

BYLAWS OF THE CHATHAM ARTISTS GUILD

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CHATHAM COUNTY, NORTH CAROLINA

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ARTICLE I: NAME AND PURPOSE

Section 1. Name

- 1.1 The name of this organization shall be The Chatham Artists Guild herein referred to as “the Guild” and shall be incorporated under the laws of the State of North Carolina. Variations of the stated name may be used as permitted by law.
- 1.2 The organization may at its pleasure by a vote of the membership body change its name.
- 1.3 The organization shall have a seal (logo) which may be used by members to indicate membership, show support, promote the Guild, or to indicate official Guild business. The use of the seal shall be authorized by a vote of the Guild board, unauthorized use shall be prohibited. The Guild board may at its pleasure vote to make changes to the seal. The seal of the corporation shall have inscribed upon it the name of the corporation as shown by the impression to be affixed on all documents requiring said seal.

Section 2. Purpose

- 2.1 The Guild shall be a non-profit organization and operated exclusively for charitable and educational purposes. No part of the Guild’s income shall inure to the benefit of any member, director (however styled), or officer of the Guild or any private individual. Reimbursement for expenditures, compensation for service rendered, or juried art awards shall not be considered distribution of income.
- 2.2 The Guild shall establish art venues for Guild members providing opportunities for the general public and art patrons to appreciate the wealth of artistic talent within our community and to better understand the creative process.
- 2.3 The Guild shall establish a supportive, creative community of artists who will lend their expertise to strengthen the opportunities for Chatham County Artists and promote the experience of artistic expression.
- 2.4 All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to said purposes.

Section 3. Mission Statement And Goals

- 3.1 The mission of The Chatham Artists Guild, a non-profit, member organization, is to connect our community’s artists and arts patrons; provide educational and charitable activities and events to enrich and develop awareness and appreciation of the significance of the visual arts.
- 3.2 The Guild’s board and voting members shall be artists who are united in common goals:
 - a. To continue the Studio Tour as a quality, community art venue;

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- b. To maintain the high standards set by those who have worked to achieve the Tour's success;
- c. To enhance the economic viability of Chatham County through the visual arts;
- d. To foster awareness of the artistic talent within Chatham County;
- e. To develop educational and presentation opportunities for visual artists living or working within Chatham County;
- f. To create partnerships with other entities for artistic exchanges, sponsorships, and educational programs;
- g. To provide charitable support for other non-profits through the donation of artwork or volunteer hours and shared fundraising efforts;
- h. To provide a strong community for Chatham County's visual artists.

ARTICLE II: POLICY STATEMENTS

Section 1. Ethics And Values

- 1.1 Non-Profit Policy: The organization shall be not-for-profit, non-partisan, non-sectarian, and non-political. The Guild shall observe local, state and federal laws which apply to tax exempt non-profit organizations as defined in section 501(c)(3) of the Internal Revenue Code.
- 1.2 Non-discrimination Statement: The Guild shall not discriminate on the basis of age, sex, race, religion, or political affiliation.
- 1.3 Statement of Values: All Staff, board members, members and volunteers of the Guild shall act with honesty, fairness, integrity and openness in all their dealings as representatives of the organization.
- 1.4 Legal Compliance: Legal Compliance- All Staff, board members, members and volunteers of the Guild shall be knowledgeable of and compliant with all laws and regulations as they apply to their positions or duties as representative of the organization.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Scope of Authority

- 1.1 There shall be a Board of Directors herein referred to as the "Board" which shall have the general power and responsibility to direct the management of the business and affairs of the Corporation and which may adopt such rules and regulations as it shall deem proper, not inconsistent with these bylaws and the Guild Articles of Incorporation, as in effect from time to time.
- 1.2 Such Board shall only act in the name of the Guild when it is convened by its chairman after due notice to all the directors of such meeting.

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- 1.3 The Board shall be limited to Guild members, in good standing, who are or have been Juried Studio Tour artists.
- 1.4 Each director shall have one vote and such voting may not be done by proxy.
- 1.5 The Board may elect or appoint an Advisory Council. Advisory members are encouraged to attend all board meetings, may take an active role in board discussions, initiate agenda topics and have access to all corporation documents but are not entitled to vote on issues brought before the board.
- 1.6 The Board may make such rules and regulations covering its meetings as it in its discretion determine necessary.

Section 2. Powers and Duties

- 2.1 Power to Appoint and Employ Agents and Employees: The Board shall have the power to select; hire or contract; and remove all non-elected officers, agents and employees of the Guild, prescribe such powers and duties for them as may not be inconsistent with the law, with the Articles of Incorporation or the Bylaws, and fix their compensation.
- 2.2 The Board may change the principal office for transaction of the business of the Guild from one location to another within the same county and to designate any place within Chatham County for the holding of Guild meetings.
- 2.3 The Board shall make certain that the Studio Tour is directed in accordance with its Policies and Procedures having been established and voted into policy by the Studio Tour Artists as they appear in their most current revision and adopted each year by the Board of Directors. The Board shall regularly review all Guild Programs for effectiveness and provide mechanisms to incorporate lessons learned into future programs.
- 2.4 The Board shall be responsive to changes in the Guild's effectiveness to support the mission and to the needs of its members.
- 2.5 The Board shall receive the power to borrow money and incur indebtedness through the vote of two-thirds ($2/3^{\text{rd}}$) of the Studio Tour Artists, and cause to be executed and delivered therefore, in the corporation name, promissory notes, bonds, debentures, deeds of trust, and mortgages or other evidences of debt and securities therefore.

Section 3. Removal of Officers/Directors

- 3.1 A director may be removed by two thirds ($2/3^{\text{rd}}$) vote of the remaining directors when sufficient cause for acts which in the opinion of the directors are detrimental to the interests of the Guild, for acts unbecoming a Board member or is absent from three (3) consecutive Board meetings without reasonable excuse in the opinion of the Board.
- 3.2 A removal hearing shall be held providing all directors have received written notice thirty (30) days prior of the hearing. The Board may entertain charges against any director. A director may be represented by counsel upon any removal hearing.

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- 3.3 The Board shall adopt such rules for the hearing as it may in its discretion consider necessary for the best interest of the organization.
- 3.4 The entire Board, any individual member of the Board or the Executive Director may be removed from office or position, with or without cause, by written vote of two-thirds (2/3rd) of the total number of voting members (Studio Tour Artists).

Section 4. Absences and Vacancies

- 4.1 Vacancies of officers on the Board shall be filled by a vote of the majority of the remaining directors for the balance of the year. The new director shall hold the position on a temporary basis until the position is filled through the election process.
- 4.2 The Board may either fill or leave Board vacancies so long as there are a minimum of five (5) members of the Board holding the executive positions. The Board may decide to leave the vacancy open until the next Annual Meeting at which time the vacancy shall be filled by election, pursuant to Section 2 of Article IV of these bylaws.

ARTICLE IV: OFFICERS

Section 1. Number and Titles

- 1.1 The Board shall consist of not fewer than five (5) members nor more than fifteen (15) members. Directors shall agree to serve for a three year term after initial election at the January annual meeting with term becoming effective at the conclusion of the annual meeting.
- 1.2 The officers of the Guild shall be President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time elect.
- 1.3 Other Board positions shall be created as required to support the activities of the Guild.

Section 2. Election and Terms of Office

- 2.1 The officers shall be elected by the Board in January of each year and shall serve for one year term or until their successors in office shall qualify. Officers shall assume their duties at the Annual Meeting following their respective election to such office.
- 2.2 No person shall serve more than two (2) consecutive terms but may be reelected after a period of one or more years absence from the Board. No more than one-third of the directors' terms shall expire each year, and elections and appointments to fill vacancies shall be accomplished accordingly.
- 2.3 Orientation for newly installed Board members shall be conducted at their convenience, but no later than the end of March, the beginning their initial year of service.

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Section 3. Duties And Responsibilities

- 3.1 Duties of officers shall be those usually ascribed to each position in these bylaws or by law and such additional duties as may from time to time be designated by the Board.
- 3.2 **President** - the President shall preside at all meetings of the Guild and the Board. He/she shall appoint the Chairpersons of all committees with the approval of the Board and the Executive Director. The President shall supervise their work directly or indirectly through Executive Director. He/she may appoint special committees as required, with the approval of the Board. He/she shall act as presiding officer of the Guild.
- 3.3 **Vice President** - the Vice President, should a vacancy in the office of the President occur before the annual election, shall succeed to the Presidency when the vacancy occurs. He shall preside at all meetings in the absence of the President. He/she shall perform other duties as the President and Board may assign. Holding this position is required to be eligible for the position of president.
- 3.4 **Secretary** - the Secretary shall prepare all necessary minutes of all meetings of the Guild, and of the Board.
- 3.5 **Treasurer** - the Treasurer shall cause to be kept a proper record of all monies received for the Guild and the nature of all expenditures, pursuant to guidelines established by the Board, and shall make periodic reports in writing to the Board not less frequently than quarterly each fiscal year, or as may be otherwise directed by the Board.

ARTICLE V: COMMITTEES

Section 1. Committee Chairman

- 1.1 The Board shall have the responsibility to create committees as deemed necessary, either as a standing committee or special committee. The President shall have the power to appoint a Chairperson of any committee or to delegate such appointive powers to any other Board member. The President and the Executive Director shall be ex-officio members of all committees, unless the Board shall provide otherwise.
- 1.2 Committee chairmen and committee members shall serve for a period of one year or less upon completion of the committees' responsibilities or terminated by action of the Board.

Section 2. Nominating/Personnel Committee

- 2.1 The President shall appoint a Nominating Committee of three individuals who must be voting members, but only one shall be an elected Director. The Nominating Committee shall propose a slate of at least one candidate for each of the positions up for election.

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- 2.2 Three months prior to the Annual Meeting the committee shall entertain suggestions for officers and directors and investigate the qualifications and availability of such persons. The Committee shall present their slate to the Board who in turn will inform the nominees and the Studio Tour Artists of the candidates.
- 2.3 Proposed candidates for the Board shall be presented at the Annual Meeting and voted upon at that time.
- 2.4 The committee shall remain standing for one year and shall nominate persons to fill vacancies as they arise.

Section 3. Finance Committee

- 3.1 A Finance Committee shall be appointed by the Board. The functions and duties of the Finance Committee shall be to provide oversight with respect to the assets owned or under the supervision of the Guild.
- 3.2 A Finance Committee shall assist in financial planning for the Guild both as to short-term cash flow needs and with respect to long-term planning and projects. This committee shall also monitor the investment of funds by the Guild.
- 3.3 A Finance Committee shall coordinate the solicitation of grants by the Guild; to monitor compliance by the Guild with conditions of grants received by it - and by grantees or subgrantees of all conditions required by the Guild with respect to grants made or administered by the Guild.
- 3.4 A Finance Committee shall meet with the treasurer a minimum of four (4) times a year to review and coordinate compliance by the Guild with respect to all applicable federal and state tax laws and regulations.

Section 4. Fundraising Committee

- 4.1 A Fundraising Committee shall be appointed by the Board. The functions and duties of the Fundraising Committee shall be to develop and recommend to the Board fundraising activities and events and to supervise such activities and events as may be authorized by the Board. This committee shall coordinate the donation of artwork for charitable fundraisers.
- 4.2 The Fundraising Committee shall coordinate with the Financial and Event Committees on shared projects.

Section 5. Public Relations Committee

- 5.1 A Public Relations Committee shall be appointed by the Board. The functions and duties of the Public Relations Committee shall be to create and maintain awareness by the public, government units, funding sources, local artists, and other constituencies of the Guild, of the Guild's programs, activities and accomplishments; to secure media coverage of the Guild's activities. Public Relations Committee will also create and/or supervise the production and distribution of all suitable written materials useful in carrying out its functions.

Section 6. Other Committees

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- 6.1 The President or Executive Director with the approval of the Board, shall appoint such other standing or special committees as may be required from time to time to assist the Board.

ARTICLE VI: MEMBERSHIP

Section 1. Classification of Members

- 1.1 The Guild shall be a membership corporation. Only Studio Tour Artist members of the Guild shall be entitled to vote on issues brought before them by the Board of Directors.
- 1.2 Classifications of membership in the Guild shall be Studio Tour Artist and Honorary Artist Member.
- 1.3 The Board of Directors may create by the authority of these bylaws other membership categories at its discretion.

Section 2. Studio Tour Artists

- 2.1 Artists who are currently active participants in the Chatham Studio Tour having met the requirements as outlined in the Policies and Procedures of the Chatham Studio Tour as reviewed and adopted each year by the Board of Directors.
- 2.2 All Studio Tour Artists shall receive a copy of the Policies and Procedures of the Chatham Studio Tour and the Guild Bylaws.
- 2.3 Studio Tour Artists are eligible to serve on the Board of Directors and may vote at annual and membership meetings.

Section 3. Honorary Members

- 3.1 Honorary Members must have been active participating artists in Chatham Studio Tour. The designation of Honorary Member shall be bestowed by vote of the Board of Directors and Majority vote of The Guild membership.

ARTICLE VII: MEETINGS

Section 1. Board Meetings

- 1.1 The Board shall meet at least once a month. A majority of Directors serving on the Board from time to time consisting of at least three (3) officers shall constitute a quorum for transaction of business.
- 1.2 The Board shall meet on the prearranged time and day of each month at the location agreed upon at the previous meeting. All regular business will be taken up at scheduled meetings. Board meetings are open to Guild members.
- 1.3 In extenuating circumstances, special Meetings (Board or membership) may be called as requested by the President, any four Directors or by two-thirds (2/3rd) vote of the Guild members. No other business but that specified in the notice may be transacted at such meeting without the unanimous consent of all present at such meeting.

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- 1.4 All Board members shall be notified of location/time/date and agenda two (2) weeks prior to all Board meetings.
- 1.5 In the event that there is not a quorum as set forth in Section 1.1 of Article VII, the meeting shall be adjourned and rescheduled for not more than two (2) weeks from the date of the adjourned meeting.

Section 2. Annual Meeting

- 2.1 The Guild shall have an Annual Meeting each January at a time and place set by the Board.
- 2.2 The Secretary shall send notice of the Annual Meeting at least two weeks in advance by newspaper announcement, email and letter to every member in good standing at his/her address as it appears in the membership roll.
- 2.3 The Annual Meeting is open to the public. All members and interested residents of Chatham County may attend.
- 2.4 The meeting shall receive reports of officers and committee chairmen, adopt an annual budget, and elect members of the Board of Directors. So long as notice is duly given, no set quorum shall be required to conduct business.

Section 3. Membership Meetings

- 3.1 The Guild may by vote of the Board of Directors to hold membership meetings. The purpose (i.e. educational, business, social) frequency and location of the meetings shall be determined by the Board of Directors at their discretion. All Studio Tour Artists shall be notified of location/time/date and agenda thirty (30) days prior to all membership meetings.
- 3.2 At any regular or special meeting, if a majority of Studio Tour Artists present so requires, any question may be brought to the vote of the entire Guild membership and voted upon in the manner and style provided for election of officers and directors.
- 3.3 At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
- 3.4 No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VIII: FINANCIAL REQUIREMENTS

Section 1. Fiscal Year

- 1.1 The fiscal year shall begin on the first of January and end on the thirty-first of December.

Section 2. Financial Review

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- 2.1 The accounts of the corporation shall be reviewed by a qualified public accountant appointed by the Board at the end of each fiscal year. Procedures shall follow those established and/or required for tax purposes by any outside funding source. Audits shall be performed annually or at such times as are necessary by law or deemed advisable by the Board.

Section 3. Annual Budget

- 3.1 Prior to election of a new Board and officers, the Finance Committee shall compile and compose a budget of estimated revenues and expenses for the ensuing year and submit it to the Board for approval at its Annual meeting.

Section 4. Financial Reports

- 4.1 Financial reports prepared by the Treasurer shall be made available to the members of the Board in writing on a monthly basis. Any Guild member may request to receive copies of the Guild's current monthly financial reports.
- 4.2 Outgoing Treasurer shall prepare a final report and sign off on the financial statement before handing the books over to the new treasurer.

Section 5. Annual Reports

- 5.1 The President and Executive Director with input from the Board, Committee Chairman and Studio Tour Artist surveys shall present a written Annual Report to the Guild's Board to those attending the Annual Meeting, reviewing the year ending and making projections for the year approaching as may be reasonable. The written Annual Report as presented should be appended to and be made part of the minutes of which it is presented.

Section 6. Fiscal Responsibility

- 6.1 The Board shall ensure that the Guild is run with fiscal responsibility and has the final authority and responsibility for the Guild, its activities and business affairs shall rest with the Board.

Section 7. Responsible Stewardship

- 7.1 The Guild shall manage its funds responsibly and prudently. All spending practices and policies are fair, reasonable and appropriate to fulfill the mission and all financial reports are factually accurate and complete in all material respects.
- 7.2 Financial statements shall be made available to the public upon request.

Section 8. Fundraising

- 8.1 All Guild fundraising efforts from the public or from donor institutions shall be truthful in their solicitation materials. The Guild shall respect the privacy concerns of individual donors and expend funds consistent with donor intent. The Guild or representative thereof shall disclose all important and relevant information to potential donors. All fundraising shall be carried out in a professional manner as to maintain the public trust.

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ARTICLE IX: AMENDMENTS

Section 1. Amendments/Procedures

- 1.1 Except as may otherwise be provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by a two-thirds (2/3rd) vote of the directors then holding office or majority vote of the members. The bylaws may be amended by the Board provided a fourteen (14) day advance notice is mailed to each Board member. Members of the Board may individually waive the fourteen (14) day advance notice by signing a written consent in the manner permitted by the laws of North Carolina.

ARTICLE X: GIFTS

Section 1. Policy on Gifts

- 1.1 The Board reserves the right to determine the acceptance and/or use of any gifts proposed to be made to the Guild. This determination shall include the right to dispose of gifts proposed to be made to the Guild and shall include the right to dispose of gifts through gift, sale or exchange and upon such terms as in the Board's judgment such action is the best use of the gift within the Guild's purposes, the intent of the donor of the gift and the circumstances existing at such time.

ARTICLE XI: FACILITY USE

Section 1. Current or Future Facility

- 1.1 Guild offices and other physical plant owned or occupied by the Guild from time to time shall serve as a facility to encourage and carry out the purposes and activities of the Guild. The Guild facility may be used as an administrative office for the purpose of doing business related to the stated purposes of the Guild, as a place for Guild meetings and to exhibit art.
- 1.2 The Guild may choose to share a facility with another non-profit organization or for profit business.
- 1.3 It is expected that those individuals who are permitted to use the facility will do so for those purposes and will conduct themselves accordingly and in compliance with such rules and regulations as the Board may impose from time to time.

ARTICLE XII: PERSONNEL PRACTICES

Section 1. Personnel Policy

- 1.1 Employment, compensation and benefits for the Executive Director shall be established by an annual review between the Executive Director and the

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Board. All other personnel are to be governed by a written Personnel Policy as approved from time to time by the Board.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Section 1. Rules of Order

- 1.1 The Board meetings shall be productive and orderly, to this end the Board President shall have the option of suggesting the best method of conducting the business of the Guild for the period of his/her term of office. Options may include Roberts Rules of Order Newly Revised, or Roberta's Rules of Order by Alice Collier Cochran or another at the discretion of the Board.

ARTICLE XIV: LIQUIDATION OR DISSOLUTION OF CORPORATION

Section 1. Liquidation or Dissolution of Corporation

- 1.1 In the event of liquidation or dissolution of the Guild, the assets of the Guild shall be disposed of as provided in the Guild's Articles of Incorporation and in accordance with the requirements of the Internal Revenue Code then in effect.

ARTICLE XV: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Indemnification of Directors and Officers

- 1.1 The Board may authorize the payment of expenses incurred by or satisfy a judgment or fine rendered or levied against a present or former director and/or officer of the Guild, or the estate, executor, administrator, heirs, legatees, or devisees of such person (whether or not the Guild is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director and/or officers, or by the Guild, or by both, or may reimburse such person for amounts paid and expenses reasonably incurred in settling any such action or threatened action; provided the Board determines in good faith that such director and/or officer was acting in good faith within what he/she reasonably believed to be the scope of his/her authority and for a purpose which he/she reasonably believed to be in the best interests of the Guild.

Section 2. Indemnification of Employees

- 2.1 The Board may, in its sole discretion, authorize the payment of expenses incurred by, or satisfy a judgment or fine rendered or levied against, a present or former employee of the Guild, or the estate, executor, administrator, heirs, legatees, or devisees of such person, in an action brought by a third party against such person (whether or not the Guild is joined as a party defendant) to impose a liability or penalty on such person for an act alleged to have been committed by such person while an employee, or by the Guild, or by both,

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or may reimburse such person for any such action or threatened action; provided the Board determines in good faith that such employee was acting in the scope of his/her employment was or authority and for a purpose which he/she reasonably believed to be in the best interests of the Guild.

ARTICLE XVI: CONFLICT OF INTEREST

Section 1. Statement of Policy

- 1.1 The policy adopted by the Guild with respect to actual or potential conflicts of interest is as follows:
 - a. The members of the Board and management employees of the Guild shall avoid conflicts of interest. In addition, all reasonable efforts shall be made to avoid any conduct which may reasonably be interpreted to give the appearance of impropriety in the disbursement of funds.
 - b. If a potential conflict of interest arises, the Board member or management employee should disclose the potential conflict to the Board or to a Committee of the Board ("the Committee") established to receive and determine such conflicts. Further, the Board member or management employee shall neither vote nor participate in the solicitation, negotiation, formation, award, arbitration, modification, or settlement of any contract or grant, or of any dispute arising under such contract or grant, if the Board member or management employee stands to benefit financially, directly or indirectly, for such contract or grant.
 - c. A Board member or management employee is not deemed to benefit financially from a contract or grant involving funds solely by reason of receiving compensation; show or professional awards; or a stipend otherwise due in the normal course of Guild activities or service to the Guild outside their employment or Board responsibilities. All Board contracts shall be open to both Guild members and non-members to be accepted solely on the benefits such a contract offers the Guild and the merits of the proposal. Interested parties are disqualified from taking part in any part of the decision process as outlined in **ARTICLE XVI, Section 1.1b**
 - d. A Board member or management employee who has reason to believe that another person has an actual or potential conflict of interest arising under this conflict of interest policy shall bring the attention of the Board or the Committee thereto if the other person does not do so. When the Board or Committee takes action to determine that a conflict of interest, or potential conflict of interest, does or does not exist, it shall make a written record of its determination and provide a copy thereof to all members of the Board and to the person or persons involved, after providing the

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person or persons involved with a reasonable opportunity to appear before it and to comment thereon.

- e. All Board members and employees shall be informed of this policy and shall acknowledge in writing their receipt of a copy thereof.

Section 2. Changes in Policy

- 2.1 These bylaws shall remain in effect until modified, amended, and reported to all members, in whole or in part, by action of the Board or the membership of the Guild.