

# BY-LAWS OF THE TWENTYNINE PALMS ARTISTS' GUILD

## A NON-PROFIT CORPORATION

### ARTICLE I – MEMBERSHIP

Section 1. Any person, whether Artist, Student, or Layman, of good reputation and standing, shall be eligible for membership in the Twentynine Palms Artists' Guild. The number of members shall not be limited. The Twentynine Palms Artists' Guild is an all-volunteer Guild.

Section 2. There shall be seven categories of membership in the Guild, namely, Individual, Family, Senior, Student, Life, Honorary and Business. Dues shall be reviewed and determined annually by the Board of Directors. The qualifications and voting rights and other privileges of members, according to their respective categories, shall be as hereinafter set forth.

(1) Individual – An individual shall be considered anyone who has the right to vote and to hold office.

(2) Couple/Family – Any two members of a family living under the same roof, with two voting privileges, and the right of each to hold office.

(3) Senior – Individuals over the age of 65 with the right to vote and to hold office.

(4) Student – Individuals below the age of 18, attending school or home schooled, with the right to vote but not to hold office until the age of majority.

(5) Friends/Patrons – An individual with an elevated support of the Guild who has the right to vote and to hold office.

(6) Life – A Life member shall have voting privileges and the right to hold office. Membership is for one person. No other dues, annual or otherwise, shall be required of a Life member.

(7) Honorary – May be awarded by the Board of Directors to any person who makes an outstanding contribution to the Guild and/or Gallery or who has performed an outstanding service to the Guild and/or Gallery. Honorary members shall not be required to pay dues, nor shall they have the right to hold office or vote but may have the privilege of the floor at meetings of the membership.

(8) Business – The payment of dues established by the Board of Directors is a sign of support only. A Business shall not have voting privileges, the right to hold office or any special consideration from the Guild, other than an acknowledgement of a donation of aid or services.

All memberships, except Life, are valid for one to two year(s) according to the membership dues paid.

Section 3. Any person, to become a member of the Guild, shall make an application in the category desired, except in the case of Honorary membership, which shall always be conferred but never applied for. Applications may be made verbally or in writing and shall be accompanied by the amount of the requisite dues for one year. Applications may be accepted or rejected by the Board of Directors by a majority vote. However, nothing in this paragraph shall prevent the Membership Chairman from issuing a membership card at the time dues are tendered, unless there shall be good reason to believe that issuance of such membership card should be deferred until the member can be presented to the Board of Directors.

Section 4. Memberships shall not be transferable by operation of law or otherwise. A member may resign by submitting a written resignation to the Board of Directors, or by failure to pay dues. A member may be expelled, for cause, by vote of the Board of Directors.

Section 5. No member shall be in good standing *whose membership has expired through non-payment of dues by the member's expiration date.* Notice by *email* will be considered "Notice in writing" *for pending expiration dates.* Such notices shall be directed to *said* member at the *email address* furnished by him/her. *Renewal reminders are sent by email 30 and 14 days prior to expiration. All members are encouraged to access our website anytime at [www.29palmsartgallery.com](http://www.29palmsartgallery.com) for their individual membership information.* No member shall be entitled to vote at the April Annual Meeting of the Guild unless his/her membership dues are paid in full by 1 March. Membership dues are payable in advance annually on the anniversary date of their becoming a member or renewing.

Section 6. Voting by proxy shall not be allowed.

## ARTICLE II – MEMBER MEETINGS

Section 1. All meetings of members shall be held at the principal office of the Guild in the Twentynine Palms Art Gallery, or elsewhere within the Twentynine Palms area, State of California, as may be designated by the Board of Directors. Or, by electronic means as may be deemed necessary by the Board of Directors.

Section 2. One annual meeting of the members shall be held in April, the date to be set by the Board of Directors. At the annual meeting, members entitled to vote shall elect a Board of Directors. No ballots will be accepted once the ballot counters have convened. Officers and committees shall present annual reports to the membership and any other business as may be properly brought before such a meeting.

Section 3. Notice of the annual meeting shall be placed in the United States mail, no less than twenty-eight (28) days prior to the date of such meeting; and notices of all other general membership meetings shall be placed in the United States mail no less than fourteen (14) days prior to the date thereof. Notice may be made by postcard, letter, email, or Guild Newsletter.

Special meetings of members may be held at any time upon call of the President, or upon the written request of five (5) or more members entitled to vote and in good standing. Notice of any meeting of members shall specify the place, the day and hour of meetings, and in the case of Special Meetings, the specific nature of the business to be transacted.

Section 4. An entry in the minutes of a meeting to the effect that notice thereof has been duly given in the form and manner provided by the By-Laws of the Guild shall be conclusive evidence that due notice of such meeting was given to all members entitled thereto.

Section 5. At any regular Annual or Special Meeting, a quorum shall consist of ten (10) percent of the members entitled to vote.

Section 6. Nominations for Board members shall be made by an election committee as is provided in these By-Laws, Article V, Section 1. Voting shall be by ballot. The candidates receiving the most votes shall be elected to fill all open seats. Cumulative voting and voting

by proxy shall not be allowed.

Section 7. Prior to the May joint board meeting, the newly elected Board shall elect officers for the coming year. The newly elected Board will assume official duties on June 1.

### ARTICLE III – DIRECTORS – MANAGEMENT

Section 1. The corporate powers, business, and affairs of the Guild shall be exercised, conducted and controlled by the elected volunteer Board of no less than nine (9) and no more than eleven (11) Directors. A Majority of Board members should be residents of the Morongo Basin. Board members may be residents outside of Twentynine Palms, provided they will attend the regular Board meetings.

The Board shall serve from June 1 to May 31. The May and June regular Board meetings shall be attended by both the New Board and the retiring Board to facilitate a smooth transition and allow the retiring Board to complete its scheduled projects for the year. The May Board meeting will be conducted by the outgoing Board. The June Board meeting will be conducted by the newly elected Board. The outgoing board of directors shall prepare and present a draft budget for adoption by the incoming board at its first meeting each year.

Section 2. Each Board Member shall be elected for a two (2) year term and shall be limited to serving no more than two (2) consecutive terms. One half of the Board shall be elected in alternate years in order to maintain continuity on the Board. After two or more year's hiatus, said Board Member may run again for election to the Board. No person shall be elected a Board Member unless he/she shall be a member in good standing of the Guild. If a Board Member shall cease to be a member, he/she shall cease to be a Board Member, but no act of the Guild or its officers shall be invalidated by reason thereof.

Section 3. The Board of Directors shall have power:

- (a) To set the dues schedule, to accept applications for membership in the Guild, to act upon resignations of members, and to expel members, subject to provisions in these By-Laws elsewhere set forth;
- (b) To have general charge and supervision of the property of the Guild, including its repair and maintenance and payment of general operating expenses, including supplies, cost of repairs, taxes, insurance, assessments, and other expenses necessarily incurred in connection therewith;
- (c) To incur general obligations for and on behalf of the Guild, to meet necessary general operating expenses and improvements. They may set a monetary ceiling on Gift Shop inventory and establish a limit on annual buying of stock determined by the amount of inventory on hand and the amount of sales of the previous year to keep inventory within the insurance coverage, exceptions being special orders or to replenish requested items during the year. They shall not incur other obligations for any other purpose unless at an annual or special meetings of the members. Such obligations shall be approved by a majority vote of the voting members in good standing present and after due notice of the incurring of such proposed obligation shall have been given to all members of the Guild entitled to vote;
- (d) To encumber or sell the real property of the Guild, and to authorize the execution of necessary deeds, mortgages, deeds of trust, and other documents in connection with such encumbering or sale. However, no such encumbrance or sale shall be

made until the same has been submitted in writing to the members sixty (60) days prior to a special meeting which shall be called for voting on same. Voting may be made at a special meeting or by mail, with three-fourths of the voting members in good standing required for approval;

- (e) To employ and discharge such persons, on a one-time, or as-needed, basis as may be required in the proper maintenance and operation of the Gallery and other property of the Guild;
- (f) To employ a necessary staff person, or persons, to facilitate the day-to-day operations of the Guild and Gallery;
- (g) To make rules and regulations as may be convenient and necessary from time to time to govern art exhibitions held under the auspices of the Guild, and to appoint such juries of admissions, juries of awards, and other juries in connection with such exhibitions as may be convenient and necessary, specifying the number of members of such juries and their duties, powers, and functions. Recommendations to the Board of Directors as to such rules and regulations may be made at any meeting by a general member;
- (h) To maintain Exhibition Rules with an appointed committee to enforce such Exhibition Rules. Exhibition Rules are to be amended or revised by a vote of a majority of a quorum of Board Members during a board meeting;
- (i) To fill any vacancy, however occurring, among the officers or directors of the Guild.

Section 4. Regular meetings of the Board of Directors shall be held, without notice, once each month, the day and hour to be fixed from time to time by said Board. Any regular monthly meeting may be postponed to another day during the same calendar month or to another hour of the regular meeting day by consent, verbal or otherwise, of a majority of the members of the Board.

Section 5. Special meetings of the Board of Directors may be called at any time, and for any purpose, by the President, or by five (5) or more of the Directors.

Section 6. Written notice of special meetings of the Board of Directors, stating the day, hour and place, and in general terms the purpose thereof, shall be mailed, emailed, or personally delivered, or telephoned, so as to reach each Board member not later than the day before such special meeting. Fifty percent of the Directors currently serving on the Board shall constitute a quorum for the transaction of business at any meeting. Every act completed or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present is regarded as the act of the Board.

Section 7. Any officer may resign at any time by giving written notice to the Board. Any resignation may take effect on the date of the receipt of that notice or at any later date specified in that notice. The acceptance of the resignation is not necessary to make it effective.

Section 8. Any officer may be removed, with or without cause, by the Board at any regular or special meeting of the Board. The absence of any Director from three consecutive regular Board meetings without being excused by the President will be grounds for removal.

Section 9. Any vacancy occurring on the Board of Directors shall be filled by a vote of no less than seven (7) of the remaining Board members. Any Board member so selected to fill such vacancy shall hold office for the unexpired term of his/her predecessor, and until his/her

successor shall have been elected and qualified. If less than seven (7) Board members remain, the vacancies shall be filled by a General Election from the membership.

Section 10. Each Board member shall register his/her address, email address, and phone number with the Secretary, and notices of meetings mailed or emailed to such address shall be valid notice thereof.

Section 11. No member of the board of directors shall receive any salary or compensation for their services as director. No board member shall receive any service or benefit not provided to the general membership. Members may receive reimbursement for out-of-pocket expenses, up to limits set by the Board, incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

Section 12. The purpose of the Guild's policy on Conflicts of Interest and Disclosure of Certain Interests is to protect the welfare of the Guild when the Guild is contemplating entering into a transaction or arrangement that might benefit the private interest of Directors, Officers, employees, or volunteers of the Guild.

#### ARTICLE IV – OFFICERS

Section 1. The Officers of the Guild shall be: President, Vice-President, Secretary, and Treasurer.

Section 2. No person shall be elected an officer of the Guild unless he/she shall have been a member thereof, in good standing, for not less than one (1) year prior to the date of his/her election, and shall also have been a bona fide resident of Twentynine Palms, or the nearby communities of the Morongo Basin, for not less than one (1) year prior to the date of his/her election. If an officer shall cease to be a member of the Guild, he/she shall cease to be an officer, but no act of the Guild shall be invalidated by reason thereof.

Section 3. The four officers shall be elected annually. The offices of President and Vice-President may be held for no more than three (3) consecutive years. The offices of Secretary and Treasurer may be held for four (4) consecutive years unless it would carry either officer past the four-year Board term limit. All Board members have a 2-term limit. After two (2) years off the Board, a member may be reelected to the Board under the same term restrictions.

Section 4. The President shall preside at all meetings of the members and of the Board of Directors. He/she shall be ex-officio a member of all committees, except the Election Committee, and perform such other duties incident to the office of President, subject to the control of the Board of Directors.

In the event of a situation that requires an immediate Board decision, the President may initiate a phone or email poll of the Board of Directors. The question shall require a vote of no less than six (6) to pass and shall be noted in the minutes of the next regular Board meeting.

The President shall compile, or designate a person to compile, a periodic Guild Newsletter to be sent to members according to a timetable agreed upon by a two-thirds vote of the Board of Directors.

Section 5. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. In the absence of the President, the Vice-President shall not be an ex-officio member of any committee.

Section 6. The Secretary shall keep full minutes of all meetings of the members and of the Board of Directors; shall attend to correspondence of the Guild and keep such other records as may be required. He/she shall be custodian of all records as may be required, and of the Corporate Seal thereof, and, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors. The duties may be divided between a Recording Secretary and a Corresponding Secretary, in accordance with the direction of the Board.

Section 7. The Treasurer shall receive and keep all the funds of the Corporation, depositing them in such bank or banks as may be designated by the Board of Directors, and pay them out by check of the Guild, signed in the manner authorized by the Board of Directors, or by other means including online or phone payments, as approved by the Board of Directors. He/she shall present a financial statement at all meetings of the members and of the Board of Directors. He/she shall keep full and complete records of all receipts, expenditures and other financial transactions, and submit the same for audit whenever so required by the Board, or by a meeting of the members. He/she shall in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer may be required to furnish a bond in such amount as the Board may require, the cost of such bond to be paid by the Guild.

Section 8. Each officer shall submit a report in writing to the Annual meeting of the members held in April.

Section 9. If any office shall become vacant by death, resignation, or otherwise, it shall be filled by the Board of Directors as elsewhere in these By-Laws provided.

## ARTICLE V – COMMITTEES

Section 1. The Election Committee shall be elected by the Board of Directors and shall consist of three (3) members, preferably one (1) of whom shall be an artist and the other members, all in good standing. Said Committee shall be elected in October and serve until the election. No member of this Committee may serve for more than two (2) consecutive years.

The Election Committee shall compile a slate of no less than the number of open seats. The board shall consist of at least three (3) artists. The slate shall be announced at a Special Meeting of the Membership at least twenty-nine (29) days prior to the April Annual Meeting and held for that purpose only. During the Special Meeting, following the Committee's presentation of its slate, the Guild will accept nominations from the floor to be placed on the ballot under "Nominations from the Floor" provided that the Nominee has consented to serve. There shall be space on the ballot for write-in votes. Ballots are to be mailed to the membership not less than twenty-eight (28) days prior to the April Annual Meeting.

In order to ascertain the validity of the voter, ballots are to be returned as follows:

- Prepare a return mailing envelope with voter's name and address as the return address.
- Place completed ballot in the enclosed envelope labeled BALLOT (refer to as the ballot envelope) and seal.

- Place the ballot envelope inside the return mailing envelope. Mail to or drop off at 29 Palms Art Gallery by the annual meeting.
- Envelopes returned to the Guild without a return address will not be counted.

On receipt the return mailing envelopes shall be placed UNOPENED into the locked ballot box. Returned mailing envelopes without voter name and address shall also be placed into the locked ballot box. Note: Any return mailing envelope without voter name and address will not be counted.

The Election Committee shall appoint three (3) ballot counters who are Guild Members in good standing, but not on the ballot as a candidate or a current board member.

During the annual meeting as per the agenda, the ballot counters shall return to a private room. One member of the Election Committee shall accompany ballot counters to explain the procedure, then immediately return to the open meeting.

When counting is completed, counters will return to the open meeting and present the President with the results to be announced and recorded.

Section 2. The President, with the advice and consent of the Board of Directors, shall appoint the following committees, either as standing committees or pro-tem: Administration (Office), Curatorial/Exhibitions, Education, Development, Marketing/Communications, Operations (Building & Grounds), Finance/Business/Legal, Governance, Human Resources (Docents & Volunteers), Events/Hospitality, and Gift Shop, or such other committees as are deemed necessary. Each committee shall have three (3) or more members, if feasible, to be selected preferably from the General Membership, and shall continue in existence at the pleasure of the Board of Directors, and subject to its control. Board members may serve on any committee or committees. Other positions to be appointed but require only one or two persons are: Membership, Office Manager, Publicity, and Docent Chairman. Board members may serve in any of the positions which will also be subject to the control of the Board of Directors.

## ARTICLE VI – CORPORATE RECORDS AND REPORTS – Inspection

Section 1. There shall be maintained by the Officers and the appointed Office Manager adequate and correct accounts, books and records of the business and properties of the Guild. Such records shall be kept at its principal place of business in the 29 Palms Art Gallery and shall be open for inspection at all times with an Officer of the Guild or the Office Manager present, by special prearrangement.

## ARTICLE VII – SEAL

Section 1. The Board of Directors shall provide a suitable seal for this Guild, which shall be circular in form, which shall have inscribed thereon the name of this Corporation, the date of its incorporation, and the word “California.”

## ARTICLE VIII – AMENDMENTS

Section 1. These By-Laws may be amended, repealed, or new By-Laws adopted by a two-thirds vote of the members present and entitled to vote at any annual or special meeting of members. A notice containing the proposed amendments, in full, will be sent to the membership twenty-eight (28) days prior to the scheduled meeting. At the scheduled annual or

special meeting, the proposed amendments will be read, in full, prior to the vote.

Section 2. Whenever any amendment or new By-Law is adopted, it must be copied in the book of By-Laws with the original By-Laws, and immediately after them. If any By-Law is repealed, the fact of repeal, with the date of the meeting at which the repeal was enacted, or written assent was filed, must be stated in said book.

## ARTICLE IX – MISCELLANEOUS

Section 1. If any section, sub-section, sentence, clause, or phrase of these By-Laws, or any amendment or addition thereto are, or are held to be, contrary to law, and null and void, such portions of the said By-Laws, or amendments or additions thereto, as are, or are declared, null and void, shall be, and shall be deemed separable from the remaining portions of the said By-Laws, amendments and additions thereto, and such fact or decision shall in no way affect the validity of the said remaining portions. The members and directors of the Guild do, by their adoption of these By-Laws, and the amendments and additions thereto, thereby declare that they would have adopted the same, and each section, sub-section, sentence, clause and phrase thereof, irrespective of the fact that any one or more other sections, sub-sections, sentences, clauses or phrases were, or were declared, contrary to law and null and void.

Section 2. Whenever or wherever in these By-Laws, or in any amendments or additions thereto, or in the Articles of Incorporation, or any amendments thereto, or in the minutes of any meeting, or in the written assent of the members or the Board of Directors, or in any written contracts or other documents entered into or executed, or in any rules or regulations prescribed by the officers, Board of Directors, or any meeting of members, the words “Guild” or “Corporation” are used, the same shall be, and shall be deemed synonymous and to refer to, and they shall be held to mean the Twentynine Palms Artists’ Guild, a non-profit corporation, incorporated and organized under and by virtue of the laws of the State of California.

Section 3. Whenever or wherever the context so required in these By-Laws, or in any amendments or additions thereto, or in the Articles of Incorporation, or any amendments thereto, or in the minutes of any meeting, or in the written assent of the members or the Board of Directors, or in any written contracts or other documents entered into or executed, or in any rules or regulations prescribed by the Officers, Board of Directors, or any meeting of the members, the masculine gender shall include the feminine.

Section 4. The fiscal year of the Guild shall begin on the first day of April of any one year and end on the last day of March of the next year.

Section 5. The principal office for the transaction of the business of the Guild shall be in the 29 Palms Art Gallery, wherever it may be located in Twentynine Palms, County of San Bernardino, State of California.

Section 6. Roberts Rules of Order shall govern all questions of parliamentary procedures at all meetings of members and of the Board of Directors.

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I, the undersigned Secretary of the Twentynine Palms Artists' Guild, do hereby certify that the foregoing By-Laws of the Twentynine Palms Artists' Guild, a non-profit corporation, were amended and adopted at a Special General Meeting of the Guild December 5, 1998, and that foregoing By-Laws are official Copy thereof.

WITNESS my hand and the corporate seal of the Guild this 5th day of December, 1998, at Twentynine Palms, California.

MARY W. ROBBINS, SECRETARY

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I, the undersigned Secretary of the Twentynine Palms Artists' Guild, do hereby certify that the foregoing By-Laws of the Twentynine Palms Artists' Guild, a non-profit corporation, were amended and adopted at a Special General Meeting of the Guild September 20, 2014, and that foregoing By-Laws are official Copy thereof.

WITNESS my hand and the corporate seal of the Guild this 20th day of September 2014, at Twentynine Palms, California.

VICKIE WAITE, SECRETARY

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I, the undersigned Secretary of the Twentynine Palms Artists' Guild, do hereby certify that the foregoing By-Laws of the Twentynine Palms Artists' Guild, a non-profit corporation, were amended and adopted at the Annual Meeting of the Guild April 30, 2016, and that the foregoing By-Laws are an official Copy thereof.

WITNESS my hand and the corporate seal of the Guild this 30th day of April 2016, at Twentynine Palms, California.

HEATHER SPRAGUE, SECRETARY

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I, the undersigned Secretary of the Twentynine Palms Artists' Guild, do hereby certify that the foregoing By-Laws of the Twentynine Palms Artists' Guild, a non-profit corporation, were amended and adopted at the Annual Meeting of the Guild April 24, 2021, and that the foregoing By-Laws are an official Copy thereof.

WITNESS my hand and the corporate seal of the Guild this 24th day of April 2021, at Twentynine Palms, California.

VICKIE WAITE, SECRETARY

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I, the undersigned Secretary of the Twentynine Palms Artists' Guild, do hereby certify that the foregoing By-Laws of the Twentynine Palms Artists' Guild, a non-profit corporation, were amended

and adopted at the Annual Meeting of the Guild April 29, 2023, and that the foregoing By-Laws are an official Copy thereof.

WITNESS my hand and the corporate seal of the Guild this 29th day of April 2023, at Twentynine Palms, California.

DEVEN WATSON, SECRETARY

A handwritten signature in cursive script that reads "Deven Watson".

By-Laws amended and adopted December 5, 1998

By-Laws retyped May 3, 2010

By-Laws amended and adopted September 20, 2014

By-Laws amended and adopted April 30, 2016

By-Laws amended and adopted April 24, 2021

By-Laws amended and adopted April 29, 2023