

BYLAWS OF THE GUILD OF THE MUSEUM OF ARTS AND SCIENCES

ARTICLE I – NAME

The name of the organization shall be the Guild of the Museum of Arts and Sciences.

ARTICLE II – PURPOSE

Section 1. Purpose

The purpose of the Guild shall be to promote the welfare of the Museum through the medium of such auxiliary activities and services as may be requested by the Board of Trustees and through activities suggested by the Guild.

Section 2. Vision Statement

In order to further our mission, we will increase community awareness and interest in the Museum and its programs, sustain an enthusiastic membership, and strive to ensure the future of the Guild.

Section 3. Governance

The Guild, as auxiliary to the Board of Trustees of the Museum of Arts and Sciences, shall be subject to the direction and guidance of the Board of Trustees and with its projects in accordance with the policies of that Board.

ARTICLE III – MEMBERSHIP

Section 1. Members

Members shall be those interested in the purpose of the Guild, and qualification for membership shall be that each member:

- A. be a member of the Museum of Arts and Sciences, and
- B. pay dues to the Museum Guild.

Section 2. Classes of Membership

There shall be three classes of membership: Active, Angel, and Honorary. All classes of membership shall have the right to vote, propose and endorse candidates for membership, and hold office.

A. Active - A member shall fulfill responsibilities in at least two of the following areas per year:

- 1) as an officer
- 2) as a committee chair
- 3) as a volunteer at the Museum
- 4) as an active committee participant

B. Angel - A member who has served five years as an active member and who wishes to promote the welfare of the Guild shall be eligible to become an Angel. An Angel shall not be called upon, but may volunteer one's involvement and shall be obliged to pay higher dues.

C. Honorary - A member who has rendered outstanding service to the Guild, has been a member for at least ten years, has been recommended by one Board member and seconded by another, and is accepted by a two-thirds vote of those attending the Board meeting shall be eligible to become an Honorary member.

Section 3. Dues and Fees

A. Annual Guild dues are payable in March and April. After being notified, those who have not paid by June 30th will be dropped from membership.

B. Members who join after February shall have their dues applied toward the next year, which begins June 1.

C. Annual dues and fees shall be stipulated in Guild policies.

D. Any change in dues and fees shall be recommended by the Guild Board at a regular membership meeting and voted on by the membership.

Section 4. Resignation

A member who wishes to withdraw from the Guild shall send a written notice to the President.

ARTICLE IV – GUILD DUTIES AND ACTIVITIES

Specific duties and activities of the Guild shall include the following:

- A. Arrange and conduct such social functions as are deemed desirable.
- B. Provide panels of hostesses, hosts, ushers, and other required personnel for receptions, exhibits, sales, meetings and other scheduled events.
- C. On special occasions and for special events, assist the office personnel of the Museum in performance of duties.
- D. The President (or the next officer in succession if the President is unavailable) shall be a voting member of the Board of Trustees of the Museum.

ARTICLE V - FINANCIAL YEAR

The financial year shall be October 1st through September 30th.

ARTICLE VI - OFFICERS

The Officers of the Guild shall be a President, two Vice Presidents, a Recording Secretary, a Corresponding Secretary, a Treasurer and two Assistant Treasurers.

Section 1. The President

The President shall preside at all meetings of the Guild and Executive Board. The President and/or the Treasurer shall approve all invoices and check requisitions to be sent to the Museum's accounting staff. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of President and perform such duties as may be designated by the Board of Trustees of the Museum. The President shall be responsible for appointing all committee chairs except the Nominating Committee, Halifax Art Festival, Festival of Trees, and Artful Interludes. The President and the current first Vice President or incoming first Vice President shall confer to appoint the Halifax Art Festival, Festival of Trees and Artful Interludes Chairs. The President may appoint special committees with the approval of the Executive Board. The President shall present the budget, approved by the Guild membership, to the Executive Board of Trustees of the Museum and a copy to the Museum's accounting staff 60 days prior to the start of the financial year. Prior to the finalization of the Annual Report, the President shall meet with the Museum Director and auditor to review and discuss any issues proposed for inclusion the management letter.

Section 2. The Vice Presidents

- A. First Vice President - The first Vice President shall, in the event of the absence, disability, resignation, or death of the President, possess all the powers and perform all the duties of that office. In the event the first Vice

President is unable to serve in this capacity, the second Vice President shall fill the vacancy. The first Vice President shall be responsible for fund raising. The first Vice President shall perform such additional duties as the President and the Executive Board may designate.

- B. Second Vice President - The second Vice President shall, in the event of the absence, disability, resignation, or death of the first Vice President, possess all the powers and perform all the duties of that office. In the event the second Vice President is unable to serve in this capacity, the Executive Board shall elect a member of its Board to fill the vacancy. The second Vice President shall be responsible for programs for Guild meetings. The second Vice President shall perform such additional duties as the President and the Executive Board may designate.

Section 3. The Recording Secretary

The Recording Secretary shall keep the minutes of all meetings of the membership and all meetings of the Executive Board and Executive Committees. A copy of all minutes shall be given to the President. The Recording Secretary shall be responsible for transferring all minutes to the incoming Recording Secretary.

Section 4. The Corresponding Secretary

The Corresponding Secretary shall, under the direction of the Executive Board, be responsible for all correspondence. In the absence of the Recording Secretary, the Corresponding Secretary shall record all minutes.

Section 5. The Treasurer

The Treasurer shall keep accurate records of all transactions. The Treasurer shall design forms for income, expenses, and check requisitions. The Treasurer shall receive all invoices for goods and services purchased by the Guild. The Treasurer shall prepare the forms listing invoices, check requisitions, and the Treasurer /or the President shall approve these before submission to the Museum's accounting staff for payment. The Treasurer shall work with the Museum's bookkeeper to coordinate the records and reports. The Treasurer shall receive monthly reports of the Guild's activities and reconciliation report of the Guild's account from the Museum's accounting staff. The Treasurer shall present itemized statements of all transactions to the Guild's Executive Board and the Guild's membership at their meetings. The Treasurer shall present the Annual Report at the November general membership meeting. The Treasurer shall be a member of the Budget Committee.

Section 6. The Assistant Treasurers

The Assistant Treasurers shall keep records of all Festival transactions. When necessary, the Assistant Treasurers shall prepare disbursement and receipt invoices; have them approved by Chairs; and present them to the Museum for payment. A monthly report of all transactions will be given to the Treasurer after the Assistant Treasurers have balanced them with the Museum report.

A. The Halifax Art Festival Treasurer shall meet with the Judging Room Chairs and the Museum Bookkeeper to finalize the disbursements of the Artist Award checks drawn from the Guild account at the Museum. The Halifax Art Festival Treasurer shall participate in developing a budget with the Festival Chair and shall prepare a final report on the Art Festival and present it to the Art Festival Chair and the Treasurer. The Halifax Art Festival Treasurer shall be present at the Art Festival to disburse award checks from the Museum Guild account. Upon completion of the Festival, the Halifax Art Festival Treasurer shall enter receipts and disbursement into a formatted spreadsheet to reflect earnings from the festival against the budget and previous year's earnings.

B. The Festival of Trees Treasurer shall participate in developing a budget with the Festival Chair and shall prepare a final report on the Festival and present it to the Festival Chair and the Treasurer. Upon completion of the Festival, the Festival of Trees Treasurer shall enter receipts and disbursement into a formatted spreadsheet to reflect earnings from the Festival against the budget and previous year's earnings.

ARTICLE VII - MEETINGS

Section 1. Regular meetings of the membership shall be held the second Tuesday of each month September through May. Exceptions must be approved by the officers.

Section 2. The Annual Meeting shall be held in May.

Section 3. The President may call special meetings upon approval of the Board. Upon written request of five members of the Guild, the President must call a special meeting.

Section 4. Thirty members shall constitute a quorum for regular and special meetings of the membership.

ARTICLE VIII - EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the elected officers, the immediate Past President, and Chairs of Standing Committees.

Section 2. Any vacancy occurring on the Executive Board shall be filled by appointment.

Section 3. The Executive Board shall:

- A. Plan and direct the work necessary to carry out programs as decided by the Guild membership.
- B. Accept responsibility delegated to it by the Board of Trustees of the Museum, subject to the approval of the general membership of the Guild.
- C. Create and designate such special committees and additional standing committees as it may deem necessary, and have the option to rescind those no longer needed.
- D. Review and approve in October the Annual Guild's pledge to the Museum's budget, and upon approval by the Guild, shall be submitted in writing to the Board of Trustees and to the Museum Director. The pledge will be presented to the Museum's Board of Trustees in December.
- E. A separate project, as proposed by the Museum's Board of Trustees Executive Board, the Director and the Guild President, may be recommended by the Guild Board and voted on by the Guild. A project shall commit for one year.
- F. Approve expenses in excess of \$500.
- G. All major policy decisions shall be reviewed by the Executive Board before being presented to the general membership.

Section 4. The Guild Executive Board shall meet monthly during the interim between Guild membership meetings at a time and place to be determined by the

President. Special meetings may be called by the President with the approval of the Board, or requested by five members of the Board.

Section 5. Unexcused absence from three consecutive Executive Board meetings shall be tantamount to a resignation.

Section 6. The majority of the members of the Executive Board shall constitute a quorum.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of the elected officers of the Guild.

Section 2. It shall be empowered to transact emergency business between meetings of the Executive Board with ratification by the Executive Board at the next meeting.

Section 3. Authorized signatures from the Museum accounting staff on the account shall be approved annually by the Guild's Executive Committee.

Section 4. A quorum shall be 4 members.

ARTICLE X - COMMITTEES

Section 1. There shall be two classes of committees: Standing Committees on a continuing basis and Special Committees appointed for special assignments.

Section 2. It shall be the duty of committee Chairs to submit promptly written reports of actions of committee meetings to the President.

Section 3. Standing committees shall be: Halifax Art Festival, Hospitality, Historian, Festival of Trees, Artful Interludes, Long Range Planning, Membership, Communications, Orientation and Development and such additional Standing Committees as may be deemed necessary from time to time. The Past President shall be advisor to the board. A Parliamentarian may be appointed and shall be a voting member of the Board.

ARTICLE XI - NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall consist of five members: two from the Executive Board who shall be elected by the members of the Board biennially at the regular Board meeting in January in the odd numbered years, and three non-Board members who shall be elected biennially at the regular January meeting in the odd numbered years.

Section 2. Elections shall be held biennially at the regular March membership meeting in odd numbered years. Election shall be by ballot. A majority vote of members present and qualified to vote shall elect. If there is but one candidate for an office, the election may be by voice. The newly elected officers shall take office during the Annual Meeting.

Section 3. All officers shall be elected for a term of two years or until a successor is elected. Officers may not be eligible to succeed themselves with the exception of the Treasurer.

ARTICLE XII - PARLIAMENTARY AUTHORITY

“Roberts Rules of Order Newly Revised” shall govern proceedings of the Guild provided they are not inconsistent with these bylaws and any policies the Guild may adopt.

ARTICLE XIII - AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Guild members present and qualified to vote at a regular or special meeting of the membership and provided notice has been given one month in advance.

Adopted in 1997.

Amended 12/2000

Amended May 2004

Amended April 2009

Amended May 2016