

RESTATED ARTICLES OF INCORPORATION OF THE IDAHO METAL ARTS GUILD, INC.
WHICH INCORPORATE ITS BYLAWS

Approved by vote of the Membership at General Meeting, February 15, 2012

12/27/14 AM 8:57
SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I - Name

The name of this organization shall be Idaho Metal Arts Guild, INC.

ARTICLE II - Purpose

Section 1 - The Idaho Metal Arts Guild is a non-profit organization, registered in the State of Idaho, organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or its successor. It has been created to promote communication and exchange information in all areas of interest to members, encouraging growth in technical and creative skills relating to the metal arts, and providing educational information about the metal arts and artists throughout the local community.

Section 2 - The purpose of this organization shall include but not be limited to:

- A. Providing a vehicle for communication, an exchange of ideas, and technical information.
- B. Providing a forum to discuss issues of interest to the members --- aesthetic, technical, social, legal, economic, political, or ethical.
- C. Providing encouragement and help to members in order to continue their technical and creative growth.
- D. Providing opportunities to become more active in the metal arts field, such as exhibition opportunities, visiting artist workshops, and field trips.
- E. Providing benefits made possible by group action in marketing, buying, legislation, insurance, etc.
- F. Supporting and encouraging student interest in learning more about the metal arts field.
- G. Providing a positive image of the creative metal artist and increasing public awareness of the creative metal artist's contribution to the community.
- H. Educating the public about the metal arts field.

ARTICLE III - Affiliation

Section 1 This organization shall operate in compliance with all local, state, and federal laws regardless of contradictory materials that may be in this document.

Section 2 This organization is not affiliated with any regional or national group.

ARTICLE IV - Nondiscrimination

This organization shall not discriminate on the basis of age, race, color, religion, gender, national origin, ancestry, disability, veteran status, sexual orientation, and political affiliation.

ARTICLE V - Membership

Restated Articles of Incorporation of the Idaho Metal Arts Guild which Incorporates its Bylaws

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- Section 1 Any person seriously committed to the field of creative metal arts or to a closely related field, may become, upon payment of dues, a member of the Idaho Metal Arts Guild. Members of this organization shall be voluntary participants in the organization's activities.
- Section 2 Student membership is available to full-time students at a reduced rate. Student members must present a copy of their valid student ID with payment for their membership to receive the reduced student rate. Students may participate as full members with voting rights, but may not run for office.
- Section 3 The Executive Committee may create other classes of membership if the need to do so presents itself.
- Section 4 All members must abide by the provisions of the Bylaws of this organization.

ARTICLE VI – Removal of Members

- Section 1 Grounds for removal: Any member not fulfilling the requirements as outlined in Article V to the satisfaction of the voting membership may be removed from membership. A two-thirds (2/3) majority vote of the total voting membership shall be required for removal of any member.
- Section 2 Notice of charges: The motion to remove a member from this organization must be presented in writing to the total voting membership 2 weeks before the meeting at which the removal will be voted on.
- Section 3 Right to a fair hearing: The member subject to removal shall have the right to present his/her case to the membership at the meeting in which the voting for removal is to take place.
- Section 4 Form of votes: All voting under this Article shall be done by secret ballot.

ARTICLE VII – Meetings

- Section 1 Quorum: To conduct business at least 25% of the total voting membership must be present at the meeting. A simple majority of the total voting membership must be present for all elections.
- Section 2 Voting percentages: Motions dealing with articles of the bylaws and the removal of officers or members will require a two-thirds (2/3) majority vote of the total voting membership. All other motions will require a simple majority vote of the quorum to pass.
- Section 3 Frequency of meetings: This organization shall meet at least four (4) times a year. The President may call emergency meetings. Notice may be verbal, in writing, or electronic. Notice of meetings of the organization shall be provided to all members at least ten (10) days prior to such meetings. Notice of special or emergency meetings shall be given to all members five (5) days in advance of the meeting.
- Section 4 Parliamentary authority: *Robert's Rules of Order, Newly Revised* shall be the procedure used to conduct meetings unless they conflict with federal or Idaho statutes regulating Idaho Tax Exempt Non-profit Corporations or the Idaho Metal Arts Guild's Articles of Incorporation and Bylaws.

ARTICLE VIII – Election of Officers

- Section 1 General elections will be held to replace officers whose terms are due to expire.

- Section 2 Thirty (30) days or more prior to the annual spring meeting, the President shall appoint an Elections Committee made up of three (3) members in good standing. To avoid conflicts of interest, the members of the Elections Committee cannot run for office.
- Section 3 Nomination of candidates: A candidate for office may be self-nominated or nominated by a voting member. Interested candidates will contact the Elections Committee two weeks prior to the general election, which shall be held at the annual spring meeting. A written notification of the annual spring meeting including the nominations collected by the Elections Committee shall be sent to the general membership at least ten (10) days prior to the annual meeting. At the annual spring meeting there will be opportunity prior to elections for any member in good standing to nominate additional candidates.
- Section 4 Time of elections: General elections shall be held at the annual spring meeting.
- Section 5 There shall be no limits to the number of terms an elected officer may serve.
- Section 6 Should a vacancy occur, a replacement to serve out the remainder of the term shall be appointed by the Executive Committee.
- Section 7 Form of vote: Voting under this Article shall be by secret ballot. The ballots shall be counted by the Elections Committee. The candidate receiving the most votes shall be considered elected.

ARTICLE IX – Officers

- Section 1 Elected Officers: The officers of this organization will be:
- A. President
 - B. Vice President
 - C. Secretary
 - D. Treasurer
 - E. Publicity Chair
 - F. Webmaster
- Section 2 Qualifications: All elected officers must be Idaho Metal Arts Guild -members in good standing, current in the payment of dues. Student members may not run for office.
- Section 3 Term of office: An officer shall serve for two years or until his/her successor is appointed or elected. In order to effectuate staggered terms, in the spring 2012 elections, the President, Secretary and Webmaster shall be elected for one-year terms; in the spring 2012 election, and all elections thereafter, the Vice-President, Treasurer and Publicity Chair shall be elected for two-year terms. In the spring 2013 election and all elections thereafter, the President, Secretary and Webmaster shall be elected for two-year terms.
- Section 4 Duties: The duties of the officers shall be as follows:
- A. President
 - 1. Shall be the chief executive officer of the organization and shall preside over meetings of the general membership and the Executive Committee.
 - 2. Shall be responsible for overseeing all activities of the organization.
 - B. Vice President

1. Shall assume the duties of the President during his/her absence and shall succeed to that position in the event that it becomes vacant, until the next general election.
 2. Following the President's lead, shall share responsibilities of the President in overseeing the activities of the organization.
- C. Secretary
1. Shall be responsible for the maintenance of records of all meetings and all records pursuant to the welfare of the organization.
 2. Shall report minutes.
 3. Shall work with the Treasurer to keep membership records up-to-date.
 4. Shall be responsible for mailings regarding upcoming meetings or special events.
 5. Shall be responsible for press releases in regard to upcoming meetings or special events.
 6. Shall send thank you notes to visiting artists and others as deemed appropriate.
- D. Treasurer
1. Shall be the financial officer of the organization and be responsible for all funds accruing to the organization.
 2. Shall keep membership records and collect dues.
 3. Shall report an accounting of revenues and expenses upon request at any organizational meeting.
 4. Shall make certain that a complete financial statement for the calendar year be prepared and mailed to the general membership promptly at the end of the fiscal year. The financial statement shall consist of a balance sheet and operating statement for the period in question.
 5. Shall prepare all financial records for audit.
- E. Publicity Chair
1. Shall be responsible for soliciting, collecting, compiling, and formatting relevant information for notifications to the membership.
 2. Shall be responsible for distribution of information to the membership.
 3. Shall be responsible for public relations and creating/updating PR materials such as posters, brochures, etc.
- F. Webmaster
1. Shall be responsible for maintenance of the IMAG website.
- G. The organization may hire an Executive Secretary whose duties may be those as directed by the President and Executive Committee.

ARTICLE X – Executive Committee

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| Section 1 | Responsibility: Management of this organization shall be vested in an Executive Committee responsible to the entire membership to uphold the Bylaws. |
| Section 2 | Membership: Membership shall consist of the current officers and the past President. |
| Section 3 | Meetings: The Executive Committee shall meet monthly to manage the affairs of the organization. |
| Section 4 | Quorum: A quorum of this committee shall consist of 50% of the committee members. |

ARTICLE XI – Removal of Officers

- Section 1 Grounds for removal: Any officer not fulfilling his/her duties as outlined in Article IX, Section 4 to the satisfaction of the voting membership may be removed from office. A two-thirds (2/3) majority vote of the total voting membership shall be required for removal of any officer.
- Section 2 Notice of charges: The motion to remove an officer from his/her position must be presented in writing to the total voting membership at least two weeks before the meeting at which the removal will be voted on.
- Section 3 Right to a fair hearing: The officer subject to removal shall have the right to present his/her case to the membership at the meeting in which the voting for removal is to take place.
- Section 4 Form of vote: All elections under this Article shall be done by secret ballot.

ARTICLE XII – Financial Issues

The finances of this organization come from membership dues, individual contributions, and fundraising projects.

- Section 1 The amount of dues shall be set annually by the Executive Committee. The Executive Committee may, as it deems necessary, levy special assessments.
- Section 2 Any member in good standing can challenge any decision of the Executive Committee regarding dues and special assessments at any meeting of the general membership. A simple majority vote of the members in good standing present shall be deemed the deciding factor in any matter addressing the increase or decrease of dues or special assessments.
- Section 3 All dues and assessments shall be paid within thirty days of billing. The names of members more than ninety days in arrears shall be forwarded to the Executive Committee for appropriate action.
- Section 4 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 1170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII – Committees

- Section 1 The President shall have the authority to appoint any special committees, with the approval of the Executive Committee that will meet the needs of the organization.
- Section 2 These committees may include, but are not limited to the following:
- A. Membership Committee

- B. Elections Committee
- C. Visiting Artist Workshop Committee
- D. Exhibition Committee
- E. Publicity Committee
- F. Fund Raising Committee

ARTICLE XIV – Amendments

- Section 1 A proposed amendment must be adopted in accordance with Article VII, Section 2 and amendments to the Bylaws must be approved by a two-thirds (2/3) vote of the membership to become effective.
- Section 2 Any proposed amendment changes to the Articles and Bylaws must be presented to the total voting membership in the form of a written motion at least one meeting before it is to be voted on.

ARTICLE XV – Procedure to Distribute Assets in the Event of the Dissolution of IMAG

In the event of the dissolution of the Idaho Metal Arts Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved by a vote of the membership at a duly called and noticed General Meeting on February 15, 2012.

Signed and attested to:


Ann M. Murray, President