

BYLAWS OF The Chattahoochee Evening Stars, Inc.  
**As amended October 2023**

**EIN: 27-3966988**

**ARTICLE I - NAME**

Section 1: This organization is known as the Chattahoochee Evening Stars, Inc. (also abbreviated as CES); herein referred to as the Guild.

**ARTICLE II - PURPOSE**

Section 1: The Guild is organized for social, charitable, and educational purposes.

**ARTICLE III - OFFICERS, BOARDS, AND COMMITTEES**

Section 1: The Officers of the Guild shall include President, Vice President, Secretary, Treasurer, and Program Chair. This group is also designated as the Executive Board, and each has one vote on the Board. The immediate past President is also a member of the Board but has no voting rights. The Vice President automatically assumes the President's position the following year.

Section 2: The Executive Board is responsible for the overall policy and direction of the Guild, and delegates responsibility for specific Guild activities to the Guild Committee Chairpersons.

Section 3: The Executive Board is responsible for reporting to the Guild at large, by the April meeting, that the Guild incorporation has been renewed and taxes have been filed as prescribed by the Guild's 501(c)(4) status.

Section 4: The nominations for the Officers are announced in October. The elections are held with the current membership present at the November Guild Meeting. Votes are counted by a show of hands. The Officers take office on January 1<sup>st</sup>.

Section 5: The appointments for the Guild Committees are announced in the November meeting. The Guild Committees take office on January 1<sup>st</sup>.

Section 6: Committees and positions are created to assist the Executive Board and the Guild in carrying out activities and responsibilities of the Guild. Committees can be established and dissolved as necessary by the Executive Board.

**ARTICLE IV - MEMBERSHIP AND MEETINGS**

Section 1: Membership is limited to 100 persons. Upon the completion of a membership application and payment of current dues, they will be members in good standing.

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Section 2: All members are eligible to vote and are expected to attend the meetings and participate in fundraisers and other Guild activities and events

Section 3: All current year dues will be collected from January through the February Guild meeting. Failure to pay dues by the February meeting will signify withdrawal from the Guild's General Membership and meeting attendance.

Section 4: General meetings of the membership shall be held monthly at such time and place as may be determined by the Executive Board.

Section 5: The Executive Board shall meet at minimum once a quarter. The Executive Committee shall meet as required.

Section 6: All general meetings are announced in the Guild newsletter or by notice via email. Special meetings may be called by the President.

#### **ARTICLE V - DUTIES OF THE OFFICERS**

Section 1: President - The President shall preside over all General Membership, Executive Board, and Executive Committee meetings. The President is an ex-officio member of all committees and shall be notified of all meetings. The President shall have the authority to sign checks in the absence of the Treasurer. The incoming President shall immediately, after taking office, conduct an audit with the outgoing President of the preceding year's accounts. The President will maintain communication with other officers and committee chairpersons.

Section 2: Vice President - The Vice President shall preside over the General Membership, Executive Board, and Executive Committee meetings in the absence of the President. The Vice President will chair the Nominating Committee. The Vice President will assume the Office of President in the next fiscal year. The Vice President will be responsible for the recognition of the outgoing President, assist the Executive Board in maintaining the Bylaws and Policies & Practices documents, and be the liaison to the City of Alpharetta regarding cultural arts grants, securing venues for guild activities, and forming sub-committees when needed.

Section 3: Secretary - The Secretary shall attend Executive Board and Executive Committee meetings, and record votes and minutes of these proceedings. The Secretary shall attend General Membership meetings and record voice votes during only those meetings having a vote. These minutes and votes shall be sent for publication in the Guild newsletter for the Guild at large. The Secretary shall conduct general correspondence for the Guild as needed.

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Section 4: Treasurer - The Treasurer shall collect all monies owed to the Guild, make all deposits for the Guild, keep an accurate record of all receipts and disbursements, and make disbursements as approved by the Executive Board. The Treasurer shall maintain accounts at a financial institution as approved by the Executive Board and supply the Executive Board with a quarterly report of the same. The Treasurer will provide a financial update quarterly to the General Membership. The Treasurer shall provide information for and participate in the yearly audit for the previous calendar year. The Treasurer is eligible for re-election to one additional one-year term and may seek re-election after sitting out a one (1) year term. The Treasurer is responsible for the annual submissions to the IRS (Form 990-N) to maintain 501(c)4 status and to the state of Georgia Secretary of State. The Treasurer shall review savings options annually and take appropriate actions with board approval.

Section 5: Program Chair - The Program Chair is responsible for planning and executing programs for the Guild. The term of the Program Chair is limited to two (2) years.

Section 6: Committee Duties - The list of Guild Committees and their responsibilities and activity descriptions are in the Guild's "Policies and Practices" document.

#### **ARTICLE VI - ELECTIONS AND APPOINTMENTS**

Section 1: The Executive Board Officers are nominated or appointed from the general membership and are members in good standing.

Section 2: Officers are elected by the majority of the members present (see Article VII). Votes are counted by the Secretary by a show of hand.

Section 3: The nomination and appointments will be announced in October with elections and approvals held in November. The Officers and Committee Chairpersons shall take office on January 1<sup>st</sup>.

Section 4: The term of office for these positions will be one year running from January 1<sup>st</sup> through the following December 31<sup>st</sup>.

#### **ARTICLE VII - VOTING**

Section 1: The Executive Board votes to be approved must have a 51 percentage or greater to be an official vote of the Executive Board.

Section 2: The General Membership votes to be approved must have 51 percent or greater of members present to be official votes of the General Membership.

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**ARTICLE VIII - FINANCES AND PROHIBITED ACTIVITIES**

Section 1: The fiscal year runs from January 1<sup>st</sup> to December 31<sup>st</sup>.

Section 2: Yearly dues are set by the Executive Board and approved by the General Membership.

Section 3: Reimbursements for committee expenses and expenditures shall require written documentation. Committee expenditures exceeding the approved annual budget line item shall require approval by a majority of the Executive Board (see Article VII).

Section 4: A budget for the upcoming year shall be presented by the Treasurer in October and approved by the General Membership in November.

Section 5: No part of the net earnings of the Guild shall benefit or be distributable to its members, officers, or other private persons, except that the Guild 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 above.

Section 6: Notwithstanding any other provisions of these articles, the Guild shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 2010 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IX - DISSOLUTION AND DISTRIBUTIONS UPON DISSOLUTION**

Section 1: Rules for dissolution include: 1) approval by the General Membership will be obtained by paper ballot, and 2) a two-thirds majority of the General Membership in good standing at the time of the vote is necessary for the approval of dissolution.

Section 2: Upon the dissolution of the Guild, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Guild, dispose of all of the assets of the corporation to an organization or organizations organized and operated for substantially the same purposes as this corporation or exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 2010 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. The Executive Board will present the distribution plan to the General Membership and a two-thirds majority of the General Membership in good standing at the time of the vote is necessary for the approval of the distribution plan.

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**ARTICLE X - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Executive Board. Proposed amendments must be submitted to the Secretary Executive Board. Proposed amendments must be submitted to the Secretary to be sent to the Executive Board.

**ARTICLE XI - ADOPTION**

Section 1: These bylaws were approved and adopted at a meeting of the Executive Board and current General Membership present on November 6, 2023