.
- c. All members who participate in the organization 25 years or more shall be entitled to a half-membership fee reduction.

Section 5. Effective Date. Membership shall not be effective until the Treasurer has received the current year's annual membership dues. Upon payment of the annual membership dues, each member will receive a membership card showing that they are in good standing with the Arkansas Sculptors Guild.

Section 6. Member Benefits. All Members shall be entitled to receive periodic email newsletters. All Basic and Senior Members shall be entitled to one (1) listing and one (1) gallery image in the website portfolio. Professional Members shall be entitled to a separate listing as Professional Members and five (5) gallery images. In addition, Professional Members shall be entitled to have a link to their website.

Section 7. Member Voting Rights. Only Professional Members, Basic Members, and Senior members shall be entitled to vote at all regular, annual or special meetings. Other Members may attend the meetings as observers and will be eligible to hold elected office, but they will have

no voice or vote. Professional Members' votes will count as two (2) votes each, Basic Members and Senior Members' votes will count as one (1) vote each.

ARTICLE IV

Meetings

Section 1. Annual Meeting. The annual meeting of the Members shall be held on a date designated by the Board of Directors during the last two (2) months of the Corporation's fiscal year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as may be convenient.

At the annual meeting, the President shall present an annual report; complete with total amount of funds owned, how were they acquired, and how they were invested. This report shall also include the names and addresses of all persons admitted into membership during that year. A majority vote shall approve the report which must then be signed by the President. The annual report shall be filed by the Secretary for future references.

Section 2. Regular Meetings. In addition to the annual meeting, there shall not be other members meetings unless a special meeting is called.

Section 3. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors at the request of the holders of not less than one-tenth of all the outstanding eligible votes of the Corporation present at the meeting, or by proxy as set forth below.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Arkansas, as the place of meeting for any annual meeting or for any regular or special meeting called by the Board of Directors.

Section 5. Notice of Meeting. The Members shall receive an annual calendar with marked dates. Dates are subject to change; notifications with changes shall be sent to all Members. Additionally, except to the extent that applicable law requires otherwise, written or printed notice stating the place, day and hour of the meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally, mail, email, or at the direction of the President or Secretary, or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at his address as it appears on the books of the Corporation, with postage prepaid thereon.

Section 6. Closing of Membership List or Fixing of Record Date. For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order make a determination of Members for any other proper purpose, the Board of Directors of the Corporation may provide that the Membership List shall be closed for the purpose of determining Members entitled to notice of or to vote at a meeting of Members, such Membership List shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the Membership List, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty days and, in case of a meeting of Members, not less than ten days prior to the date on which the particular action, requiring

such determination of Members, is to be taken. If the Membership List is not closed and no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which the resolution of the Board of Directors declaring such meeting is adopted, as the case may be, shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof except when the determination has been made through the closing of the Membership List and the stated period of closing has expired.

Section 7. Voting Lists. The officer or agent having charge of the Membership List of the Corporation shall make, at least ten days before each meeting of Members, a complete list of the Members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of a meeting and shall be subject to the inspection of any Member during the whole time of the meeting. The original Membership List shall be prima facie evidence as to who are the Members entitled to examine such list or transfer book or to vote any meeting of the Members.

Section 8. Quorum. A majority of the outstanding eligible votes of the Corporation, represented in person or by proxy, shall constitute a quorum at a meeting of the Members. If less than a majority of the outstanding eligible votes are represented at a meeting, a majority of the eligible votes so represented may adjourn the meeting from time to time without further notice. At such

adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough to leave less than a quorum.

Section 9. Proxies. At all meetings of Members, a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Voting by Members. Each outstanding eligible vote shall be entitled to vote upon each matter submitted to a vote of a meeting of Members and votes shall be counted as set forth in Article III, Section 7 of these By-Laws.

Section 11. Informal Action by Members. Any action required to be taken at a meeting of the Members, or any other action which may be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE V

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualification. The initial number of Directors of the Corporation shall be seven (7) and the Corporation shall continue to have seven (7) Directors until a change in the number of Directors is approved by an affirmative vote by a majority of the votes of

the Corporation at any special or annual meeting of the Members of the Corporation. The Board of Directors shall consist of the four (4) Officers of the Corporation and three (3) at-large directors.

The initial Board of Directors shall be appointed by the Incorporator and shall remain on the Board for at least one (1) full fiscal year. At any such Members meeting, the number of Directors constituting the Board of Directors may be changed. Each Director, unless otherwise removed, shall hold office until the next annual meeting of Members and until his successor shall have been elected and qualified. Directors need not be residents of the State of Arkansas or Members of the Corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the annual meeting of the Members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Arkansas, for the holding of additional regular meetings without other notice than such resolution. Any Board of Directors meeting may also be held through use of a telephone conference. All members may attend any meeting of the Board of Directors as observers only by advising the Secretary in writing (including email) at least 24 hours prior to the meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Arkansas, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least two days previously thereto by written notice delivered personally or mailed to each Director at his business address, or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States

mail so addressed, with postage thereon prepaid. Any Director may waive notice of meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Compensation. By resolution of the Board of Directors, the Directors may be paid their reasonable expenses, if any, of attendance at each meeting of the Board of Directors. Any compensation paid to any Director shall comply the Internal Revenue Code requirements for the Corporation having exempt status pursuant to Internal Revenue Code § 501 (c)(3).

Section 9. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the

Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VI

Officers

Section 1. Number. The officers of the Corporation shall include a President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. An individual may only hold one office at a time.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Members. If the election of officers shall not be held at such meeting, each election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed or in the manner hereinafter provided.

Section 3. President. The President shall be a Board member and serve as the Chairman of the Board of Directors. The President shall preside over the Board meetings, Member meetings and day-to-day functions of the Corporation.

Section 4. Vice-President. The Vice-President shall be a Board member and shall collaborate with the President in order carry out the necessary duties to run the Corporation. In the

event of the President's absence, the Vice-President shall preside over meetings and partake duties as long as necessary.

Section 5. Secretary. The Secretary shall be a Board member and shall: (a) keep the minutes of the Members' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under seal is duly authorized; (d) keep a register of the post office address and email address of each Member which shall be furnished to the Secretary by such Member; and (e) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6. The Treasurer. The Treasurer shall be a Board member. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 8. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII

Committees

Section 1. Creation. The Board may create committees as needed, such as fundraising, member recruitment, etc. The Board Chair appoints all committee chairs, unless otherwise provided in these By-Laws.

Section 2. Members. The Officers of the Corporation shall serve as members of the Executive Committee. Additionally, the Board of Directors shall elect one (1) at-large member of the Executive Committee so there is a total of five (5) members on the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3. Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any

major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

The Finance Committee shall also examine the annual report and act as auditors of the Corporations books.

Section 4. Membership Committee. The Secretary is chair of the Membership Committee, which shall also consist of two at-large members to be elected by the Board. The Membership Committee shall be responsible for recruiting, organizing, and maintaining Membership in the Corporation, and any other duties as determined by the Board.

ARTICLE VIII

Elections

Section 1. Elections Held. Elections shall be held annually on the second Saturday of the month of November.

Section 2. Nominations. All Members shall be eligible for Nominations. Any Member, is allowed to provide propaganda to all other Members during the allotted election period.

Section 3. Notice. A notice of election shall be announced to all Members at least two (2) months in advance. Election information shall be provided to all Members in written form. An Election Committee shall be assigned to carry out all necessary procedures for the election.

Section 4. Approval of Nomination. Nominations should be received by the Election Committee two months prior to elections are held. A two-thirds vote of the Committee shall approve

the nominees. No more than three members shall be nominated for the same position. Nomination forms will be mailed to all Members.

Section 5. Ballots. Ballots with the names of elected nominees shall then be provided to all Members in the monthly newsletter, at least one (1) month prior to the elections. The ballots will be deposited in a box during the election period. The votes will be counted at the meeting on the assigned date by the elections committee head chairperson in the presence of all attending Members.

Section 6. Beginning of Term. All Directors' or other elected persons' terms shall begin at the close of the meeting at which they are elected, and terminate at the close of the meeting at which their successors are elected.

ARTICLE IX.

Fiscal Year

The fiscal year of the Corporation shall be designated by a resolution of the Board of Directors.

ARTICLE X.

Waiver of Notice

Whenever any notice is required to be given to any Member or Director of the Corporation under the provisions of these bylaws or under the provisions of the Arkansas Nonprofit Corporation Act of 1993, a waiver thereof in writing, signed by a person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI.

Amendments

These bylaws may be altered, amended or repeated and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors, or by the Members at any regular or special meeting.

CERTIFICATION OF ADOPTION

The foregoing Bylaws of the Corporation have been duly adopted this _____ day of _____, 2006, by action of the Board of Directors of the Corporation pursuant to the laws of this State.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of the Corporation on such date.

Secretary

APPROVED:

Chairman