

BYLAWS OF VINTON GUILD OF FINE ARTS, INC.

ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1.1. Principal Office. The location of the principal office of the corporation in the State of Iowa will be identified in the corporation's biennial report filed with the Iowa Secretary of State.

Section 1.2. Registered Office and Registered Agent. The initial registered agent and office of the corporation are set forth in the Articles of Incorporation. The registered agent or registered office, or both, may be changed by resolution of the board of directors.

ARTICLE II. MEMBERS

Section 2.1. Classes of Members. The corporation shall have one class of members. All members shall have the same rights and shall be entitled to one vote. Dues shall be assessed in amounts as determined by the Board of Directors. Members must be 18 years of age.

Section 2.2. Expulsion, Suspension or Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may expel, suspend or terminate a member for cause after providing not less than fifteen (15) days notice to the member of the proposed expulsion, suspension, or termination and reasons therefore and an opportunity for a hearing.

Section 2.3. Resignation. Any member may resign by filing an oral or written resignation with the secretary, but resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

Section 2.4. Transfer of Membership. Memberships are non-transferrable.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1. Regular Member Meetings. An annual meeting of all Members shall be held on the second Tuesday of April of each year or such other date as the board of directors shall by resolution specify. At each annual meeting the election of the directors shall take place and such other business shall be transacted as may be properly presented to such meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the following Tuesday. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.

Section 3.2. Special Member Meetings. Special meetings of the members may be called by the president or the board of directors, and shall be called by the board of directors upon the written demand of any member delivered to the Secretary, which is signed and dated by at least one-tenth of the members having voting rights. Such written demand shall state the purpose or purposes for which such meeting is to be called. The time, date and place of any special meeting shall be determined by the board of directors or by the president.

Section 3.3. Place of Meeting. The board of directors may designate any place, either within or outside of the state of Iowa, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the state of Iowa.

Section 3.4. Notice of Special Meetings. Notice stating the place, day and hour of any special member meetings shall be delivered to each member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting or if notice is mailed by other than first class or registered mail not less than 30 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Notice may be communicated in person, by mail, or other method of delivery, or by telephone, voice mail, or other electronic means. Written notice by the corporation to its members, if in a comprehensible form, is effective according to one of the following: (i) upon deposit in the United States mail, if mailed post-paid and correctly addressed to the member's address shown in the corporation's current record of members; or (ii) when electronically transmitted to the member in a manner authorized by the member.

Section 3.5. Members List. After fixing a record date for a Members annual or special meeting, the secretary shall prepare an alphabetical list of the names of all members who are entitled to notice of the meeting. The members list must be available for inspection by any member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting. The list may be received by requesting a copy of it from the Secretary.

Section 3.6. Member Voting and Action. All members are entitled to attend and vote at annual or special Members meetings. Action on a matter is approved if the votes cast by the members in attendance favoring the action exceed the votes cast opposing the action, unless a greater number is required by law.

Section 3.7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed ~~in writing~~ by the member or by the member's authorized attorney in fact. Proxy votes must be cast by mail or email to the Secretary within one week after the meeting at which the vote was held. A member or member's agent or attorney-in-fact may appoint a proxy to vote in person or otherwise act for the member by informing the Secretary of the appointment in advance of the meeting at which the vote is scheduled to take place.

**ARTICLE IV.
BOARD OF DIRECTORS**

Section 4.1. General Powers. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the state of Iowa. However, directors must be members of the corporation.

Section 4.2. Number, Tenure and Qualifications. The number of directors shall be five, consisting of the corporation Officers, as described below.

Section 4.3. Board Meetings and Quorum. Regular meetings of the Board of Directors shall be held on the second Tuesday of each month at 6:00 p.m. All members are entitled to attend regular or special Board meetings and participate in discussions, but only Board members are entitled to vote when a vote is called for by the President at a Board meeting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**ARTICLE V.
OFFICERS**

Section 5. 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and one at large director.

Section 5.2. Election and Term of Office. The board of directors, consisting of the officers of the corporation, shall be elected by the Members at the annual Members meeting. If the election of ~~officers~~ shall not be held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor shall have been elected and shall have qualified.

Section 5.3. Removal. Any officer may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served by such director's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5.5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

Section 5.6. Vice-President. In the absence of the president or in event of the president's inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as may be assigned by the president or by the board of directors.

Section 5.7. Treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI (Contracts, Checks, Deposits and Gifts) of these bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to the treasurer by the president or by the board of directors.

Section 5.8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the contact information for each member which shall be furnished to the secretary by that member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or by the board of directors.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 6.1. Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the board of directors. In the absence of this determination by the board of directors, the instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

Section 6.3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in the banks, trust companies or other depositories as the board of directors may select.

Section 6.4. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE VII.
BOOKS AND RECORDS**

Section 7.1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors and shall keep ~~at the registered or principal office~~ a record identifying the names and addresses of the members entitled to vote as well as other documents required to be maintained pursuant to the Revised Iowa Nonprofit Corporation Act.

**ARTICLE VIII.
FISCAL YEAR**

Section 8.1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE IX.
DUES**

Section 9.1. Payment of Dues. Dues shall be payable ~~in advance~~ by the 1st of March in each fiscal year. Dues of a new member joining after July 1st will be a half-year's membership. Dues shall not be prorated for renewing members who happen to pay late.

Section 9.2. Default and Termination of Membership. ~~When~~ Any member of any class shall be in default in the payment of dues if not paid by the due date, and such member's membership may be terminated by the board of directors without notice.

**ARTICLE X.
AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors or members present at any regular Board or Members meeting or at any special Board or Members meeting, if at least two days' written notice to all members is given of intention to alter, amend or repeal or to adopt new bylaws at the meeting.

Gloria Orcutt, President

Date

Kim Frazier, Secretary

Date