

By-Laws of the CNY ART GUILD, INC.

ARTICLE I

Name

The name of the corporation shall be "CNY ART GUILD, INC." (referred to in these By-Laws as the "CNY Art Guild").

ARTICLE II

Purposes and Nature

Section 1. Purposes of the CNY Art Guild. The purposes of the CNY Art Guild shall be to promote the fine arts; to further the knowledge and skills of its members; to encourage cooperation and exchange among artists, art teachers, art students, and others engaged in artistic activities; to promote the study, improvement and appreciation of the arts; and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers, except that the CNY Art Guild shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purposes.

ARTICLE III

Fiscal Year

The fiscal year of the CNY Art Guild shall begin on September 1st and shall end on August 31st.

ARTICLE IV

Membership

Section 1. Classes of Membership. There shall be two classes of members of the CNY Art Guild:

- (a) **Members.** Any person residing or working in New York, interested in the fine arts, and over the age of eighteen whose aims coincide with those of the CNY Art Guild is eligible for membership. Members in good standing are entitled to vote, to hold office, to participate in events sponsored by the CNY Art Guild or by organizations with which the CNY Art Guild is associated, and to publicly

identify themselves as members of the CNY Art Guild. References to “members” in the remainder of these BY-Laws are to “members” as defined by this subsection.

- (b) **Honorary Members.** The Board of the CNY Art Guild may select honorary members of the CNY Art Guild and determine the privileges of membership of the honorary members. No honorary member may vote or be an officer in the CNY Art Guild.

Section 2. Obligations of Members.

- (a) **Annual Dues.** The amount of annual dues will be proposed by the Executive Committee annually and must be approved by a majority vote of the members present at the first meeting of the CNY Art Guild after August 31st. Annual dues should be paid by members in cash or by check as soon as possible. Any member whose dues are not paid by October 31st or the first CNY Art Guild sponsored event will have his or her membership automatically suspended and will not be entitled to any privileges of membership. The suspension of membership will automatically be lifted upon full payment of annual dues for the current year.
- (b) **Other Obligations of Members.** All members and honorary members at CNY Art Guild meetings or other events are expected to conduct themselves in a manner that will further the purposes of the CNY Art Guild and avoid any actions that are intended or may be reasonably expected to disrupt the meeting or event or bring disrepute onto the CNY Art Guild.

Section 3. Refusal, Termination and Reinstatement of Membership

- (a) **Refusal and Termination of Membership.** The Board of the CNY Art Guild, by affirmative vote of two-thirds of the members of the Board, may suspend, terminate, expel or refuse a member of the CNY Art Guild for cause after providing opportunity for an appropriate hearing. This procedure shall not apply to an automatic suspension of membership for failure to pay dues as required by Section 2 (a) of this Article IV.
- (b) **Resignation.** Any member or honorary member may resign from the CNY Art Guild by filing written resignation with the Secretary.
- (c) **Reinstatement.** On a written request signed by the former member and filed with the Secretary, the Board of the CNY Art Guild by the affirmative vote of two-thirds of the members of the Board may reinstate a member terminated or suspended under subparagraph 3 (a) upon such terms as the Board may deem appropriate.
- (d) **Effect of Resignation or Termination.** Any person who resigns or is terminated or suspended from membership is not entitled to any privileges of membership and is not entitled to any reimbursement of paid dues or other fees.

Section 4. Meetings, Notice and Quorum. Notice of each meeting of the members of CNY Art Guild shall be given to each member not less than seven days prior to the meeting. Ten percent of members eligible to vote shall constitute a quorum for transacting any business requiring a vote of the members.

Any member may waive notice of a meeting of the CNY Art Guild and shall be deemed to have waived notice by attending the meeting. Except as otherwise provided in the CNY Art Guild's certificate of Incorporation or these By-Laws, all action shall be by majority vote of the members present at a meeting, subject to quorum requirements and any contrary provision of applicable law.

ARTICLE V

Board of Directors

Section 1. Duties; Number of Directors. The affairs and management of the CNY Art Guild shall be vested in and controlled by a Board of Directors known as the Board of CNY Art Guild. There shall be nine directors. To the extent any duties are assigned by these By-Laws or the Certificate of Incorporation to the members, the officers or other persons, the directors shall bear no liability for these actions.

Section 2. Nominations. A slate of candidates to fill any vacancies caused by expiration of the terms of directors of the CNY Art Guild shall be prepared by the Executive Committee and presented at the first meeting of the members in or after March. Nominations may also be made from the floor at the meeting of the members.

Section 3. Election and Terms. The initial Board of the CNY Art Guild was established in the Certificate of Incorporation of the CNY Art Guild. For the purpose of staggering their terms, one-third of the initial Board of the CNY Art Guild was appointed for three-year terms, one-third for two-year terms, and one-third for one-year terms. Thereafter, Directors shall be elected at the first meeting of the members in or after June for three-year terms, unless filling an existing vacancy, in which case they shall serve during the remainder of the term of the vacancy. The terms of all Directors shall begin on June 30th and shall end on July 31st of the following year, unless a director is filling a vacancy.

Section 4. Vacancies. Any vacancy occurring in the Board of the CNY Art Guild shall be temporarily filled by majority vote of the remaining directors.

The director filling the vacancy will serve until the first meeting of the members in or after June, and the director to fill the remaining term, if any, shall be elected by the members in accordance with the procedure set out in Sections 2 and 3 of this article.

Section 5. Removal. Any director may be removed at any time, by a two-thirds vote of the entire Board of the CNY Art Guild subject to restoration by majority vote of the members of the CNY Art Guild. Any director may be removed by majority vote of all the members of the CNY Art Guild.

Section 6. Meetings. The annual meeting of the Board of the CNY Art Guild shall be held promptly following the commencement of the terms of newly elected members of the Board and prior to the first meeting of the members in September. Other meetings of the Board may be held from time to time as determined by the President, in consultation with the Board of the CNY Art Guild. The President shall call a meeting of the Board whenever requested to do so in writing by three or more directors.

Section 7. Notice and Quorum. Notice of each meeting of the Board of the CNY Art Guild shall be given to each director, not less than seven days prior to the meeting. A majority of the Board shall constitute a quorum. Any director may waive notice of a meeting of the Board of the CNY Art Guild and shall be deemed to have waived notice by attending the meeting. Except as otherwise provided in the CNY Art Guild's Certificate of Incorporation or these By-Laws, all action shall be by majority vote of the directors present at a meeting, subject to quorum requirements and any contrary provision of applicable law.

Section 8. Rules. The Board may, from time to time, adopt and amend rules of operation not inconsistent with these By-Laws or the CNY Art Guild's certificate of Incorporation concerning its own activities, as well as those of the CNY Art Guild. In no event, however, shall the Board adopt or amend any rule of operation that violates any applicable law, regulation, or rule, or that otherwise jeopardizes the CNY Art Guild's not-for-profit or tax-exempt status.

ARTICLE VI

Officers

Section 1. Officers and Duties. The CNY Art Guild shall have the following officers:

- (a) **President.** The President shall preside at all meetings of the Board of the CNY Art Guild and of the members. Subject to the authority of the Board of the CNY Art Guild, the President shall have general charge of the business of the CNY Art Guild. To the extent a newly elected president is not a member of the Board of the CNY Art Guild, election as president shall result in automatic election as a new director of the Board of the CNY Art Guild. Shall also be empowered to sign all checks when the treasurer or assistant treasurer are not able.
- (b) **Vice President(s).** The Vice President(s) shall have such powers and perform such duties as may be specifically assigned by the President or the Board of the CNY Art Guild and, in the order designated by the Board of the CNY Art Guild, shall also carry out the duties of the President in the President's absence.
- (c) **Treasurer(s).** The Treasurer(s) shall have charge and custody of all funds of the CNY Art Guild; shall deposit the funds as directed by the Board of the CNY Art Guild; shall keep and maintain accurate and complete books and records of account(s) of the CNY Art Guild; and shall perform such other duties as may be specifically assigned by the Board of the CNY Art Guild. The Treasurer shall also be responsible for seeing to the preparation and filing of all appropriate tax(s) and other registration

forms. (The President is also empowered to sign all checks when neither Treasurer or Assistant Treasurer are able, see Article 6, section 1 (a). The Treasurer will also keep the records of membership in the CNY Art Guild and provide a list of current paid members.

- (d) **Secretary.** The Secretary shall prepare and keep minutes of all meetings of the members and of the Board of the CNY Art Guild; shall serve as custodian of the CNY Art Guild's records; shall see that proper meeting notices are mailed to each member of the CNY Art Guild; and shall perform such other duties as may be specifically assigned by the Board of the CNY Art Guild.
- (e) **Other Officers.** Other officers may be elected to exercise such powers and perform such duties as may be specifically assigned to them by the Board of the CNY Art Guild.

Section 2. Selection of Officers. Officers of the CNY Art Guild will be selected according to the following procedure:

- (a) **Election of Officers.** All officers must be members of the CNY Art Guild. The Nominating Committee appointed under Section 2 of Article VII will select a nominee for each position as an officer and present its nominations at the first meeting of the CNY Art Guild in or After April. The new officers shall be selected by a majority vote of the members voting through ballots. To the extent no candidate for an office receives a majority vote on a ballot, the candidate receiving the fewest votes shall be eliminated and a new vote taken. This procedure shall be repeated until all officers are chosen. Terms of the officers shall be one year, provided an incumbent officer will remain in office until a successor has been elected.
- (b) **Vacancies.** If a vacancy occurs in any office, the officer for the remainder of the term shall be chosen by a majority vote of the Board of the CNY Art Guild present at a special meeting of the Board. However, if the vacancy is in the office of President, the Vice President (or First Vice President, if there are more than one) shall become President, and the Board shall select a new Vice President if deemed necessary.
- (c) **Transition.** Officers shall maintain a current file of guidelines and information relevant to the duties of the office and provide these materials to any newly elected officers. Past officers should assist newly elected officers in assuming the duties of an office for the continued well being of the CNY Art Guild.

ARTICLE VII

Committees

Section 1. Executive Committee. The Executive Committee shall consist of the President, the Vice President(s), the Treasurer(s), the Secretary, and any other officers of the of the CNY Art Guild. The Executive Committee shall exercise such powers as are assigned by other sections of these By-Laws and as are subsequently delegated by the Board of CNY Art Guild.

Section 2. Nominating Committee. A Nominating Committee consisting of three members shall choose candidates for election of officers in accordance with Article VI of these By-Laws. At the first meeting of members in or after February candidates for the Nominating Committee shall be proposed by the Executive Committee and additional candidates may be proposed by any member. The three members receiving the highest number of votes of members present at the first meeting of members in or after February shall be the Nominating Committee. The Nominating Committee shall be automatically dissolved upon election of officers for the next year.

Section 3. Committees. The President may, upon consent of a majority of the members of the Board of the CNY Art Guild, appoint any special or ad hoc committees deemed necessary or desirable in the operation of the CNY Art Guild. The President shall designate a committee chair for each committee. The committee chair shall designate a committee member to keep and deliver to the President and Secretary minutes of the committee meetings. At any committee meeting, a quorum shall be one-half of the members serving on the committee. The President shall be an ex officio member of every committee authorized by the Board of the CNY Art Guild.

ARTICLE VIII

Indemnification of Officers and Directors

Section 1. Indemnification. The directors and officers of the CNY Art Guild shall be entitled to indemnification by the CNY Art Guild, to the fullest extent permitted by law, from and against any and all liability, costs, claims, damages, and expenses, including reasonable attorneys' fees, necessarily incurred as a result of any actual or threatened action, suit, or proceeding arising from or in connection with the good faith performance of their duties on behalf or at the direction of the CNY Art Guild.

Section 2. Nonexclusive. The right of indemnification provided by this Article shall not be deemed exclusive of any other rights to which any director or officer may be entitled by law, vote of the Board of the CNY Art Guild, or otherwise.

Section 3. Insurance. The Board of the CNY Art Guild may authorize the purchase of directors' and officers' liability insurance to carry out the provisions of this Article.

ARTICLE IX

Bank Account

The Board of the CNY Art Guild shall authorize the officers to open a bank account(s) in the name of the CNY Art Guild.

ARTICLE X

Checks, Negotiable Instruments, and Contracts

All checks and negotiable instruments for payment of money of the CNY Art Guild shall be signed by the Treasurer or another officer of the CNY Art Guild who has been authorized by the Board of the CNY Art Guild to sign checks and negotiable instruments on behalf of the CNY Art Guild. The Board of the CNY Art Guild may establish rules concerning recordkeeping and special requirements for specified transactions and may require more than one signature to sign or endorse a check or negotiable instrument. As stated in Article 6, Section 1 (b). All contracts shall be signed by the President and at least one other officer of the CNY Art Guild who has been authorized by the Board of the CNY Art Guild to sign contracts on behalf of the CNY Art Guild.

ARTICLE XI

Seal

The CNY Art Guild may have a corporate seal approved by the Board of the CNY Art Guild. At a minimum, the seal must bear the CNY Art Guild's name and the year and state of incorporation.

ARTICLE XII

Amendments

These By-Laws may be amended by vote of a majority of the Board of the CNY Art Guild, or by a vote of a majority of the members, at a meeting called for that purpose. However, any amendment adopted by the members may not be amended or repealed by the Board. The contents of any proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

ARTICLE XIII

Dissolution

Upon dissolution of the corporation, assets of the CNY Art Guild shall, after discharge of all corporate liabilities, be distributed to or for the exclusive use of an organization designated by the Board of Directors that qualifies for exemption from taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law or if no designation is made by the Board of Directors, to a qualified organization designated by a Justice of the Supreme Court of the State of New York.

Amended 8/25/05 by the Executive Board of the CNY Art Guild.