

Dear Members:

The following is a detailed explanation of the By Laws that the Board is proposing. Please read through these proposals thoroughly and feel free to ask for clarification. The goal is not to add bureaucracy or confusion to our Guild business but to make our business more transparent and provide structures by which Members can help build and strengthen our group. The following Amendments require a 2/3rds majority of Members approval. As there is no provision within the current by laws against the use of electronic voting, in keeping with current issues related to Covid restrictions, the voting for these Amendments will be carried out primarily through an email ballot. A hard copy of these proposals will be available to Members at the Carrollton Center for the Arts, and your vote may be sent through the mail to us if you prefer not to use email. Paper ballots will be available at the Arts Center as well starting on May 3rd.

- By Mail: Fill in the required information on the paper ballot provided to you at the Arts Center and mail it back as soon as possible so that there is no delay in counting your vote. You may drop off the ballot and save a stamp if you prefer, but please enclose it in an envelope with your contact information so it doesn't get lost. A mailed ballot must be postmarked by no later than May 14th.

DEADLINE: Voting for these By Laws Amendments will be open for 2 weeks starting on May 1st. Tally will begin on May 17th and conclude on May 19th to allow ample time for mailed ballots to arrive. Incomplete ballots, ballots from Members who are not current on dues as of May 1st, or ballots received from an email different from the address on file with the Guild Directory will be discarded.

Who may vote?

Members who are in good standing (dues paid and recorded) as of May 1st when the ballot is sent out using the email provided on the official Members roster. It is the responsibility of the Members to ensure their email address is current and correct. Corrections can be submitted to the Guild administration via the email (Contact@carrolltonartistguild.com).

When will votes be tallied and results published?

The ballot will remain active for two weeks from May 1st to May 14th. Tally will take place on May 15th and results published immediately thereafter.

Why change By Laws?

Whereas 'standing rules' can be established by a Board at any time, they traditionally expire when the Board changes. By Laws however, remain, and help the organization to evolve and perform its business efficiently and consistently. An example is the issue of electronic voting, which isn't addressed by the current By Laws. Email voting has clear implications in consideration of the past year when in person meetings haven't been possible. Moving forward, we will be able to address matters as a group as needed, in spite of scheduled meeting times which may delay the process of decision making.

What if I have questions or comments?

The 2-week period beginning on May 1st will allow Members sufficient time to ask questions and provide feedback. Email questions or comments to (Contact@carrolltonartistguild.com) with the specific Amendment noted that requires clarification and your concerns will be given due consideration. There will also be an opportunity to discuss the Amendments in person at the May 11th meeting.

Can I propose an Amendment or issue for consideration?

Certainly, but it will not be presented for consideration with this round of voting. New business will be considered at a future date and concerns given their due debate and discussion by the Board and Membership.

Amendments up for adoption are as follows:

- 1) The Official name of the organization is the Carrollton Artists' Guild. This is grammatically correct and shall be corrected in print and other records after the By Laws statement is corrected.

The proposed amended language is as follows:

Article 1 – Name: The name of this organization shall be the Carrollton Artists' Guild. This organization shall be a program of the Carrollton Community Development Department and shall report to the Carroll County Cultural Arts Alliance Board of Directors as needed. The Carrollton Artists' Guild is a non-partisan organization. Hereafter, within this document for all purposes, "the Artists' Guild", or "the Guild" shall be understood to refer to the Carrollton Artists' Guild.

- 2) Article 3, Section 4 and Article 4 discuss **Membership and Meetings** – these sections are vague on several specific matters-

Summary of issues:

- specifics of **voting** by electronic means (via email): allowed? In what form?
- **proxy** voting: allowed? In what form?
- how many **votes** are allotted **per Active Member** type: One per Membership?
- **Quorum** (of Members for valid voting): Currently the By Laws state a quorum for the Board but not for Membership.
- **'Special' meetings**, as called by the Membership: How and what form?

The proposed changes are as follows:

Article 4, Section 2 “Voting”: While in person voting is preferable, in the event of conditions which preclude meetings of the Board or Members in person, electronic transmission of votes is acceptable provided that a quorum has been reached and that 1) the matter being voted upon has been accurately and fully delivered for inspection and debate to the members via email or publicly available digital means (on an official website or secure social media platform) with a minimum of 48 hours to no more than two weeks’ notice before the date the votes are taken and tallied, and 2) the received transmission is dated prior to or on the date of the vote tally, and from the same digital address that is on file for the Member in the official Guild directory. Electronic votes submitted by a member of a Family membership shall be presumed to be on behalf of all household members with only one vote being counted from the recorded digital address. If more than one electronic vote is received from a Family membership whichever vote is dated/time stamped earliest shall be the vote counted for that Family membership. Votes submitted from a social media platform or messaging platform are not acceptable; only those electronic means commonly referred to as ‘email’ will be accepted. (* This wording is in compliance with current legal standards regarding electronic voting by nonprofit and other types of agencies and groups)

Article 4, Section 2 “Proxy”: Any member entitled to vote may do so by written proxy signed either personally or by an electronic transmission valid under the Nonprofit Code. A proxy must specify the meeting at which the proxy is valid and must be received by the Secretary or other officer or agent of the Guild prior to the opening of the meeting for which it is to be used. Appointment of proxy is revoked by the person appointing the proxy by 1) attending the meeting and voting in person, 2) signing and delivering to the Secretary or other office or agent of the Guild a written revocation of the proxy or subsequent form appointing another proxy. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy. A proxy is dissolved immediately following the voting for which it was designated. A proxy may either state the absent members voting intention or may be left to the discretion of the proxy appointee, but the appointed proxy member may not alter the intention of the absent member without express documented consent by the appointing member. A proxy holder who votes in opposition to the appointing members stated intentions shall have their own vote nullified and the correct vote for the absent member corrected and documented. The proxy holder shall also not be eligible to hold a proxy for another member at any time in the future. A proxy letter found to be fraudulent following the vote on the matter outlined in the proxy letter will result in a recount of votes upon the matter minus the vote of the proxy, suspension of all Guild activities and rights for the named proxy Member, and possible expulsion of the proxy from the Guild.

Article 3, Section 4 “Active Members”:

Summary of the issue: Currently there is no language that defines how many votes are allotted to each Membership, of which there are two, Individual or Family, assuming Student is equal to Individual. Family Memberships may cover multiple individuals in a single unit, but there is no language as to whether they constitute one vote as a unit, or one vote each, as long

as they are 18 and in good standing. It is inherently unfair that a Family Membership, whose cost is less than double that of an Individual Membership, should have more than one vote. Therefore, the Amendment proposes that:

- Individual, Family or Student Members are allotted one vote. Unless a family member wishes to enroll themselves as an Individual and pay dues accordingly, there shall only be a single vote counted from any Family Membership.
- Members in good standing may hold Board Offices, but only one Member of a Family may do so at any time, and that person shall be assumed to be using the vote of the Family in performing Guild business. Family members are welcome to attend meetings and participate in events as usual, regardless, but shall defer voting to their Family member who is serving on the Board.

The proposed amendment is as follows:

Article 3, Section 3: (following the “*Student...” addendum) - *Family memberships will be allotted a single vote, like an Individual or Student, in person or through proxy or by electronic means, and such vote shall be assumed to be the consensus of the family members. It is the responsibility of the Family membership to maintain a single email address for use in electronic transmissions voting, as votes submitted via the email on file with the Guild at the time of Membership approval will be assumed to be the representation of the Family consensus. Multiple votes received for a single, Family membership either via email or in person or by proxy, will result in disqualification of all votes for that Family either for the matter under consideration and/or suspension of voting rights for all matters in the future as well, at the discretion of the Board of Directors. Members whose voting rights have been suspended may not transfer their vote via proxy, nor act as a proxy for another, and no other person within a Family unit may take up the vote allotted to that Family if their vote has been suspended.

Article 3, Section 4: Active Members in good standing, age 18 or above, are eligible to hold office on the Board of Directors, vote on all matters of concern and participate fully in Guild events, as long as such Membership is current on Dues, contact information and obligations at the time of the Guild business/event in question.

Article 4, Section 5: Only one member of a Family Membership may hold office on the Board at any time and that member shall be assumed to be exercising the single vote of the Family unit. No other votes shall be offered or accepted from other persons within a Family Membership for any matter while said Family member is serving in their Board capacities.

Article 4, Section 2 “Quorum”: (*specifically, the quorum required of Members as opposed to Board members).

Summary: Currently there is no actual quorum set for the Guild for its meetings. The wording is such that if there is a meeting, and only 2 people appear, they constitute a quorum for the full membership and may vote upon whatever they wish. Therefore, in order to promote

transparent and fair practices, a quorum of 20% is proposed in person, by proxy or by email votes, or in combination. This will promote participation in meetings as well as awareness of ongoing business. Currently, Amendments to the By Laws require a 2/3 majority of the Membership, and the Board must have a quorum of 40%.

The proposed amendment is as follows:

Article 4, Section 2 “Quorum”: A quorum is composed of those Members in good standing, in person or by proxy or electronic transmission submitted by the established deadline, of no less than 20% of Members enrolled as of the date of the meeting, or upon the established deadline for submission and tally of votes. Once a quorum is established it shall be presumed to exist until the meeting is adjourned and shall not need to be reestablished. Unless an item on an agenda for a meeting requires a greater vote, if a quorum is present, the affirmative vote of a majority is the act of the Members.

Article 4, Section 3 “Special Meetings”:

Summary: Currently, the By Laws only require a petition of 5% of Members to call a special meeting which is remarkably low and doesn't rise to the level of urgency that such a special meeting implies. Making the requirement for a special meeting equal to that of a quorum resolves this matter and a standardized format will also be outlined. Special Meetings allow the Membership to engage directly with the Board when issues arise and provides a democratic forum for discussion and resolution in a timely manner.

The proposed Amendment is as follows:

Article 4, Section 3 “Special Meetings”: Special Meetings of the Members may be called at any time by the President, or by the written petition of at least 20% of the Members. The complete petition with all signees collected, must be submitted to the Guild Secretary and must include a statement outlining the specific matter(s) to be addressed in the special meeting along with the signatures in hand of the Members requesting the meeting, or by electronic transmission, including current address and/or email address, as it appears in the Guild directory; signees whose electronic transmission is not received from the email address on file at the time of submission will not be accepted. It is the responsibility of the petitioning Members to ensure that signees names are legible, their contact data current and that they are in good standing at the time of the petition's submission. The petition must also specify an individual who will act as the Contact between the Guild Board and the petitioning signees who shall agree to be responsible for transmitting important communications on the meetings status. The Guild Secretary shall receive the petition by mail (to the Carrollton Center for the Arts, 251 Alabama Street, Carrollton GA, 30117) or in hand at a regular meeting of the Guild. The Secretary will verify the format of the petition and the signees and then submit the petition to the Guild President. Thereafter, within 30 days of the date the petition is received by the Guild Secretary, the Guild President shall call for the special meeting at a time and place agreeable to both the Guild Board of Directors and the petitioning Members. If no such approval is received within

the 30 days, the petitioning Members may set their own place, date and time for the Special Meeting, notifying all Members with a minimum of one weeks' notice. Only the business established in the original petition may be considered at the meeting unless such restriction is lifted by a vote of the majority present. For any Special Meeting to hold any votes, a quorum as established by the By Laws for the matter must be met as usual.

- 3) The following proposed amendments refer specifically to the management and operation of **Committees** under the Guild Board. Since the Board has plans for the future that may require sub committees like these it is best to establish transparent policies and practices now before costly, contentious issues arise that may not otherwise be addressed.

Article VII: Standing Committees

Summary - There isn't much specific data here about these committees. I don't think many of them are even an active issue anymore, except for the Arts Festival Committee. The 'In House/Off Site Exhibits' shall be removed as we have a dedicated Gallery Director at the Center now who manages a lot of that communication and planning. I propose we change the language to the following:

Section 1: Standing Committees – Committees for the areas listed below may be established as needed by the Board with the President approving committee members, and a committee Chair, selected from those volunteering to perform the Chairperson's duties; only Members in good standing with the Artists' Guild may serve as committee members for any committee. A new committee may be proposed by the Membership through a petition to the Board (following the guidelines outlined for Special Meetings Art 4, Sec 3), that states the purpose of the committee and the timeline for their activities. The petitioning Members may suggest a Chairperson for their committee, drawn from among themselves by a vote of simple majority, for approval. Committees must be composed of an odd number of Members, at least 5 and no more than 15 and may appoint officers or otherwise organize their business at their own discretion. A committee may establish sub committees as they see fit, but such sub committees are to adhere to the same rules and processes as any other committee and are subject to all administrative oversight and restriction by the Board, equally. All committees shall maintain open lines of communication with the Board and shall not undertake any actions that violate either the letter or spirit of the By Laws. All committee decisions shall require final approval by the Board before being transmitted or enacted to/with the Membership or public. The Board may request a report from any committee, at any time, concerning, but not limited to, financial data, progress reports, schedules and minutes of meetings. All committees are expected to practice their meetings business with proper professional deportment and observance of both Roberts Rules of Order and Sunshine Laws, maintaining accurate and current records of their business. A committee Chair or member may be dismissed or replaced at the discretion of the Board, or by request of a majority of committee members by petition submitted to the Board. Examples of such committees are:

Hospitality Committee

Special Programs/Events
Social Media
Outside Group Networking
Librarian
The Arts Festival of Carrollton
Grants Committee

Section 2: Social Media usage by Committees – While committees are encouraged to use whatever means are most efficient to communicate and complete their business, social media pages that facilitate that activity must be open and transparent to the Board. Since the Guild serves the City of Carrollton and operates under their umbrella of services, all business must be done under established Open Meetings Act/Open Records Act requirements (otherwise known as “Sunshine Laws”). Therefore, no committee shall establish social media pages of any kind for the express purpose of their committee’s business without express consent of the Board and without providing the Board Secretary with a password to access the social media site at any time the Board sees fit. The committee will also designate a Board Member to act as an Administrator on the established social media page who shall be given full access to the contents by the committee. Committees may use established social media and communication tools of the Guild by submitting such material to the Secretary for approval at least 3 days prior to the date desired for publication (such communications must include a contact person designated within the committee for Members to communicate with as the Board will not act as agent). Failure to follow these guidelines for social media will result in suspension of all committee members rights and privileges within the Guild, and possible expulsion.

Section 3: Special Committee Designation: The Arts Festival of Carrollton – The event known as the Arts Festival is a cooperative annual project of the City of Carrollton, through the Carrollton Center for the Arts, the Arts Commission and the Carrollton Artists’ Guild. Administration of this event is a partnership between a Special Committee of the Artists’ Guild and the Center for the Arts. As with all other Artist’s Guild committees the Arts Festival committee and its’ subcommittees are overseen by the Artists’ Guild Board with all decisions made through a majority vote of the committee/subcommittee members, after appropriate time for discussion in properly announced open meetings.

Please submit questions to the Artist’s Guild email (Contact@carrolltonartistsguild.com) and Thank you for your attention!

Sincerely,
Carrollton Artists’ Guild Board of Directors, 2021

