

**Cayce Arts Guild (CAG)  
Draft By-Laws  
Approved by Membership 8/28/2018**

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**ARTICLE I. DEFINITION AND MEMBERSHIP**

**SECTION 1. Name.**

The name of this organization shall be the Cayce Arts Guild, an incorporated, non-profit organization, hereafter referred to and abbreviated as CAG.

**SECTION 2. Purpose.**

1. This corporation is organized exclusively for charitable and educational purposes.

2. The general purpose of CAG shall be to encourage and stimulate the practice and appreciation of the creative arts among the people living in the midlands of the State of South Carolina. The term “creative arts” includes visual, musical, and performing arts.
3. Specifically, CAG shall strive to generate a vibrant arts district centered in Cayce for citizens to learn about, participate in, and enjoy art; stimulate interest in the creative arts by promoting and developing programs and projects that are of educational value; present quality art learning experiences, performances, exhibits, and sales to the community it serves; and assist or encourage local efforts which enable citizens of the midlands to create their own art.

### **SECTION 3. Members.**

1. Active Members
  - a. Any person, 18 years or over, who supports the purpose of CAG may be a member of CAG without regard to race, social status, creed, disability, or religion.
2. Other Members
  - a. The board shall have the authority to establish and define non-voting categories of membership.
3. Dues and Fees
  - a. The dues and fees required to cover the costs of the operations of CAG shall be recommended by the Board and approved by a voting majority of members attending the annual meeting. Dues are payable January first and are non-refundable. Dues of a new member accepted after October first shall cover membership through the next fiscal year and become effective immediately.

## **ARTICLE II. ORGANIZATIONAL STRUCTURE**

### **SECTION 1. Executive Board.**

1. The number of officers shall be fixed by the Board but shall consist of no fewer than three (3) including the president, vice president, and secretary/treasurer. The secretary and treasurer positions may be separated.
2. These officers shall be elected by the general membership.
3. Committees may be formed by the president as necessary for the work of CAG. Chairpersons of permanent committees may be voting Board members, as determined by the Board.
4. Officers must agree to the Conflict of Interest Policy set by the Board.

5. A mayoral appointment for the City of Cayce may serve as an ex-officio member of the Board. This member shall not be required to pay membership dues.
6. Elected Board members shall serve one-year terms. No member shall hold more than one office at a time after membership numbers are sufficient to fill all positions. No officer shall be eligible to serve more than two consecutive terms in the same office except where the officer agrees to serve additional one-year terms as recommended by the Nominating Committee and voted by the membership.
7. In the event of a vacancy on the Board, the remaining members of the Board shall elect a temporary officer to serve until a special election may be held to fill the vacancy. If a permanent officer is not elected within sixty (60) days after the vacancy occurs, the temporary officer shall become permanent for the remainder of the unexpired term.
8. The Board of Directors may hire staff to perform duties as prescribed by the Board and who shall serve at the will of the Board.

## **SECTION 2. Board Members and Duties.**

1. The president shall preside at Board and membership meetings, and shall, with the Board, plan for and carry out the organization's mission. The president shall be an ex-officio member of all committees, except the Nominating Committee.
2. The vice president shall act as the presiding officer if the president should vacate the chair or be absent.
3. The secretary shall keep the minutes of Board and membership meetings and serve notice of all meetings.
4. The treasurer shall be responsible for funds paid to CAG, keep records of all financial transactions, and handle disbursements. Checks shall bear the signature of the treasurer or another representative of the Board as designated by the president. The treasurer shall provide a monthly report to the Board members and annual financial report to the membership. The treasurer will prepare and file required federal and state documents.
5. At least thirty (30) days before the annual meeting, a Nominating Committee of at least three (3) members shall be appointed by the Board. The Nominating Committee shall nominate one (1) candidate for each office to be filled. Acceptance by candidates must be obtained before presentation. Before elections, nominations from the floor shall be permitted.

6. Parliamentary procedure will be according to *Robert's Rules of Order, Newly Revised*.

## **ARTICLE III. MEETINGS AND QUORUMS**

### **SECTION 1. Board Meetings.**

Board meetings shall be held at the discretion of the Board or may be called by the president as is required to conduct the business of CAG. CAG members are welcome at Board meetings for discussion and comment, but they will have no vote.

### **SECTION 2. Annual Meeting**

There shall be an annual meeting of the membership as scheduled by the president for the purpose of election of officers and for the transaction of such other business as may be identified by the Board.

### **SECTION 3. General Meetings**

The Board shall schedule general meetings and schedule additional meetings or social functions.

### **SECTION 4. Quorum**

The quorum for Board meetings shall be three (3) members. The quorum for the general meetings shall be the members present, if the members have been duly notified.

### **SECTION 5. Assets Dissolution**

Upon dissolution of CAG, its assets will be turned over to a non-profit organization with a mission to advance the appreciation of the arts as determined by the Board.

### **SECTION 6. Restrictions on Use of Income**

No part of the earnings of the association shall inure to the benefit of, or to be distributable to: its members, officers, or other private persons, except that the association shall be authorized and empowered to pay the reasonable compensation for services rendered and to reimburse ordinary and necessary expenses incurred in the fulfillment of functions of CAG. No substantial part of the activities of the corporation

shall be carried on propaganda or otherwise attempting to influence legislation. CAG 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, CAG shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)3 of the Internal Revenue Code of 1954 D (or the corresponding provisions of any future United States Internal Revenue Law).

## **ARTICLE VIII. AMENDMENTS**

### **Section 1. Amendments at Regular Meeting**

These By-Laws may be amended at any regular meeting of CAG by a majority vote of the members present provided that written notice of the amendment has been distributed to the membership at least two weeks prior to the meeting.

### **Section 2. Amendments Effective**

In the event of favorable action upon a proposed amendment, it will become effective immediately.