CONSTITUTION*

INTERNATIONAL
GUILD
OF MINIATURE
ARTISANS, LTD

P. O. Box 629, Freedom, CA 95019-0629

*Derived from the originally titled "Bylaws" of the International Guild of Miniature Artisans, adopted 1979, revised March 1982, amended January 1983, amended October 1986, amended October 1990, amended February 1997, amended December 1999, amended March 2002, amended September 2007.

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CONSTITUTION

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ARTICLE I
NAME AND OFFICE

Section A.

The name of this corporation shall be THE INTERNATIONAL GUILD OF MINIATURE ARTISANS, LTD.

The organization was incorporated in Delaware on June 28, 1979.

The Guild is presently a Pennsylvania non-profit corporation, pursuant to Articles of Incorporation filed October 19, 1992. The principal office of the Guild shall be as determined by the Board of Trustees from time to time.

The Guild is a tax-exempt organization under section 501(c)(3) of the U.S. Internal Revenue Code.

ARTICLE II
OBJECTIVES

Section A.

TO PROMOTE MINIATURES AS AN ART FORM

1. Through the placement of miniatures in museum and gallery exhibits and collections.

2. Through involvement in local, state and national art foundations, both public and private.

3. Through the conduction of an annual public auction of notable miniature works.

Section B.

TO INCREASE AWARENESS AND APPRECIATION OF HIGH-QUALITY WORKMANSHIP THROUGH PUBLIC EDUCATION

1. By offering a showcase for top-quality miniatures at an annual show and sale featuring Guild Artisans and Fellows.

2. Through special Guild education programs, both for the public and for the miniaturist community.

3. By seeking opportunities to publicize miniatures in the media and in Guild publications.

Section C.

TO RECOGNIZE AND HONOR QUALIFIED ARTISANS AND ENCOURAGE WORK OF HIGHEST QUALITY

1. Through review and selection of qualified members to be conferred with the status of Artisan.

2. Through the granting of the status of Fellow to Artisans who have achieved excellence in their fields.

Section D.

TO ENCOURAGE THE DEVELOPMENT OF NEW ARTISANS

Through the maintenance of the Guild School, Guild Study Programs and other Guild educational opportunities where skills can be improved and new techniques learned under the guidance of qualified instructors.

Section E.

TO COORDINATE AND SERVE THE INTERESTS AND NEEDS OF THE ARTISAN AND NON-ARTISAN

1. Through the publication of *The CUBE,* the Guild newsletter.

2. By creating an avenue of communication through participation in the committee work of the Guild where the needs of the artisan, collector and dealer can be expressed.

3, By encouraging a standard of consistent, professional, fair and ethical conduct by artisans and dealers.

4. By increasing the understanding and appreciation of collectors for the unique skills and requirements of the miniaturist.

ARTICLE III
MEMBERSHIP

Section A. Classes of Members

1. General Members

2. Artisan Members

3. Fellow

4. Charter (Founder)

5. Honorary (Life)

Section B. Membership Qualifications

Admission to membership shall be as defined in the Bylaws.

ARTICLE IV
GOVERNMENT

BYLAWS, BOARD OF TRUSTEES, OFFICERS, EXECUTIVE COMMITTEE, STANDING COMMITTEES, SPECIAL COMMITTEES, GUILD COUNCIL

The organization shall be governed according to the Bylaws, which are the means to implement the Constitution.

Section A. Board of Trustees

The governing body of the Guild shall be an elected Board of Trustees, consisting of fifteen (15) Trustees who are members in good standing. No fewer than five (5) members of the Board of Trustees shall at any time be Artisan/Fellow Members. Election shall be as provided in the Bylaws.

Section B. Guild Officers

Officers of the Guild shall consist of President, First, Second, and Third Vice-Presidents, Recording Secretary, Corresponding Secretary and Treasurer.

Officers of the Guild shall be elected from among the Trustees, as provided for in the Bylaws.

Section C. Executive Committee

The Officers of the Guild shall be known as the Executive Committee of the Board of Trustees.

Section D. Standing Committees

Standing Committees shall be as follows:

1. Artisan Selection
2. Bylaws
3. Education
4. Ethics
5. Finance
6. Long Range Planning
7. Membership
8. Nominating
9. Public Relations

Section E. Special Committees

A Special Committee may be authorized by the Board of Trustees for the purpose of carrying out a special task, as established in the Bylaws.

Section F. Guild Council for Fellow Selection

The Guild Council for Fellow Selection is that body of the Guild which shall implement the guidelines, as determined by the Board of Trustees, pertaining to Fellowship in the Guild.

ARTICLE V
MEETINGS

Section A. Board of Trustees

Regular meetings of the Board of Trustees shall be held six (6) times a year (including one in conjunction with the Annual Meeting), unless otherwise ordered by the majority of the Board of Trustees.

Special Meetings of the Board may be called by the President or by written request of at least three (3) members of the Board.

Section B. Executive Committee

The Executive Committee shall meet as needed between Board meetings.

Section C. Membership Meetings

The Annual Meeting of the membership shall be held at such date as determined by a majority vote of the Board, the date and time to be stated in the notice of the meeting.

Special Meetings of the membership for any purpose may be called by the President, at the request of the Board, or by written request of ten (10) members in good standing of the Guild. The purpose of the meeting shall be stated in the call notice. Business shall be limited to the purpose stated in the notice of the meeting. Ten (10) days notice shall be given except in an emergency.

Section D. Guild Council for Fellow Selection

The Guild Council for Fellow Selection shall meet yearly (or more) to review the list of Artisan Members who have been designated by the Artisan Selection Committee for the purpose of selecting candidates to be elected to the rank of Fellow of the Guild.

Section E. Committees

Committee meetings are convened at times appropriate to accomplish the goals of the respective committees.

ARTICLE VI
TRANSACTION OF BUSINESS

Section A. Trustees

A simple majority of the current Trustees shall constitute a quorum at any meeting of the Board of Trustees.

Section B. Executive Committee

Four (4) members shall constitute a majority at any meeting of the Executive Committee.

Section C. Membership

Thirty-five (35) members in good standing shall constitute a quorum at the Annual Meeting or any other meeting of the members of the Guild.

ARTICLE VII
PARLIAMENTARY AUTHORITY

The rules contained in the newest revision of "Robert's Rules of Order" shall govern the Guild in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws and any resolution or rules of order of the Guild.

ARTICLE VIII
INDEMNIFICATION

Every person who is, shall be, or who was a Trustee, or an Officer of the Guild, and his/her personal representative shall be indemnified by the Guild against any and all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a Trustee or Officer of the Guild or of any subsidiary committee or project thereof.

ARTICLE IX
FISCAL YEAR

The fiscal year of this organization shall be from August 1 to July 31.

ARTICLE X
AMENDMENTS

The Constitution may be amended, altered, repealed or rewritten upon approval of the general membership in good standing according to procedures identified in the Bylaws.

ARTICLE XI
BENEFICIARY

In the event of the dissolution of the Corporation, the assets thereof remaining, after payment of debts and costs of dissolution, shall be paid over, conveyed or transferred to one or more non-profit corporations, associations or foundations organized for purposes similar to those of this corporation, which have obtained tax-exempt status in accordance with the Internal Revenue Code of 1954, and amendments thereto, to be used by such organizations in the furtherance of their tax-exempt purposes.

INTERNATIONAL GUILD OF MINIATURE ARTISANS LTD ®