

NEW MEXICO SCULPTORS GUILD BY-LAWS

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ARTICLE I - NAME

The name of the organization shall be the New Mexico Sculptors Guild hereinafter referred to in these Bylaws as "NMSG".

ARTICLE II – PURPOSE

The purpose of the New Mexico Sculptors Guild is to encourage and support the development of 3 dimensional art in all forms of expression. Its mission is to serve its members, advocate knowledge and appreciation of the art of sculpture and the quality of its manifestation. To that end, NMSG will function as a resource center, initiate exhibits, lectures and seminars to further the dialog between its members and the public at large.

ARTICLE III – MEMBERSHIP

Section 1. Qualifications.

Membership in the New Mexico Sculptors Guild shall be available to persons and associations interested in furthering the objectives of the association as stated Article II Sec.1. and whose application for admission as a member has received the approval of the Board.

Section 2. Membership Dues

The Board of Directors may establish such membership initiation fees, periodic dues and other assessments and such rules and procedures for the manner and method of payment, the collection of delinquent dues and assessments and the pro-ratio or refund of dues and assessments in appropriate class as the Board of Directors shall deem necessary or appropriate.

Section 3. Suspension and Termination of Membership.

A member who fails to pay any dues or other assessment within 30 days after written notice of such failure to pay is delivered to such member shall be automatically suspended from membership until all such dues and assessments are fully paid, at which time such member shall be automatically reinstated. During any period of suspension a member shall not be entitled to exercise the rights and privileges of membership.

The Board of Directors, by vote of 2/3 of a quorum of the board, may suspend or expel any member for just cause.

ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Annual Meetings of the Membership.

The annual meeting of the association shall be held no later than one year plus thirty (30) days after the preceding annual meeting. The meeting will be at a date, time and place as determined by the Board of directors for the purpose of:

- a) Considering and approving the minutes of the previous annual meeting and any Special membership meeting that may have been held since the last annual meeting;

- b) Review and approve financial statements for the preceding fiscal year;
- c) Transacting any other business brought before the meeting as specified in Art. IV, Section 3 (a).

Section 2. Special Meeting

The Chair of the Board of Directors shall call a special meeting of members at the request of the Board or upon receiving a written request signed by ten (10) percent of the Professional members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty (30) days of receipt of the request at a date, time and place as determined by the Board of Directors

Section 3. Notice and Agenda

Notice for any meeting of members shall be given at least thirty (30) days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Only business on the agenda or related thereto shall be transacted at such meeting unless:

- a) A notice of motion to place an item on the agenda must be delivered to the Executive board at least ten (10) days prior to such meeting; or
- b) The notice provision is waived by a majority vote of the Professional members present at the meeting.

Section 4. Additional Clauses: Meetings of Members

Sec4-§1. Quorum of Membership

The presence of not less than fifty (50%) percent of the Professional members shall constitute a quorum and shall be necessary to conduct the business of this organization at Annual and Special meetings; but a lesser percentage may adjourn the meeting for a period of not more than four (4) weeks from the date originally scheduled by the Board. The Executive board shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called.

Sec.4-§2. Voting

At all meetings, except for the election of officers and directors, all votes shall be by hand count. At any regular or special meeting, if a majority so requires, any question may be voted upon. If a quorum is not present, the Executive board will contact all voting member electronically and request their vote.

ARTICLE V - BOARD OF DIRECTORS

The governing body of the New Mexico Sculptors Guild shall be the Board of Directors to be constituted per these bylaws.

Section 1. Board role, size, and composition

The Board shall be responsible for overall policy and direction of NMSG, and delegate responsibility for day-to-day operations to the Executive Director and committees. The Board shall have up to fifteen and not fewer than three members. Board members receive no compensation other than reimbursement for reasonable expenses.

Section 2. Meetings.

The Board shall meet at least once a month, at an agreed upon time and place. Any member of the organization may attend Board meetings, but they may not attend meetings of the Executive Committee.

Section 3. Board Elections.

Election of new Directors or election of current Directors to a second term shall occur as the first item of business at the first meeting of the board administrative year. Directors will be elected by a majority vote of the current directors.

Section 4. Terms.

All Board members shall serve two-year terms, and are eligible for re-election. However, no board member shall serve more than two consecutive two-year terms.

Section 5. Quorum.

A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.

Section 6. Notice.

A special meeting of the board shall require that each Board member have written notice seven days in advance.

ARTICLE VII - DIRECTOR AND STAFF

Section 1. Executive Director.

The Executive Director is hired by the Board. The Executive Director shall have day-to-day responsibility for NMSG, including carrying out NMSG's goals and Board policy. The Executive Director will attend all Board meetings; report on progress, answer questions of Board members and carry out the duties described in the job description.

ARTICLE VIII - AMENDMENTS

Section 1. By-Laws revision, amendments

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments shall be submitted to the Secretary to be sent out with regular Board announcements.