



**NATIONAL GUILD FOR
COMMUNITY ARTS EDUCATION**

CODE OF REGULATIONS

AS AMENDED BY THE MEMBERSHIP

NOVEMBER 21, 2014

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STATEMENT OF PURPOSE

We the representatives of organizations and individuals, believing that the perpetuation of the arts is fundamental to our very existence and that expert instruction in all arts disciplines is an increasingly important influence on and vital factor for the welfare of all persons of all ages in all social, ethnic and economic groups as well as communities, local, national and international, do associate ourselves as the National Guild for Community Arts Education, Inc. (referred to hereinafter as “the Corporation”) to make this education more universally available. The purposes for which the Corporation have been formed are:

- (a) To serve and represent a broad range of organizations that engage in community arts education
- (b) To provide a national voice for community arts education
- (c) To influence policies that impact the community arts education field
- (d) To identify and promote best practices and ideas to the field
- (e) To bring together organizations and individuals to share experiences, ideas and information about community arts education
- (f) To strengthen the capability of member organizations to achieve their missions
- (g) To operate without profit to itself or to any individual within its membership, but to solicit, collect and raise money for any of the purposes of the Corporation, through appeals or campaigns for public or private contributions, by acceptance of gifts, legacies, bequests or endowments, or by membership dues, and to expend, contribute, disburse and otherwise handle and dispose of the funds collected or the income therefrom, in any of the states, districts, or territories of the United States, and in any and all foreign countries subject to such limitations as are prescribed by statute for such purposes;

The statement of purpose contained in this Code of Regulations is intended to implement (but not to state purposes or authorize powers different from or in addition to) those purposes for which the Corporation was organized, as set forth in its Articles of Incorporation.

ARTICLE I **MEMBERSHIP**

All members in good standing of the Corporation at the time of the adoption of this amended Code of Regulations shall be deemed members of the Corporation. New members shall be admitted as provided below:

(a) Categories of Membership.

There are four categories of membership under which organizations or individuals may join the Corporation.

- (i) A Full Member is a tax-exempt organization or government agency, or division thereof, that offers arts learning opportunities and is committed to the values of quality, accessibility and accountability.
- (ii) An Education Affiliate member is a for-profit organization that offers arts learning opportunities.
- (iii) A Business Affiliate member is a company or organization interested in furnishing goods or services to members and others within the community arts education field.
- (iv) An Individual Affiliate member is an individual who supports the Corporation's mission and values.

The criteria and benefits for each category of membership as well as the policies concerning membership shall be decided from time to time by the Board of Trustees.

(b) Dues.

All members of this Corporation are required to pay annual dues according to a schedule of rates to be published and available to the general public. Any member may be expelled by the Executive Director for non-payment of dues.

(c) Resignation.

Any member may, upon giving notice, resign from membership.

(d) Expulsion of Members.

Any member of this Corporation may be expelled for violation of the Code of Regulations or for any cause deemed prejudicial to the best interest of the Corporation, by two-thirds vote of the members of the Corporation present and voting at any duly called meeting of the Corporation; or, a member may be provisionally expelled by a two-thirds vote of the Board at any given duly called meeting, providing that such action is submitted for ratification to the next meeting of the Corporation.

ARTICLE II
MEETINGS OF MEMBERS

- (a) Annual Meeting. The annual meeting of the members of the Corporation shall be held within the last four calendar months of each year at such time and place as the Board of Trustees may from time to time determine.
- (b) Special Meetings. Special meetings of the members may be called by the Chair, the Board of Trustees, or 10% of the Full Members (upon written request, including fax and email).
- (c) Notice of Meetings. Notice of all meetings shall be given not less than seven (7) days before the date of such meeting to each member by mail, email or fax, and all such notes shall state the time and place.
- (d) Voting. Only Full Members have voting privileges at meetings of the Corporation. A vote may be cast by any duly authorized individual.
- (e) Proxies. Any member may be represented at any meeting of members or vote thereat and execute consents, waivers and releases and exercise any of his or her other rights by proxy or proxies signed by such member. Proxies are limited to matters, issues and nominations which have been circulated at least ten (10) days in advance and limited by instruction of the proxy signer.
- (f) Quorum. Representatives of 25% of the Full Members, present either in person or by proxy, shall constitute a quorum for the transaction of business at any annual meeting or special meetings.
- (g) Waiver of Notice. Notice may be waived in writing, either before or after the holding of such a meeting, by any member, which writing shall be filed with or entered upon the records of such meeting. The attendance of any member at any such meeting without protesting prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver of notice of such meeting.
- (h) Adjournment. A majority of the voting members present at a meeting whether or not a quorum is present may adjourn such a meeting.
- (i) Action by the Members.
 - (i) Whenever any corporate action, other than the election of directors, is to be taken under this chapter by vote of the members, it shall, except as otherwise required by law or by the certificate of incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote thereon.
 - (ii) Any action required or permitted to be taken by the members may be taken without a meeting if all members authorized to vote consent in writing to such action. Such consent may be written or electronic. If the consent is written, it

must be signed by the member. If the consent is electronic it must be able to be reasonably determined to have been sent by the member.

ARTICLE III **TRUSTEES**

- (a) Powers and Duties of Trustees. The Board of Trustees shall have general charge of the affairs, property, and assets of the Corporation and may retain an Executive Director to manage the affairs of the Corporation and implement the policies established by the Board of Trustees.
- (b) Classification, Number and Term of Office. The members of the Board of Trustees shall be divided into two classes: Honorary Trustees and Term Trustees.
 - (i) Honorary Trustees shall be elected for life, and may attend meetings of the Board of Trustees, but shall not have the right to vote or to hold office.
 - (ii) The number of Term Trustees shall, unless otherwise fixed by the members, be no fewer than 19 nor more than 45. In nominating and electing Term Trustees, it shall be a goal, but not a requirement, that up to one half and no less than one third may be directors of Full Member institutions; the balance shall be representatives of the public at large. No Term Trustee who is a director of a Full Member institution who has served two successive three-year terms or any portion thereof may be re-elected until one year has elapsed dating from the end of the Term Trustee's second successive term, provided that a Full Member director who is an incumbent officer may remain a Term Trustee until the completion of his or her then current term as an officer and any permitted re-election to that office. Term Trustees who are representatives of the public at large may be re-elected to successive three-year terms without limit.
 - (iii) Interim Trustees may be appointed by a majority vote of the Board of Trustees at a regular meeting of the Board of Trustees for a term to commence on the date of the Board meeting, and to continue only upon election as either an Honorary Trustee or a Term Trustee as set forth in Article III (c). For the purpose of computing the number of terms served, the term will be deemed to have begun on the date of election by the Membership.
- (c) Election of Trustees. The election of Trustees shall be held at the annual meeting of members of the Corporation or, if Trustees be not then elected, or if the annual meeting be not held at the time fixed therefore in these Regulations, then at a special meeting called for that purpose.
- (d) Meetings. A meeting of the Board of Trustees for the election of officers and the transaction of such business as may properly come before the meeting shall be held shortly following the annual meeting of members in each year. The Board of Trustees shall hold regular meetings at such time and place as may be fixed by the Board, or if no such time and place has been fixed by the Board, at such time and place as may be fixed by the Chair. Special meetings of the Board of Trustees may be called by the Chair and

shall be called by any officer upon the request of any four Trustees. A quorum shall consist of one-third of the duly elected and qualified Term Trustees.

(e) Action by the Board.

- (i) The vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the board.
- (ii) Unless otherwise restricted by the certificate of incorporation, any one or more members of the board or of any committee thereof who is not physically present at a meeting of the board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee
- (iii) Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all Directors of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the Director. If the consent is electronic it must be able to be reasonably determined to have been sent by the Director. The resolution and the written consents thereto by the Directors of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or committee.

ARTICLE IV
OFFICERS

- (a) The officers of this Corporation shall be a Chair, up to two Vice-Chairs, Secretary, and Treasurer. The Trustees shall elect these officers from the Board of Trustees for a term of three years. Said officers shall be eligible for re-election to an additional three-year term.

Additionally, if the Board feels, in its discretion, that there is a need for an officer to continue to serve beyond two terms, the Board, by a majority vote, may extend that officer's term in one year increments.

- (i) The Chair presides at all meetings of the members, the Board of Trustees and the Executive Committee. He or she performs the other duties usual to that office and such duties as may be assigned by the Board of Trustees.
- (ii) The Vice Chair(s) shall be assigned specific responsibilities by the Chair and shall deputize for the Chair.

- (iii) The Secretary keeps the minutes at all meetings of the members, the Board of Trustees and the Executive Committee; determines the quorum at the Annual Meeting of the members, and performs such other duties as may be usual to his or her office.
- (iv) The Treasurer has the care and custody of all the funds of the Corporation and shall cause appropriate books and accounts to be kept. He or she shall perform such other duties as may be usual to his or her office.
- (b) The Board of Trustees may at any meeting fill any vacancy existing on the roster of officers.
- (c) All Trustees and officers shall comply with the Corporation's Conflict of Interest Policy as established by the Board of Trustees.

ARTICLE V **COMMITTEES**

- (a) The Standing Committees of the Corporation shall be the Executive Committee, the Finance Committee, the Audit Committee, and the Governance Committee the members of which shall be limited to Trustees of the Corporation. The Board may establish other Committees the members of which may include non-Trustees of the Corporation. Members and Chairs of Standing Committees and other committees shall be appointed by the Chair in consultation with the Governance Committee
 - (i) Members and Chairs of Standing Committees shall serve for a term of two years or until their successors are appointed.
 - (ii) The Executive Director shall be a non-voting ex-officio member of all Standing Committees.
 - (iii) The Board Chair shall be a voting ex officio member of all Standing Committees.
- (b) Executive Committee. The Executive Committee shall consist of the officers of the Corporation and such additional Trustees as the Board may elect from time to time. Except as otherwise provided herein, such Committee shall, during the intervals between the meetings of the Board of Trustees, carry out such actions as may be delegated to it by the Board of Trustees and shall possess and exercise all of the powers of the Board of Trustees in the management of the affairs of the Corporation as may be necessary and which cannot reasonably await a meeting of the full Board of Trustees, other than that of filling vacancies on the Board of Trustees. A majority of the members of the Committee shall constitute a quorum. Any action taken by the Executive Committee shall be reported to the Board of Trustees at its next succeeding meeting where such action shall be subject to ratification or revision by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

- (c) Finance Committee. The Finance Committee shall consist of three or more persons. The Committee shall attend to the preparation of budgets of the corporation and direct the disposal and investment of the funds and securities of the Corporation.
- (d) Audit Committee. The Audit Committee, which shall be comprised solely of Independent Directors, shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements.

The Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. The Audit Committee shall also (1) review with the independent auditor the scope and planning of the audit prior to the audit's commencement; (2) upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the corporation's accounting and financial reporting processes; (3) annually consider the performance and independence of the independent auditor; and (4) report on the Audit Committee's activities to the Board of Trustees.

The Audit Committee shall oversee the adoption, implementation of, and compliance with any conflict of interest policy or whistleblower policy adopted by the Corporation if this function is not otherwise performed by another committee of the board comprised solely of Independent Directors.

Only Independent Directors may participate in any Audit Committee deliberations or voting relating to matters set forth in this section.

- (e) Governance Committee. The Governance Committee shall consist of three or more Trustees. The Governance Committee shall have the responsibility to prepare, recommend, and nominate:
 - (i) a slate of persons for election as members of the Board of Trustees at the annual meetings of the members and, in the event of a vacancy on the Board between annual meetings, at a meeting of the members or of the remaining Trustees for the purpose of filling any vacancy on the Board;
 - (ii) a slate of persons for election as officers by the Board of Trustees and in the event of a vacancy among the officers, at a meeting of the Board for the purpose of filling any such vacancies.
 - (iii) The committee shall develop, review and monitor governance procedures, policies and structure and make recommendations regarding the Code of Regulations of the Corporation.

- (f) Independent Directors. An Independent Director is a member of the Board of Trustees who:
- (i) has not been an employee of the corporation or an affiliate of the corporation within the last three years;
 - (ii) does not have a relative who has been a key employee of the corporation or an affiliate of the corporation within the last three years;
 - (iii) has not received and does not have a relative who has received more than \$10,000 in compensation directly from the corporation or an affiliate of the corporation in any of the last three years (not including reasonable compensation or reimbursement for services as a director, as set by the corporation);
 - (iv) does not have a substantial financial interest in and has not been an employee of, and does not have a relative who has a substantial financial interest in or was an officer of, any entity that has made payments to or received payments from the corporation or an affiliate of the corporation in excess of the lesser of: (a) \$25,000 or (b) 2 percent of the corporation's consolidated gross revenue over the last three years (payment does not include charitable contribution);
 - (v) is not in an employment relationship under control or direction of any related party and does not receive payments subject to approval of a related party;
 - (vi) does not approve a transaction providing economic benefits to any related party who in turn has approved or will approve a transaction providing economic benefits to the director.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 and end on the following December 31.

ARTICLE VII
CORPORATE SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the numerals "1954" and the words "New York".

ARTICLE VIII
AMENDMENTS

The Code of Regulations of the Corporation may be altered or amended at any duly called meeting of the corporation by a two-thirds vote of qualified representatives of Full Members present and voting at such meeting, provided that written notice has been sent by mail to every member of the Corporation at least ten days in advance of the date of the meeting stating the proposed amendment substantially in the same form in which it is adopted.

ARTICLE IX
ORDER OF BUSINESS

Unless otherwise provided, Robert's Rules of Order (latest edition) shall govern all meetings.

ARTICLE X
INDEMNIFICATION

- (a) The Corporation shall indemnify each Trustee, officer and employee and each former Trustee, officer and employee of this Corporation, and each person who is serving or has served at its request as a Trustee, director, officer or employee of another corporation, against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending or threatened action, suit or proceeding, criminal or civil, to which he was, is or may be made a party by reason of being or having been such Trustee, director, officer or employee, provided a determination is made (i) by the Board of Trustees of this Corporation acting at a meeting at which a quorum consisting of Trustees who neither were nor are parties to or threatened with any such action, suit or proceeding is present, or (ii) by the voting members of the Corporation at a meeting held for such purpose by the affirmative vote of a majority of the voting members present if a quorum of voting members is present, or without a meeting by the written consent of two-thirds of the voting members, that (a) such Trustee, director, officer or employee was not, and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duty to the Corporation of which he is or was a Trustee, director, officer or employee, (b) he acted in good faith in what he reasonably believed to be the best interest of such Corporation, and (c) in any matter the subject of a criminal action, suit or proceeding, he had no reasonable cause to believe that his conduct was unlawful.
- (b) The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such Trustee, officer or employee may be entitled apart from the provisions of this Article X.

ARTICLE XI
EXECUTIVE COMPENSATION

The Corporation may pay compensation in a reasonable amount to members, directors, trustees or officers, for services rendered, and may make distributions of cash or property to members upon dissolution or final liquidation as permitted by law. No person who may benefit from such compensation may be present at or otherwise participate in any board or committee deliberation or vote concerning such person's compensation; provided that nothing in this section shall prohibit the board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.