

RESTATED BY-LAWS  
OF  
WISCONSIN DESIGNER CRAFTS COUNCIL, INC.  
(a Wisconsin Nonstock Corporation)

INTRODUCTION

VARIABLE REFERENCES

Date of Adoption of the Restated By-Laws: \_\_\_\_\_, 2019.

0.01. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year (See Section 7.02).

0.02. Date of annual members meeting shall be in March of each year as set forth by notice given in accordance with Section 2.05 (See Section 2.02).

0.03. Required notice of members meeting (See Section 2.05): Not less than ten (10) days.

0.04. Authorized number of directors (See Section 3.02): at least thirteen (13) but not more than seventeen (17).

0.05. Required notice of directors' meetings (See Section 3.05):

- (a) Not less than three (3) days if by mail, and
- (b) Not less than one (1) day if by email, personal delivery, word of mouth or telephone.

ARTICLE I. OFFICES

1.01. Principal Office. The corporation may have such principal and other offices within the State of Wisconsin as the board of directors may designate or as the affairs of the corporation may require from time to time.

1.02. Registered Office. The address of the registered agent of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the address of the principal office of the corporation in the State of Wisconsin, and the address of the registered office may be changed from time to time by the board of directors.

## ARTICLE II. MEMBERS

2.01. Qualifications, Dues, Term, and Removal. Any person or organization who is interested in or is working in the crafts and is willing to support the objectives of this corporation may become a member of this corporation by completing an application for membership and paying such dues as are required for membership. Membership shall become effective upon acceptance of the applicant's application and receipt of payment of initial dues. The membership categories shall be as follows:

Artist  
Student  
Partnership (two-person collaboration)  
Art Business/Gallery

Individual Patron  
Supporting Patron  
Corporate Sponsor

Dues shall be paid annually on membership anniversary date to the Membership Chairperson. If a member's dues are not paid within one month of the date they are due for purposes of renewal, the Membership Chairperson will send a second payment notice. If the dues are not paid within thirty (30) days after the receipt of the second notice, such membership shall be canceled.

The amount of the dues for each category of membership shall be reviewed and determined from time to time by the board of directors as it shall deem appropriate.

Any member may be removed from membership by a majority vote of the members present at any annual meeting or at any special meeting of the members called for this purpose, for conduct deemed detrimental to this corporation; provided, however, that such member shall have first been served with written notice of the accusations against him/her, and shall have been given an opportunity to produce witnesses and to be heard at the meeting at which such vote is taken.

The members may by majority vote confer the status of Honorary Member upon any person who has made an outstanding contribution to the corporation or to the crafts and who has been nominated for such status by the board of directors. No dues shall be payable by an Honorary Member.

2.02. Annual Meeting. The annual meeting of the members shall be held in each year as set forth in Section 0.02, at the hour designated in the written notice given pursuant to Section 2.05, or at such other time and date within thirty (30) days before or after said date as may be fixed by or under the authority of the board of directors, for the purpose of electing directors and Principal Officers (as defined in Section 4.01), and for the

transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of directors and/or Principal Officers shall not be held on the day designated herein or fixed as herein provided, for any annual meeting of the members, or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

2.03. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the board of directors, or by members of the corporation having one-twentieth (1/20th) of the votes entitled to be cast at such meeting.

2.04. Place of Meeting. The board of directors may designate any place within the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting called by the board of directors. A waiver of notice signed by the members may designate any place within the State of Wisconsin as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Wisconsin or such other suitable place in the county of such principal office as may be designated by the person calling such meeting.

2.05. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than the number of days or hours set forth in Section 0.03 (unless a longer period is required by law or the articles of incorporation), nor more than fifty (50) days before the date of the meeting, either personally or by mail or email by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to the members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address designated in its member information. If emailed, such notice shall be deemed to be delivered when the email is sent.

2.06. Proxies. At all meetings of the members, a member may, unless prohibited by the articles of incorporation, vote by proxy executed in writing by the member or by a duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

2.07. Waiver of Notice by Member. Whenever any *notice* whatever is required to be given to the members under the by-laws or articles of incorporation or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the members shall be deemed equivalent to the giving of such notice; provided that such waiver in respect to any matter of which notice is required under

any provision of the Wisconsin Nonstock Corporation Law, shall contain the same information as would have been required to be included in such notice except the time and place of meeting.

2.08. Conduct of Meetings. The President, and in their absence, the Vice President or an assigned member of the Executive Committee, shall call the meeting of the members to order and shall act as Chairman of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as Secretary of the meeting.

2.09. Voting. The members shall have the right to vote on all matters submitted to a vote of the members and such other additional rights and powers as set forth in these by-laws or conferred upon voting members of nonstock corporations under the Wisconsin Nonstock Corporation Law. Members of the corporation holding ten percent (10%) (unless a larger proportion is required by the articles of incorporation) of the votes entitled to be cast, in person or by proxy, shall constitute a quorum at all meetings of members, though less than a quorum may adjourn the meeting. A majority of the votes entitled to be cast by the members, in person or by proxy, at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or the articles of incorporation.

2.10. Unanimous Consent Without Meeting. Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members with respect to the subject matter thereof.

### ARTICLE III. BOARD OF DIRECTORS

3.01. General Powers. The business and affairs of the corporation shall be managed by its board of directors.

3.02. Number, Tenure, Qualifications, Election and Removal. The number of directors of the corporation shall be at least thirteen (13) but no more than seventeen (17), nine (9) of whom shall consist of the Principal Officers set forth in Section 4.01, one or more of whom shall consist of the Morning Glory Chairperson(s) (described in Section 4.05) and the remainder of whom shall be directors at large. Except for the Morning Glory Chairperson, each director shall hold office until the next annual meeting of the members, and until their successor shall have been elected, or until their prior death, resignation, or removal. A director may be removed from office by a vote of the members taken at a meeting of the members called for that purpose. A director may resign at any time by filing a written resignation with the Secretary of the corporation. If a director who is also an officer is removed or resigns from their position as a director, they shall be deemed

automatically to have been removed or to have resigned as an officer. Directors must be residents of the State of Wisconsin and must be members of the corporation.

3.03. Annual and Regular Meetings. The annual meeting of the board of directors shall be held in each year without other notice than this by-law immediately after the annual meeting of the members, for the transaction of such business as may properly come before the meeting. The place of such annual meeting shall be the same as the place of the meeting of the members which precedes it, or such other suitable place as may be announced at the meeting of the members. The board of directors may provide, by resolution, the time and place either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

3.04. Special Meetings. Special meetings of the board of directors may be called by or at the request of the President or the Executive Committee or any three (3) directors. The President or directors calling any special meeting of the board of directors may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the board of directors called by them, and if no other place is fixed, the place of meeting shall be the principal office of the corporation in the State of Wisconsin.

3.05. Notice; Waiver. Notice of each meeting of the board of directors (unless otherwise provided in or pursuant to Section 3.03) shall be given to each director (i) by written notice delivered personally, emailed, or mailed to such director at their business address or at such other address as such director shall have designated in writing and filed with the Secretary, or (ii) by word of mouth, telephone or email personally to such director, in each case not less than that number of days prior thereto as set forth in Section 0.05. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid; if emailed, such notice shall be deemed to be delivered when sent. Whenever any notice whatever is required to be given to any director of the corporation under the articles of incorporation or by-laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

3.06. Quorum. Except as otherwise provided by law or by the articles of incorporation or these by-laws, a majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

3.07. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by the articles of incorporation or these by-laws.

3.08. Conduct of Meetings. The President, and in their absence, the Vice President or an assigned member of the Executive Committee, and in their absence, any director chosen by the directors present, shall call meetings of the board of directors to order and shall act as Chairperson of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board of directors, but in the absence of the Secretary, the presiding officer may appoint any Assistant Secretary or any director or other person present to act as secretary of the meeting.

3.09. Vacancies. Any vacancy occurring in the board of directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the board of directors; provided, that in case of a vacancy created by the removal of a director by vote of the members, the members shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

3.10. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors or a committee thereof of which they are a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless they file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forward such dissent by email to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11. Executive Committee and Other Committees. The board of directors by resolution adopted by the affirmative vote of a majority of the total number of directors set forth in Section 0.04 may designate an Executive Committee and one or more other committees, each committee to consist of at least one member of the board acting as chair of the committee and two or more other members of the corporation, who may also be but are not required to be directors. The Executive Committee shall have and may exercise, when the board of directors is not in session, the powers of the board of directors in the management of the affairs of the corporation, provided that in no case shall the Executive Committee or any other committee act in respect to the election of Principal Officers or the filling of vacancies in the board of directors or committees created pursuant to this section. Subject to the foregoing, the other committees, if any, shall have and may exercise such powers as are provided in the Resolution of the board of directors designating such committee, as such resolution may from time to time be amended and supplemented. The board of directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of

such committee, upon request by the President or upon request by the chairman of such meeting. Each such committee shall elect a chair from its members who are directors, shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request.

3.12. Unanimous Consent Without Meeting. Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken by the board of directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members of such committee entitled to vote with respect to such action.

#### ARTICLE IV. OFFICERS

4.01. Number. The principal officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Chairperson, a Program Chairperson, an Annual Show Chairperson, a Newsletter Chairperson, and a Publicity Chairperson ("Principal Officers"), each of whom shall be elected by the members in the manner provided in Section 4.02. Any two or more offices may be held by the same person, except the offices of President and Vice President and President and Secretary. The duties of the Principal Officers shall be those enumerated in the corporation's Description of Officers to be prepared by the corporation's board of directors and any further duties designated by the board of directors.

4.02. Election and Term of Office. The Principal Officers shall be elected annually by the members at the annual meeting of the members. If the election of Principal Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Principal Officer shall hold office until the next annual meeting of the members, and until their successor shall have been duly elected or until their prior death, resignation or removal.

4.03. Removal. Any Principal Officer may be removed by the board of directors with or without cause whenever in its judgment the best interests of the corporation will be served thereby, or by a vote of the members taken at a meeting of the members called for that purpose. Any Principal Officer so removed shall remain as a director until the next annual election of directors or until their earlier death, resignation or removal in accordance with Section 3.02.

4.04. Vacancies. A vacancy in any Principal Office occurring because of death, resignation, removal, disqualification or otherwise shall be filled by an existing director as determined by vote of the board of directors for the unexpired portion of the term, except that the President may not also fill the office of Vice President or Secretary, the Vice President may not also fill the office of President and the Secretary may not also fill the

office of President.

4.05. Other Assistant and Acting Officers. The board of directors shall have the power to appoint any person to act as assistant to any officer, or as agent for the corporation in their stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the board of directors shall have the power to perform all the duties of the office to which they are so appointed to be assistant, or as to which they are so appointed to act, except as such power may be otherwise defined or restricted by the board of directors. Officers appointed pursuant to this Section 4.05 shall serve and may be removed at the discretion of the board of directors. No person so appointed by the board of directors shall become a director or Principal Officer of the corporation by virtue of such appointment. Pursuant to this Section 4.05, each September the board of directors shall appoint one or more individuals to serve as the Morning Glory Chairperson(s). The Morning Glory Chairperson(s) shall serve until the following September, but may be removed any time prior thereto at the discretion of the board of directors. The Chairperson shall not become a Principal Officer by virtue of their appointment, however, notwithstanding this Section 4.05, the Morning Glory Chairperson(s) shall become a member of the board of directors during the term of their appointment. Further, pursuant to this Section 4.05, the board of directors shall appoint a person to act as the Historian. The Historian shall serve and may be removed at the discretion of the board of directors. The Historian shall not be a director or Principal Officer of the corporation by virtue of their appointment.

#### ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.01. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the President or the Vice President; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal, if any, thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.02. Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation.

5.03. Checks, Drafts. Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner, including by means of facsimile signatures, as shall from time to time

be determined by or under the authority of a resolution of the board of directors.

5.04. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the board of directors.

## ARTICLE VI. LIABILITY AND INDEMNITY OF OFFICERS AND DIRECT

6.01 Liability of Directors. Except as otherwise provided by law, no director shall be liable to the corporation, its members, or any person asserting rights on behalf of the corporation or its members, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from their status as a director, unless the person asserting liability proves that the breach or failure to perform constitutes (a) a willful failure to deal fairly with the corporation in connection with the matter in which the director has a material conflict of interest, (b) a violation of criminal law, unless the director had reasonable cause to believe their conduct was lawful or no reasonable cause to believe their conduct was unlawful, (c) a transaction from which the director derived an improper personal profit, or (d) willful misconduct.

6.02. Indemnity of Directors and Officers. The corporation shall indemnify a director or officer, to the extent they have been successful on the merits or otherwise in the defense of any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person, for all reasonable expenses, including fees, costs, charges, disbursements and attorney fees, incurred in the proceeding, provided the director or officer was a party because they are a director or officer of the corporation, and in all other cases, the corporation shall indemnify a director or officer against liability, including judgments, settlements, penalties, assessment, forfeitures, fines and reasonable expenses, incurred by the director or officer in the proceeding, provided the director or officer was a party because he/she is a director or officer of the corporation, unless the liability was incurred because the director or officer breached or failed to perform a duty they owe to the corporation and the breach or failure to perform constitutes (a) a willful failure to deal fairly with the corporation in connection with the matter in interest, (b) a violation of criminal law, unless the director or officer had reasonable cause to believe their conduct was lawful or no reasonable cause to believe their conduct was unlawful, (c) a transaction from which the director or officer derived an improper personal profit, or (d) willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, shall not, by itself, create a presumption

that indemnification of the director or officer is not required under this by-law. No indemnification is required under this by-law to the extent the officer or director has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding. Determination of whether indemnification is required under this by-law shall be made by the means provided pursuant to Section 181.043 of the Wisconsin Nonstock Corporation Law.

The corporation, by its board of directors, may indemnify in a like manner, or with any limitations, any employee or agent of the corporation who is not a director or officer with respect to any action taken or not taken in their capacity as such employee or agent. The foregoing rights of indemnification shall be in addition to all rights to which directors, officers, employees or agents may be entitled as a matter of law, by resolution of the board of directors, or by written agreement with the corporation. All terms used in this Section 6.02 for which a definition is provided in Section 181.041 of the Wisconsin Nonstock Corporation law and not otherwise herein defined shall have the meaning set forth in said statute.

6.03. Maintenance of Insurance. The corporation may, by its board of directors, purchase and maintain insurance on behalf of any person who is a director, officer, employee or agent of the corporation against liability asserted against and incurred by the person in their capacity as a director, officer, employee or agent, or arising from their status as a director, officer, employee or agent, regardless of whether the corporation is required or authorized to indemnify the person against the same liability.

6.04. Transactions with the Corporation. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE VII. GENERAL

7.01. Seal. The corporation shall have no seal.

7.02. Fiscal Year. The fiscal year of the corporation shall be as provided in Section 0.01.

## ARTICLE VIII. AMENDMENTS

8.01. By Members. These by-laws may be altered, amended or repealed and new by-laws may be adopted by the members by affirmative vote of not less than a majority of the members present or represented at any annual or special meeting of the members at which a quorum is in attendance.

8.02. By Directors. These by-laws may also be altered, amended or repealed and new by-laws may be adopted by the board of directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; provided, however, that no by-law adopted by the members shall be amended or repealed by the board of directors if the by-law so adopted so provides, and that Sections 3.02 and 4.01-4.04 may be altered, amended or repealed by only the members of the corporation in accordance with Section 8.01.

8.03. Implied Amendments. Any action taken or authorized by the members or by the board of directors, which would be inconsistent with the by-laws then in effect but is taken or authorized by affirmative vote of not less than the number of members or the number of directors required to amend the by-laws so that the by-laws would be consistent with such action, shall be given the same effect as though the by-laws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

WISCONSIN DESIGNER CRAFTS COUNCIL. INC.

DESCRIPTION OF OFFICERS

I. Principal Officers

President

The President shall be the chief executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the affairs of the corporation. They shall, when present, preside at all meetings of the board of directors. They shall have authority, subject to such rules as may be prescribed by the board of directors, to appoint such agents and employees of the corporation as they shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President.

The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular affairs, or which shall be authorized by resolution of the board of directors; and except as otherwise provided by law or the board of directors, they may authorize the Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in their place and stead. In general they shall perform all duties incident to the office of the chief executive officer and such other duties as may be prescribed by the board of directors from time to time.

In the event that the Office of the President is not filled, the Executive Committee, appointed by the Board pursuant to Section 3.11, shall have and exercise all the authority, powers and duties of the President as set forth in these bylaws until such time as the Office of the President is filled. Said Executive Committee shall comprise not less than three and not more than five persons, two of whom shall be designated co-chairs and shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular affairs, or which shall be authorized by resolution of the board of directors.

Vice President

In the absence of the President or in the event of their death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President or an assigned member of the Executive Committee shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

The Vice President shall perform such duties as from time to time may be assigned to them by the President or the board of directors.

Secretary The Secretary shall: (a) keep the minutes of the meetings of the board of directors in one or more books or computer files provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to them by the President or by the board of directors.

Treasurer The Treasurer shall: (a) have charge and custody and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the corporation; and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to them by the President or by the board of directors. If required by the board of directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the board of directors shall determine.

Membership Chairperson The Membership Chairperson shall maintain a systematic file of current members. Annually they shall send out notice of annual membership dues and collect said dues as provided in the corporation's by-laws. They shall draw up a directory of members to be published on the corporation's website, accessible to members only.

Program Chairperson The Program Chairperson shall carry out necessary correspondence or otherwise negotiate with speakers or other solicited participants in order to secure their services for various workshops, programs, lectures, demonstrations, or other services for the organization, as agreed upon and approved by the board of directors. They shall make necessary arrangements for locations for the programs, equipment needed by the participant and see that the participant is paid for their services as agreed upon and approved by the board of directors.

Biennial Show Chairperson The Biennial Show Chairperson shall act as chief representative of

the corporation in soliciting and obtaining a site for the corporation's biennial juried exhibition, in the solicitation of exhibit space, and in making necessary proposals and negotiations regarding the efficient function of the show. They shall write the show prospectus and make arrangement with the jurors for the jurying of the images. They may be required to solicit award monies from individuals and organizations to augment award monies provided by the organization. They will see that award monies are given to the show award winners in amounts previously designated by the board of directors. At the conclusion of the exhibit, the Annual Show Chairperson will disperse the exhibition seeing that all pieces are returned to their owners, and attend to any details pertaining to the conclusion of the exhibit as necessary. All major decisions made by the Annual Show Chairperson are made pending approval of the board of directors.

Publicity Chairperson

The Publicity Chairperson shall be responsible for arranging for announcement, advertising, or other public notice of the corporation's exhibitions, fairs, workshops, or other programs of interest to the public. They shall publicize online and contact newspapers, magazines and other publications, as well as radio and television as necessary in order to publicize the corporation's events. They shall keep an orderly record of contacts for these notifications.

Newsletter Chairperson

The Newsletter Chairperson shall be responsible for the compilation and publication online or by email the corporation's newsletter, as well as its distribution to the corporation's members and other parties to whom the newsletter may be of interest or concern. They will include in each issue information of the corporation's internal affairs, notices of its events and meetings, and any other general information deemed beneficial and of interest to the members.

II. Acting Officers

Morning Glory Chairperson(s)

Pursuant to Section 4.05 of the corporation's bylaws, each September the board of directors shall appoint one or more individuals to serve as the Morning Glory Chairperson(s). The Morning Glory Chairperson(s) shall serve until the following September, but may be removed any time prior thereto at the discretion of the board of directors. The Chairperson shall not

become a Principal Officer by virtue of their appointment, however, notwithstanding Section 4.05 of the corporation's by-laws, the Morning Glory Chairperson(s) shall become a member of the board of directors during the term of their appointment. The duties of the Morning Glory Chairperson(s) shall be to design and disseminate, through appropriate on-line venue(s), prospectuses, set fees with the approval of the board of directors, publicize the "call for entries" and secure a jury site and jurors for the annual Morning Glory Fair (the "Fair"). The Morning Glory Chairperson(s) shall solicit award monies, lay out the show proper, work with the staff of the venue selected by the board of directors in planning and execution of the show, select an award juror, post names of winners and see that award monies are distributed. The Morning Glory Fair Chairperson(s) shall contact the board monthly for approvals and progress reports. At the conclusion of the Fair they shall attend to any details as is necessary. The Chairperson(s) shall maintain a file for subsequent Chairpersons and report to the board concerning income and expenses. All major decisions made by the Chairperson(s) are made pending the approval of the board of directors. All those participating in the fair must be juried including the Chairperson(s), however the cash prizewinners from the immediate prior year will be invited to enter the fair without being juried.

Historian Acting Officer

Pursuant to Section 4.05 of the corporation's bylaws, the board of directors shall appoint a person to act as the Historian. The Historian shall serve and may be removed at the discretion of the board of directors. The Historian shall not be a director or Principal Officer of the corporation by virtue of their appointment.