



**AMENDED AND RESTATED
BYLAWS
AUGUSTA ART GUILD, INC.**

**ARTICLE I
NAME**

SECTION 1. The name of this non-profit corporation shall be Augusta Art Guild, Inc., hereinafter referred to in these Bylaws as the Guild.

SECTION 2. The principal office of the Guild shall be 116 Main Street, Augusta, Kentucky 41002.

**ARTICLE II
OBJECT**

SECTION 1. The Guild is organized exclusively for charitable and educational purposes. More specifically, the object of the Guild shall be to promote the arts and to stimulate interest in and encourage greater knowledge of arts in Augusta, Bracken County, and the Commonwealth of Kentucky.

**ARTICLE III
MEMBERSHIP**

SECTION 1. The Corporation shall have a regular membership for persons who are over 14 (fourteen) years of age and have an interests in the arts.

SECTION 2. A Member may become liable to the Corporation for dues, assessments, or fees. Nonpayment constitutes grounds for expelling or suspending the Member or suspending or terminating the membership.

SECTION 3. Members in good standing shall be entitled to vote on issues presented to the membership. The right of a member to vote and to have all other rights, title, and interest in and to the Guild shall cease on the termination of membership.

SECTION 4. The Corporation shall hold regular meetings of the membership as prescribed by the Board.

SECTION 5. For general membership meetings, individuals representing five percent of the

total number of members in the Guild shall constitute a quorum for the transaction of business.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. Directors shall be elected in the numbers and in the manner prescribed in the Articles of Incorporation.

SECTION 2. Subject to the directives of the membership at general meetings, the laws of the Commonwealth of Kentucky, the Articles of Incorporation and these Bylaws, the Board of Directors shall have authority over the activities and assets of the Guild.

SECTION 3. Any vacancy that may occur in the Board of Directors caused by death, resignation, or otherwise, shall be filled for the unexpired term by a majority of the remaining Directors if the Directors then number three or more or, in the event of less than three remaining Directors, by those remaining Directors. The Articles of Incorporation may be amended by a vote of two-thirds of the Guild membership, in accordance with rules, at any duly called meeting.

SECTION 4. Meeting of Directors shall be held at such time and places as deemed necessary pursuant to resolution of the Directors or to a call signed by the President or any two Directors. Two days written notice of such meeting shall be given to each Director unless the Directors have fixed a regular time and place for such a meeting, in which case no notice shall be required for any meeting. Notice of any meeting may be waived in writing before or after such meeting.

SECTION 5. A majority of the member of the Board of Directors then serving shall constitute a quorum at any meeting of the Board of Directors. Meetings of the Board shall be open to any member of the Guild who wishes to attend.

SECTION 6. Each Director shall have one vote. No Director's vote shall be cast in absentia, except by written proxy with witness. A simple majority of those present and voting will decide any questions except an amendment to these Bylaws or any amendments to the Articles of Incorporation.

SECTION 7. Directors shall not be compensated for their services to the Guild. The Board may authorize Officers, Directors, committee members and other members of the Guild to be reimbursed for actual and necessary expenses incurred on Guild business upon proof of the expense.

SECTION 8. The Board shall establish and maintain a policies and procedures manual which shall address the duties and responsibilities of the Board, Officers, the Executive Committee and the General Committees.

ARTICLE V OFFICERS

SECTION 1. The day to day affairs of the Guild shall be administered by the officers and authorized committees.

SECTION 2. Officers shall be elected to a two-year term, in the matter described and may be removed as described in the Articles of Incorporation. Election of Officers shall be the first Tuesday of November each year.

SECTION 3. Vacancies in any office of the Guild may be filled for the unexpired term by the Board of Directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

SECTION 4. The President shall be the chief executive officer of the Guild. The President shall preside at meetings of the Board of Directors and shall sign in the name on the behalf of the Guild all notes, bonds, and other evidences of indebtedness and all instruments and documents, such as deeds, mortgages, leases, contracts, notices. et cetera. The President shall be entitled to vote at regular membership meetings and Board meetings only when the vote of those present and voting result in a tie.

SECTION 5. The Vice President of the Guild shall carry out all the functions of the President whenever the President is absent or incapacitated for any reason. The President needs not be out of the local area of the Commonwealth of Kentucky in order for the Vice President to function in his or her place, but merely be absent or incapacitated at the particular time when given acts are to be performed, or when a signature is required. If the President shall be present, the Vice President may also perform all the functions of the Secretary or Treasurer in the event of the absence or incapacity of the Secretary or Treasurer.

SECTION 6. The Secretary of the Guild shall keep and maintain a record of proceedings of the Board of Directors of the Corporation in permanent form. The Secretary shall attest or countersign all documents executed on behalf of the Guild which require counter signature and to otherwise be responsible for authenticating corporate records.

SECTION 7. The Treasurer shall receive and account for all funds of the Guild and shall be responsible for the fiscal affairs of the Guild, jointly with the President, and the periods between meetings. The Secretary's name shall also be on the Guild's bank accounts. Signatures of both Treasurer and another Board Member must be on any check for expenditures of \$500.00 and over.

SECTION 8. The officers of the Guild shall serve as an Executive Committee to assist the President in carrying out his or her duties.

SECTION 9. The Officers shall not be compensated for their services to the Guild.

ARTICLE VI MANAGEMENT OF FUNDS

SECTION 1. All funds shall be deposited in a Guild account and shall be disbursed in accordance with an approved budget, or through approval by a simple majority of the membership.

SECTION 2. All funds received by the Guild shall be deposited promptly in a financial institution approved by the Board. The Treasurer shall present a financial report disclosing all receipts and disbursements to the Board and the general membership, at least twice annually, or more frequently as determined by the Board.

SECTION 3. The Treasurer and the President shall ensure that all reports and filings required by local, state and federal authorities are timely filed.

SECTION 4. The Board of Directors shall, periodically, provide for an audit of Guild accounts. Such audit shall be in such form and detail as may be provided by the Board.

ARTICLE VII FISCAL YEAR

SECTION 1. The fiscal year of the Guild shall end on the thirty-first day of October each year.

ARTICLE VIII COMMITTEES

SECTION 1. The Board may establish such other standing or ad hoc committee as may be necessary to conduct the business or further the interests of the Guild.

SECTION 2. The President shall, with the approval of the Board, appoint members and chairpersons of all committees.

ARTICLE IX PROHIBITED ACTIVITIES AND DISSOLUTION

SECTION 1. The Guild will not carry on any activities that do not meet the requirements of a corporation exempt from federal income tax under the Internal Revenue Code (IRC) 501(c) or the corresponding provision of any future United States revenue law. The Guild will not engage in any activity that does not meet the requirements of IRC Section 170(c) which requires that all contributions to the Guild be charitable contributions; no part of the net earnings or receipts shall inure to the benefit of any individual; and the Guild shall not engage in any activity which disqualifies the Guild as a tax exempt organization under the appropriate paragraph of the IRC.

SECTION 2. The Guild shall not substantially engage, nor shall any of its funds, property or income be substantially used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Guild participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, both foreign and domestic, nor shall the Guild engage in any political activities, either foreign or domestic, in any way whatsoever.

SECTION 3. In the event of dissolution, the residual assets of the Guild will be turned over to one or more organizations which themselves are exempt as organizations described in IRC Section 501(c) and 170(c)(2), or corresponding sections or any prior of future law, or to the federal, state, or local government.

**ARTICLE X
CONFLICTS OF INTEREST**

SECTION 1. The Board of Directors shall adopt a conflict-of-interest policy for Officers and Directors of the Guild which shall protect the Guild's tax exempt status and govern the conduct of the Guild's business. The policy shall include the provisions of IRS Form 1023, Appendix A, or any successor form, in addition to any other provision deemed appropriate by the Board. Each Officer and Director shall, upon assuming office, sign a statement acknowledging receipt of a copy of the policy and agreeing to abide by its terms and conditions while performing the duties of his or her office.

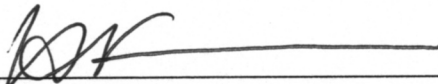
**ARTICLE XI
AMENDMENTS**

SECTION 1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any meeting of the Directors by the affirmative vote of a majority of the Directors. Provided, notice of the meeting, which notice contains the proposed change is given. A proxy for voting and a notice of the annual meeting, including any proposal for a change in the Bylaws along with a notice sent to all members in October each year. All proxies and dues must be returned by November 1st in order to count.

CERTIFICATION

I, the undersigned, Secretary of the Augusta Art Guild, Inc., a nonprofit corporation in the Commonwealth of Kentucky, do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Guild at a meeting of the general membership held on 6 day of November, 2012, and the same do now constitute the Bylaws of the Guild.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 6 day of November, 2012.



Leah Frederick
President
Augusta Art Guild, Inc.

AAG President