

**ARTICLES OF INCORPORATION
OF**

Fall Line Artist Guild, Inc.

Article I. NAME

“The Fall Line Artist Guild, Inc. “

Article II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

Article III. PURPOSE

The Fall Line Artist Guild is a group of artists and patrons who join together to learn about art and bring art to the community.

Article IV. MISSION

The Fall Line Artist Guild is a nonprofit organization working to promote the visual arts in Washington County and surrounding counties drawing artists and patrons from these areas of Georgia as members. Our mission is to serve the artistic community in several ways. We wish to:

- Create an atmosphere conducive to artistic expression, thereby creating an active art community in and around Washington County.
- Provide a venue for artistic talent to show and market their art.
- Enhance the quality of life for the residents through art, attracting newcomers and business.
- Draw tourists into the community boosting the region’s economy.

Article V. VISION

Together we pledge to provide exhibition and educational opportunities that encourage artistic excellence while celebrating our history, our diversity, and our freedom of expression.

Article VI. MEMBERSHIP AND DUES

A. Membership

Membership in the Fall Line Artist Guild (FLAG) is open to any artist (amateur or professional) or art enthusiast who lives in the Fall Line area of Georgia and/or supports the mission and vision of the Fall Line Artist Guild. Members may register as one of the following:

- Adult Active Members – Adult Active Members are adults who wish to actively participate in FLAG. They shall be expected to attend club meetings regularly, serve on committees, support club functions, and pay dues annually. Active Adult Members have the right to vote.
- Active Student Members – Active Student Members are college, high school, or elementary school students who wish to actively participate in FLAG. They shall be expected to pay annual dues. They are eligible to attend meetings and participate in club functions. Active Student Members do not have the right to vote.
- Associate Members – Associate Members are adults who desire to be supportive of FLAG by making a monetary contribution in the form of dues but who do not wish to actively participate. Associate Members may attend meetings and participate in club functions but do not have the right to vote.

- Supporter – Supporters are individuals or businesses who wish to be supportive of FLAG by making a monetary contribution of \$50.00 - \$99.00.
- Sponsor– Sponsors are individuals or businesses who wish to be supportive of FLAG by making a monetary contribution of \$100.00 - \$499.00
- Patrons – Patrons are individuals or businesses who wish to be supportive of FLAG by making a monetary contribution of \$500.00 or more.

B. Dues and fees

1. Dues shall be payable each year in August.
2. Annual dues shall be determined by a quorum vote of the Board at such time as deemed necessary and shall be published for the general membership.
3. Members who are current in their dues are eligible to vote.
4. Persons can join at any time during the year, however there is no pro-rating of dues. Those who join for the first time after May 1 of a year may retain membership through July of the next year.
5. Fees shall be paid as required for other activities.

C. Resignation

A member may resign at any time by letter.

Article VII. OFFICERS AND BOARD OF DIRECTORS

The affairs of FLAG shall be managed by a board of directors.

A. Officers

1. The officers shall include a president, vice president, secretary, treasurer, and immediate past president.
2. The Board shall include the officers and two board members.

B. Nominations and elections

1. The President shall appoint a nominating committee in March to prepare a slate of officers and board members for presentation to the membership at the July meeting. The President shall chair the Nominating Committee and appoint a minimum of 2 members from the general membership.
2. Nominations from the floor shall be accepted at the July general meeting.
3. Election of officers and board members will take place at the July meeting.

C. Eligibility

Members whose dues and fees are current may run for office.

D. Duties of each officer

1. The President shall have executive supervision over the activities of the organization, preside over all meetings, and is responsible for the appointment of the chairpersons of all committees and members of special committees. The President shall work with officers and committee chairs to create a program for the July meeting highlighting the events and accomplishments of FLAG during the previous year.
2. The Vice President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President or other duties as needed.
3. The Secretary shall keep minutes of meetings of the organization and board meetings and maintain a file of members and keep the membership informed of Guild activities.
4. The Treasurer shall be responsible for safekeeping of FLAG funds and maintaining adequate financial records. The Treasurer shall deposit all monies in a reliable banking institution in the name of the Fall Line Artist Guild. The Treasurer shall collect

dues and fees and shall prepare a financial report for each meeting. The Treasurer shall be responsible for knowing the bank procedure and for having the bank signature card updated to include only the signatures of the President and the Treasurer.

5. The Immediate Past President shall take on duties as needed by the President and the organization and serve as an advisor to the organization.
6. Board members shall take on duties as needed by the President and /or organization.
7. Each officers and board member shall serve a term of 2 years.

E. Term of Office/Fiscal Year

The fiscal year shall be defined as the period of August 1 to July 31, coinciding with the membership year.

F. Vacancies

1. In the event of a vacancy in the Presidency, the Vice President shall become President.
2. A vacancy in any office, except the Presidency, shall be filled by the Board for the unexpired term.

G. Removal of Officers

Any officer may be withdrawn from the Board for due cause or for purposes inconsistent with the mission, vision, and rules set forth in this document.

Article VIII. AMENDMENT OF THE BYLAWS

The bylaws of the Fall Line Artist Guild, Inc. may be altered, amended, or repealed, and new bylaws adopted, only by the affirmative vote of a quorum of 30% of the eligible voting members. Notice of proposed changes must be published in the FLAG Newsletter or by email at least 10 days prior to a vote.

Article IX. OBJECTS AND PURPOSES

The objects and purposes of the Fall Line Artist Guild, Inc. are to acquire and administer funds and property, which, after the payment of necessary expenses, shall be, devoted exclusively to religious, charitable, scientific, literary, or educational purposes.

Article X. MEETINGS

A. Meeting days

1. The general membership shall meet bimonthly to conduct the business of the Corporation.
2. The yearly schedule of programs and events will be emailed in September and a hard copy will be available to those present at the September meeting. Notices for meetings will be made by email or telephone to the members prior to each meeting.
3. Meetings will be held on the first Monday of every other month unless the first Monday falls on a holiday, when meetings will be held on the second Monday of the month.

B. Quorum

1. A quorum for general membership meetings shall be 30% of the active membership.
2. A quorum for board meetings shall be at least five members. The President shall vote only in the event of a tie.

C. Electronic and other meetings

From time to time, some decisions of the organization may be made by email using quorum rules.

D. Board of Directors' Meetings

1. The Executive Board shall meet prior to each general meeting.
2. Additional meetings may be necessary and may be called by either the President or if requested by three or more Board members.
3. Votes of the Board of Directors are binding on the Corporation if passed by a majority of those present and voting.

Article XI. COMMITTEES

A. Standing Committees

The Standing Committees shall be as follows: Membership, Program/Events, Fundraising, PR/Advertising and Gallery. The President of the Board will appoint a chairperson of each of the Standing Committees. Committee chairmen are not members of the Board by virtue of their position. Each committee chairman shall meet with their committee regularly and shall make a report at Executive meetings as needed.

B. Special Committees

Special committees shall be appointed as needed and will disband upon completion of their assignment. These committees will be appointed by the president and approved by officers.

Article XII. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 7744 Linton Road, Sandersville, Georgia. 31082.

Article XIII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 7744 Linton Road, Sandersville, Georgia, in the County of Washington. The initial registered agent of the Corporation is Fall Line Artist Guild, Inc.

Article XIV. INCORPORATOR

The name and address of the incorporator is Charlotte Thompson, 7744 Linton Road, Sandersville, Georgia.

Article XV. LIABILITY

Liability of all directors of the Corporation to the Corporation or its members for the monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by s14-3-202 (b)(4) of the Georgia Nonprofit Corporation Code or any successor statute.

Article XVI. UNIQUE PROVISIONS

The Fall Line Artist Guild, Inc. is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or other private individual. The corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized.

Article XVII. INFLUENCE

No substantial part of the activities of the Fall Line Artist Guild, Inc. shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article XVIII. DISSOLUTION

In the event of the dissolution of The Fall Line Artist Guild, Inc., to the extent allowed under the applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of directors of the Fall Line Artist Guild, Inc.; provided, however that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of contempt jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.