

Second Amendment of the Bylaws

Lone Tree Arts Center Guild

ARTICLE I Name

The name of this non-profit unincorporated organization shall be the Lone Tree Arts Center Guild (LTACG) herein after known as the "Guild", a chapter of the Lone Tree Cultural Arts Foundation (LTCAF), hereinafter known as the "Foundation".

ARTICLE II Purpose

The purpose of the Guild shall be to support the Lone Tree Arts Center and the Lone Tree Cultural Arts Foundation. The Guild will focus on fundraising efforts, seeking and training a volunteer force, and raising the awareness of the arts center as a hub in the community of South Metropolitan Denver.

ARTICLE III Membership and Dues

SECTION 1. Membership shall be open to any person regardless of race, age, sex, color, religion or national origin interested in furthering the purpose of the Guild and subscribing to its bylaws.

SECTION 2. Membership shall be comprised of Associate, Patron and Charter members.

A. Associate. An Associate member shall pay annual dues in an amount to be determined by the Executive Board. An Associate member may make motions, vote and hold office.

B. Patron. A Patron member shall pay annual dues in an amount to be determined by the Executive Board. A Patron member may make motions, vote, and hold office.

C. Charter. A Charter member shall pay annual dues in an amount to be determined by the Executive Board. A Charter member may make motions, vote and hold office. On June 30th, 2011 the Executive Board discontinued the Charter Membership; however Charter members retain their Charter designation provided they renew each year at the Patron level.

D. Members who join in the fourth quarter of a year shall have their dues carry through to December of the following year.

ARTICLE IV Membership Meetings

- SECTION 1.** ANNUAL. The Annual meeting of the member shall be held in January of each year, and shall be for the election and installation of officers, ratification of the Budget and presentation of annual reports. Notice (beyond the initial year of the Guild) shall be made available to the membership approximately thirty (30) days prior to the Annual meeting. Twenty (20) percent of members shall constitute a quorum to vote in officers. A majority vote carries the motion. Only members shall be allowed to vote.
- SECTION 2.** MONTHLY. The Guild meeting shall be held monthly unless otherwise provided by the Executive Board.
- SECTION 3.** SPECIAL. Special meetings may be called by the President or by written request of five (5) members of the Guild with ten (10) days notice. The subject to be discussed should be in the call of the meeting.
- SECTION 4.** MEETING, OPEN ATTENDANCE AND EXECUTIVE SESSIONS. All regular and special meetings of the Executive Board, or any committee thereof, shall be open to attendance of all Members. Executive Sessions may be held by the Executive Board and are not open to attendance by all Members. No rule or regulation of the Executive Board, or any committee thereof, shall be adopted during an executive session. Rules and regulations may be validly adopted during a regular or special meeting. The minutes of all meetings at which an executive session was held shall indicate that an executive session was held, and the general subject matter of the executive session.
- SECTION 5.** QUORUM. A quorum is deemed present for a meeting of the Guild if twenty percent (20%) of those members entitled to vote are present in person at the beginning of the meeting. A quorum is deemed present for a meeting of the Executive Board if a majority of the Executive Board members are present in person at the beginning of the meeting. Every act or decision done or made by a majority of the Executive Board at a duly held meeting, at which a quorum is present shall be regarded as the Act of the Executive Board. There shall be no proxy voting.

ARTICLE V Officer, Their Terms and Election

- SECTION 1.** ELECTED OFFICERS. The officers of the Guild shall be President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer and two (2) Members-At-Large.
- SECTION 2.** TERM OF OFFICE. The term of office for all elected officers may be for one (1) year, except in years one and two, the President and President-Elect may serve for two (2) years for the purpose of firmly establishing the Guild. Officers may serve only three (3) consecutive terms in the same positions.

- SECTION 3.** ELECTION. Announcement of slate officers will be announced thirty (30) days prior to the annual Meeting in January. Except in the case of the first annual meeting of the Guild, at which time the inaugural President shall also be elected, the officers to be elected at the annual meeting shall be President-Elect, Recording Secretary, Corresponding Secretary, Treasurer and two (2) Members-At-Large. After the inaugural year, the Nominating Committee will present a slate of four (4) officers: the President-Elect, Recording Secretary, Corresponding Secretary and Treasurer. Two (2) Member-At-Large positions will be open to the Members who may run for election for those positions. The previously elected President-Elect shall assume the office of President. Elected officers shall assume office at the close of the Annual Meeting and shall serve until their successors are elected. If there is more than one nominee for any office, then election for that office shall be by written ballot. Majority vote elects. There shall be no proxy voting.
- SECTION 4.** REMOVAL OF OFFICERS. The Executive Board by a majority vote may remove any officer of the Executive Board with or without cause. Any officer may resign at any time by giving written notice to the Executive Board, the President or the Recording Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein.
- SECTION 5.** VACANCIES. If an officer, exclusive of the President, is unable to serve for a period exceeding two (2) months, the Executive Board may appoint a Guild member to temporarily assume the duties of that officer. In the event of death, resignation or removal of an officer his or her successor shall be selected by a majority of the remaining member of the Executive Board, whether or not such remaining members constitute a quorum, and shall serve for the unexpired term of the office being replaced.
- SECTION 6.** MULTIPLE OFFICES. Members of the Executive Board may hold multiple offices, with the exception of the President who may not hold multiple offices.
- SECTION 7.** COMMITMENT. Officers are expected to attend all Board meetings.
- SECTION 8.** COMPENSATION. No officer shall receive any compensation for any service rendered to the Guild. However, any officer may be reimbursed for actual expenses incurred in the performance of the officer's duties, provided that such expenses have previously been approved by the Executive Board.
- SECTION 9.** CONFLICT OF INTEREST. In any contract, decision, or other action taken by or on behalf of the Executive Board would financially benefit any member of the Board or any person who is a parent, grandparent, spouse, child, sibling or otherwise related to a member of the Executive Board, that member of the Board shall declare a conflict of interest for that issue. The member shall declare the conflict in an open meeting, prior to any discussion or action on that issue. After making such declaration, the member may participate in the discussion but shall not vote on that issue.

ARTICLE VI Powers and Duties of Elected Officers

SECTION 1. ELECTED OFFICERS. The elected officers shall be: President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer and two (2) Members-At-Large.

A. **POWERS AND DUTIES**. The Board of Directors shall have the power to:

1. Adopt and publish rules, regulations and policies governing the Guild and the personal conduct of the Members.
2. Propose Amendments to the Bylaws for acceptance by the Members at the Annual Meeting pursuant to Article X below.
3. Suspend the voting rights of a Member during in period in which such member is on probation for a violation of Guild rules, regulations and policies.
4. Terminate the membership of any member with or without cause.
5. Enter into, make, perform or enforce contracts, licenses, leases and agreements of every kind and description except as limited by the Lone Tree Cultural Arts Foundation.
6. Prepare the Budget in conjunction with the Finance Committee.
7. Determine the amount of membership dues in accordance with the Guild budget.
8. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from two (2) regular meetings of the Board of Directors in any one year period or due to such member's violation of the Guild rules, regulations and policies.
9. Cause to be kept a complete record of all Guild meetings, acts and corporate affairs.
10. Keep the Guild's financial records according to standard accounting practices and procedures.
11. Provide or cause an appropriate officer to provide to Members all public disclosures relating to the governance, operation and management of the Guild.
12. Form or dissolve committees as deemed necessary.

B. **LIMITATION OF POWERS**. The Executive Board may not act on behalf of the Guild to terminate the Guild, or to elect members of the Executive Board, with the exception of Article V, Section 5 above in regard to Board vacancies.

C. ACTION TAKEN WITHOUT A MEETING. The Executive Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining approval of all the officers. Any action so approved shall have the same effect as though taken at a meeting of the officers. Any such action shall be ratified at the next meeting of the Executive Board.

A. President Shall:

Officiate meetings of the Executive Board, the membership, and the Annual Meeting – or call to President-Elect to officiate, if unavailable.

Serve as ex-officio member of all committees, and serve as advisor to the nominating committee with no vote.

Appoint the chairman of all committees- including committees listed in the Standing Rules-except the nominating committee.

Co-sign legal papers of the Guild with the Board Chair of the Lone Tree Cultural Arts Foundation.

Co-sign with Treasurer checks in excess of \$100. In absence of the Treasurer, co-sign with President-Elect.

Give a comprehensive report to the Guild at the Annual Meeting.

Call meetings of the Executive Board, and the membership whenever necessary.

Appoint additional advisors as deemed necessary with the consent of the Executive Board.

Serve as a Board Member of the Lone Tree Cultural Arts Foundation Board.

Draft all meeting agendas for the Communication Secretary.

B. President-Elect shall:

Assume the presidency at the close of the current President's term.

Assume the duties of the President in the absence or the inability of that officer to serve.

Serve as the Chairman of the Bylaws Committee. Shall review bylaws annually and convene the committee.

Appoint five (5) members to the Nominating Committee, subject to approval by the Board. The President-Elect and a member of the Foundation staff may attend the Nominating Committee meetings in an advisory capacity.

Be an active aide to the President and be familiar with the duties of that office.

Co-sign with the Treasurer checks in excess of \$100. In absence of the Treasurer, co-sign with the President.

Serve as Ambassador, reaching out to new members and making them feel welcome and aware of what the Guild is about and has to offer.

Liaise with Committee Heads for monthly reports for the Executive Board meetings.

C. Recording Secretary shall:

Record the minutes at Guild meetings, Executive Board meetings, and membership meetings.

Send a draft of minutes of all meetings to the President within one (1) week period following the meeting for her (his) approval.

Send a copy of Guild minutes, Executive Board meeting minutes, and notices to the Lone Tree Cultural Arts Foundation designee, with a courtesy copy also sent to the Executive Director of the Lone Tree Arts Center.

Have copies of all current bylaws and standing rules available for reference at all meetings.

Keep attendance records for Guild meetings and Executive Board meetings.

Prepare and bring copies of the following materials to the member meetings:

Sign-up Sheets, Agendas, Membership Forms, Name Tags, etc.

Prepare and bring copies of the following to the Annual Meeting:

Agendas, Sign-up Sheets, Copies of the Financials and Budget, Copies of the ByLaws (if changes have been made), Copies of any resolutions (if any), Nomination Forms and Ballots

D. Communication Secretary shall:

Send appropriate correspondence for the Guild, such as welcome cards, get well, congratulations and notes of sympathy, etc.

Send requested Past Meeting Minutes to a member.

Serve as Liaison to the Web Master – Verbiage for website to be approved by the Executive Board.

Act as the Board liaison to the Publicity committee and oversee communication with HOAs, Newsletters, Newspapers, etc.

Monitor incoming emails to the Guild weekly and respond either directly or by routing it to the appropriate Board Member or Committee Chairman for their action.

Draft Guild Member correspondence including Email/Evites/Mailed Invitations or other official correspondences for approval by the Board and/or Guild President prior to sending it to Guild members.

Create marketing materials for special events with corresponding budgets for approval by the Board, President and/or Committee Chairman. Board and/or Guild President approval is required to sign off on proofs and pricing before they go into production. The task may be delegated to the appropriate Committee Chairman.

Oversee all mailings.

E. Treasurer shall:

Present a monthly statement to the Executive Board.

Be the sole signature on all checks \$100 or less. In the event the treasurer is unavailable, the President or President-Elect may sign checks \$100 or less. Co-sign checks in excess of \$100 with the President or President-Elect, as authorized by the bylaws, budget or vote of the Executive Committee.

Serve as an advisor to committee chairmen as needed.

Chair the Finance Committee.

Maintain the Guild's membership records.

Receive and post all payments, make bank deposits and reconcile the bank statements.

F. Member-At-Large shall:

Represent the general membership on issues of interest or concern.

Conduct projects to further the goals of the organization and to develop services for membership.

Serve as the chairman of any ad-hoc committees formed to develop these projects as mentioned above.

Assist the Communication Secretary and all other Board Members or Committee Chairs as necessary.

Serve as Liaison to the Events Planning Committees and increase the member base of the committee.

ARTICLE VII Committees and Their Duties

SECTION 1. Committee Chairs Shall

Assume their positions and duties at the close of the annual meeting and shall serve for a term of one (1) year.

Be responsible for maintaining the budget allotted by the Finance Committee.

Provide the President with a written report prior to the annual meeting.

SECTION 2. Standing Committees.

The Standing Committees of the Guild shall be: Bylaws, Education and Public Awareness, Finance Committee, Membership, Nominating, Publicity, and Historian. These committees may be added to or eliminated as deemed necessary by the Executive Board.

Annual Meeting: The Annual Meeting Committee shall be chaired by the current President and designated person who shall plan it for January, at the conclusion of her/his term in office.

Bylaws: the Bylaws Committee shall consist of the President-elect, who shall chair the committee, and who shall appoint the committee members. There shall be a minimum of two additional committee members. The committee shall review the bylaws of the Guild, and shall formulate standing rules to be used in conjunction with the bylaws to be held in the first quarter of the year.

Education: The Education Committee nurtures the younger generation in an appreciation of the arts by exposing them to meaningful productions and artist opportunities at the Lone Tree Arts Center.

Membership: The Membership Committee shall solicit Guild memberships during the year. This committee shall plan at least one membership event.

Publicity: The Publicity shall consist of one or two people who shall provide news releases, public service announcements and other publicity materials as required, to promote the Guild and its programs and shall photograph all Guild Events.

Finance Committee: The Finance Committee shall be chaired by the Treasurer and consist of the President, President-Elect, Immediate Past President, Recording Secretary, corresponding Secretary and the chairman of any projects which the Guild may undertake. The duties of the Finance Committee shall be to prepare the budget for presentation to the general membership of the January Meeting.

Nominating Committee: Nominating Committee shall select a slate of officers. The Nominating Committee shall consist of five (5) members, to be nominated by the President-Elect and approved by the Board of Directors. The Chairman of Nominating Committee shall be elected by the committee. This committee shall convene no later than October 15. Slate of officers is defined above in Article V, Section 3 Election. The slate of officers from the Nominating Committee shall be presented thirty (30) days prior to the Annual Meeting in January. No one desiring an Executive Committee position should accept a position on the Nominating Committee.

SECTION 3. Special Committees, Honorary Positions, Advisors, and Guild Liaisons.

Other Special Committees or Honorary Positions may be appointed by the President or President Elect and Executive Board as deemed necessary.

Advisors to the Guild may be appointed by the President as deemed necessary. The advisor may or may not be a member whom will be called on as needed to advise the direction of the Guild. She/he may not be in attendance of executive board meetings, unless specifically requested.

Guild Liaisons between Guild and the LTCAF shall be jointly appointed by the LTCAF Board and the Build Board.

ARTICLE VIII Fiscal and Administrative Policies

- SECTION 1.** FISCAL. The fiscal year of the Guild shall begin on January 1 and end on December 31.
- SECTION 2.** DEFINITION OF BOARD MEMBERSHIP. The seven offices listed in Article V, section 1, comprise the Build Board.
- SECTION 3.** AUDIT. The books of this organization shall be audited annually, in conjunction with those of the Lone Tree Cultural Arts Foundation by a foundation appointed agent and a copy of the statements made available to the membership.
- SECTION 4.** ACCOUNTS. The funds raised and administered by this organization shall be used for the benefit of the Lone Tree Arts Center and the performing arts. The expenditures of these funds shall be controlled and disbursed by the general membership vote. The policies of the Guild shall conform to the provisions set forth under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, and shall also conform to all provisions of the Lone Tree Cultural Arts Foundation by-laws.
- SECTION 5.** BOOKS AND RECORDS. The Guild shall make available to Members current copies of these Bylaws, the rules, regulations and policies, book, records, financial statements and meeting minutes. "Available" shall mean available for inspection upon request under reasonable circumstances.
- SECTION 6.** DONATIONS. All donations not designated for a specific purpose will be deposited in a general fund. If donations are designated to be used in, addition to, the current budget, the funds must be used according to that designation. Funds will be used as designated.
- SECTION 7.** BUDGET. Within thirty (30) days after adoption of any proposed budget for the Guild, the Executive Board shall make available a summary of the budget to all the Members. The budget proposed by the Board does not require approval from the Members and will be deemed approved by the Members in the absence of a veto at the Annual Meeting of at least sixty-seven (67%) of the votes of the Members, whether or not a quorum is present. In the event that the proposed budget is vetoed, the periodic budget last proposed by the Board and not vetoed by the Members must be continued until a subsequent budget proposed by the Board is not vetoed by the Members.

ARTICLE IX Parliamentary Authority

The latest edition of ROBERTS' RULES OF ORDER NEWLY REVISED shall govern proceedings of this Guild in all cases not provided for in these Bylaws or in the Standing Rules.

ARTICLE X Amendments

These Bylaws may be amended at any annual or special meeting of the Members of the Guild at which a quorum is present, by a two-thirds vote of those present and voting, provided previous notice of the proposed amendment(s) have been made available to the members at least ten (10) days before the meeting at which the will be voted upon. There shall be no proxy voting.

ARTICLE XI Dissolution

In the event of the dissolution of the Guild of the Lone Tree Cultural Arts Foundation in Lone Tree, Colorado all of its assets shall be paid over or transferred to the Lone Tree Cultural Arts Foundation if in existence, but if it is not in existence at that time, such assets shall be distributed to the City of Lone Tree for use by the Culture, Education and the Arts Division, or if none, to the City of Lone Tree for use in the furtherance of appreciation and enjoyment of culture, education and the arts.

ARTICEL XII Legal Representatives.

All authorized contracts shall be signed by any two, in combination of the President, President-Elect, or Treasurer of the Guild. It is expressly stipulated that no one else is the agent or legal representative of this organization for any purpose whatsoever and shall have no right or authority to assume or create any obligation or charge binding this organization.

ARTICLE XIII Governing Authority

The Guild and all committees thereof shall be subject to all superior rights and powers which have been conferred upon the Lone Tree Cultural Arts Foundation. All matters as to which there is disagreement shall be resolved by The Lone Tree Cultural Arts Foundation.

ARTICLE XIV Notice

Acceptable forms of Notice shall be deemed to include mail, electronic mail, telephone or postings on the Guild webpage.