

# **PENINSULA GLASS GUILD**

Revised November 16, 2005

Bylaws Committee –R. Nelson, D. Poland, H. Hartle, S. Welteroth, M. Johnson

## **ARTICLE I: NAME**

The name of this organization shall be **The Peninsula Glass Guild**.

## **ARTICLE II: MISSION**

The Peninsula Glass Guild, hereafter referred to as the Guild, is organized for educational, artistic and charitable purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue laws), including the making of distributions to individuals and/or organizations in furtherance of such purposes and/or to individuals and organizations that qualify as exempt organizations under said section.

The goals of the Guild include the sharing of artistic ideas, expanding knowledge of glass, and stretching the artistic imagination through exploration with glass. A fundamental goal of the Guild is the promotion of art glass as a search for form, including combining the efforts of all of its members on its annual donation.

Annually, a public presentation of art glass, or educational materials relating to glass, shall be made to promote an awareness of glass as an art form. This annual Guild donation may be made through designing and collectively creating a work in glass, which is then presented to a facility for enjoyment by the public at large. The recipient of this artwork will be decided by the Guild. Alternatively, other means of achieving this annual public donation may also be made. Suggested ways of achieving this goal could include, but need not be limited to, the purchase and subsequent donation of appropriate art, or the purchase and donation of art materials, or grants toward those ends to organizations consistent with the non-profit status and goals of the Guild.

## **ARTICLE III: MEMBERSHIP**

Membership in the Guild is open to all interested individuals or firms. Membership is contingent upon payment of required annual dues. The annual membership period runs from July 1<sup>st</sup> to June 30<sup>th</sup>. Should a member's dues be unpaid by the renewal date, that member will not be permitted to vote in elections or exhibit in Guild sponsored shows until said dues are paid. Having paid the required dues, an individual qualifies as a "member in good standing".

## **ARTICLE IV: OFFICERS and BOARD of DIRECTORS**

Officers shall be elected on an annual basis by popular vote of members in good standing. Officers themselves must be active members in good standing. The offices of President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary are required. Additional officers may be elected by the membership as required. Offices shall be held for a period of one

year, July 1<sup>st</sup> through June 30<sup>th</sup>. No Officer or Board member shall, by reason of his or her office, be entitled to receive salary or compensation. Nothing herein shall be construed to prevent an Officer or Board member from receiving compensation from the Guild for duties other than that of an Officer or Board member.

Officers shall perform the duties defined in the following paragraphs.

**The President:**

- Shall be responsible for the administration of the Guild, acting in concert with the other members of Board of Directors.
- Shall preside at General Membership and Board meetings
- Shall be a member ex-officio of all committees except the nominating committee
- Shall schedule meetings
- Shall set the agenda for General Membership and Board meetings
- May appoint a parliamentarian to aid in running meetings
- May appoint a historian
- May approve bills for payment
- May authorize individual expenditures up to \$100 that are not in the approved budget
- Shall work with the Treasurer in producing grant proposals

**The Vice President shall:**

- Serve as chairperson of the annual members show
- Work with the Treasurer in setting up funds for awards and ribbons, etc.
- Oversee awards given by the Guild
- Work with the President on special Guild correspondence pertaining to projects and shows
- Be responsible for developing programs for presentation to the membership
- Be responsible for delegating duties to other Guild members for committee work or projects
- Assume the President's responsibilities in his or her absence

**The Corresponding Secretary shall:**

- Serve as calendar coordinator for all official Guild activities
- Be responsible for general correspondence for the Guild
- Be responsible for notifying members of general meetings
- Maintain correspondence with Guild members
- Oversee Guild correspondence files
- Maintain a listing of all current members' names and other pertinent information
- Keep copies of all standard forms
- Work with the social committee in the sending of cards, flowers, etc. as necessary for any given situation

**The Recording Secretary shall:**

- Maintain a list of current Board membership
- Keep copies of the bylaws
- Keep amendments current
- Record minutes at General and Board meetings

- Provide a synopsis of Board activities as drawn from Board minutes for inclusion in the Guild newsletter
- Be responsible for recording attendance at meetings, especially when required for quorum votes
- Maintain for at least one year a record of all proxy votes submitted

The **Treasurer** shall:

- Administer and keep accurate records of the Guild's finances
- Oversee Guild membership files (including maintain rosters and a current membership list)
- Produce and distribute annual membership cards
- Deposit Guild funds in a bank designated by the Board
- Pay bills on behalf of the Guild
- Have the power to approve bills for payment
- Prepare, and then present an annual financial report at the annual meeting
- Notify members when dues are payable (this may be accomplished through the Guild newsletter)
- Work with the President on annual grant proposals and with any committees requiring the involvement of the Treasurer

### **Board of Directors**

A Board of Directors shall be maintained. All Board members must be Guild members in good standing. The Board shall consist of the Officers as defined in Article IV, plus the immediate past President, one member elected for a two-year term, one member elected for a three-year term. If the Board desires, they may appoint a student member for one year. If there are no students willing to serve in the position, the Board can fill the position with a general board member for a one-year term. Additional one-year Board members may be elected by the membership if desired or required.

Should the sitting president be elected to a second term, or the most recent president is not willing to fill the "past president" Board seat, that Board position may be filled for a second term by the individual currently holding that position, or alternatively, by any member in good standing. The position shall be voted on as with any other Board position.

As a body, the Board is responsible for determining policy, directing the activities of the Guild, working toward achieving Guild goals, and publicly promoting the Guild. Except for items specifically reserved for the general membership under these bylaws, the Board shall, while working within the constraints of these bylaws, have full authority over the business matters of the Guild.

### **ARTICLE V: ELECTIONS**

A quorum vote shall be defined as a vote for which at least 1/3 of the current members in good standing are present, either in person or by proxy. An annual election of officers and expiring Board positions shall be held no earlier than the last meeting in May and nor later than the final day of the annual membership period (June 30<sup>th</sup>). Except for the three-year elected Board position, no person may serve in the same capacity consecutively for more than two years. Any

officer or Board member may be removed or replaced by suitable petition (signatures by at least 20% of the current membership) followed by a quorum vote of the general membership.

Should a Board or officer's position become vacant, the remainder of the term shall be filled by a quorum vote of the membership at the next general membership meeting. Voting may be in person or by proxy or by other means as the Board may deem appropriate. Proxy votes should be given to Board members only. Alternatively, if a special meeting is required to fill a vacancy, an agenda with a proxy form shall be sent out not less than seven days prior to the meeting date to allow members adequate time to return a proxy vote.

## **ARTICLE VI: MEETINGS**

### **General Guild Meetings**

General membership meetings will be held at the Board's discretion. Notice of upcoming meetings must be given to all members at least 10 (ten) days prior to the meeting date. A roster of members attending meetings shall be maintained, as shall minutes of the events taking place at those meetings.

The last meeting of the membership year (or other meeting as designated by the Board) will be defined as the annual meeting. Annual reports, reports of officers and committee chairs shall be presented at this meeting. This meeting shall also include the annual election of officers and Board members.

### **Special Meetings**

Upon written petition signed by 20% of the Guild membership, the Board shall hold a special meeting of the Guild whose sole purpose shall be to consider and vote upon the matter(s) specified in said petition. A Quorum vote (as defined in Article V) in person or by proxy is required for approval.

### **Workshops**

As part of the Guilds efforts toward education, the Board may offer workshops each year. Workshops should be scheduled with at least 14 (fourteen) days advance notice to Guild members, though situations may arise that prohibit this degree of advance notice. Workshops are defined as special event classes offered by one or more individuals with knowledge in an area that may be of interest to a significant portion of the Guild membership. Each workshop having a fee must have that fee paid in advance. The fee shall go towards Guild fundraising or to cover expenses incurred for the workshop (i.e. materials, instructor fees, etc.). No member shall be excluded from a workshop based solely on financial reasons. The Board may reduce fees or waive them entirely given adequate reason. As attendance may be limited for each workshop, preference in filling openings shall first go to members in good standing. Attendance will be based on a first-come, first-served basis. Non-members may attend workshops, but may be charged a higher fee as decided by the Board.

## **Board Meetings**

- Notice of meetings must be given at least seven days in advance of the meeting date. Meetings are open to the general membership, though notice of Board meetings need not be given to the membership unless so requested.
- At least 2 (two) Board meetings shall be held each calendar year. Board members must attend at least one Board meeting per year. A Board member may be removed, subject to Board approval, if the member fails to attend at least one meeting per year.
- A quorum vote at Board meetings shall consist of at least 5 Board members present and casting votes.
- At the first meeting of the Board after the Annual meeting, the Board may present, modify if required, and approve a list of proposed appointments to the chair positions of any committees.

Upon a Quorum approval of the Board, the appointments shall be effective and the appointees shall serve until the appointment of their successors or the committee is dissolved. As with all positions, a person serves in a purely voluntary manner, so a Committee Chairperson must agree to serve in this position prior to Board approval.

Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or any Committee thereof, may be taken without a meeting if consent is received in writing setting forth the action to be taken and signed by all of the Board members or all of the members of the committee as the case may be. The results of such action shall be included in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE VII: COMMITTEES**

The following Committees with the outlined responsibilities may be maintained by the Guild, as the Board deems appropriate. The Board will appoint committee members.

**Bylaws Committee:** Periodically reviews the bylaws. Proposals will be submitted first to the Board, and then to the general membership for adoption or rejection.

**Art Show Committee:** Works on the Annual Charles H. Taylor Art Show for the Guild artists and any other shows sponsored by the Guild. Finds judges for the shows as needed. Criteria for the selection of a judge should include their expertise in the field of art and knowledge of glass. This committee must work with the Board members to coordinate the planning of the shows.

**Election Committee:** Is responsible for ballots and counting of votes at any election. Should consist of no less than 2 members.

**Fund Raising Committee:** Will handle any fund raising projects for the Guild. Responsibilities include overseeing the running of the workshops and soliciting donations.

**Nominating Committee:** Shall consist of no more than 5 members and no less than 2, the Board will select 2 from the general membership. These 2 shall select any other members up to the allowed total. Responsibilities include contacting perspective members for filling Officer positions and presenting a written list of perspective officers and Board members at the

Annual Meeting for a ballot vote. No member of the Nominating Committee may be on the submitted slate of candidates.

**Publicity Committee:** Is the primary source of Guild publicity and advertising. Will work with the Board Members and Show Chairmen on promoting the Guild.

**Finance Committee:** Is composed of the Treasurer, President, Vice President, and one general Board member, and shall review the Annual Report at each filing and any other reports as necessary.

**Project Committee:** Will oversee the yearly project as defined in Article II; responsible for any design contests, suggestions on designs, and location for any projects, donated works, materials, or grants.

**Historian:** Will keep a portfolio for the Guild, which should include newspaper articles, programs from shows, photographs, slides, and a complete videotape library as well as any books that the Guild may own. The Historian will also act as point of contact for Guild members so that Guild materials may be referenced and checked out, and ensure they are returned in a timely manner.

#### **ARTICLE VIII: ANNUAL MEMBERSHIP DUES and SPECIAL FEES**

All Guild members will be required to pay the annual dues set forth by the Guild. The Board has the authority to set the dues charged for the various member classifications, and periodically adjust those rates as may be appropriate. The Board may also define the member classifications offered by the Guild. Membership dues must be paid in full to enter or exhibit artwork in Guild shows. Dues expire on June 30<sup>th</sup> of each year, coinciding with the annual period Guild officers serve.

In addition to the annual membership dues, a non-refundable Jury fee (amount as may be decided by the Board or Show Chairman) must be paid in advance to enter works in the annual members' show.

#### **ARTICLE IX: PUBLICATIONS**

A newsletter may be published periodically and mailed or transmitted electronically to Guild members. The purpose of this newsletter is to announce upcoming programs, Board and Guild activities, and to disseminate information about other areas of interest to Members. A membership directory will be published and made available to members upon request. A brochure may be made available to interested parties and used to promote Guild.

Paid advertisements may be included in the newsletter. The board will define the rates charged. The Board also retains the authority to determine whether any advertisement submitted for inclusion in the newsletter is acceptable.

The Guild may also maintain a web site for promotion of the organization, its activities, members, and other glass related events.

#### **ARTICLE X: FINANCIAL**

The fiscal year shall start on July 1<sup>st</sup> of each year. The budget for the upcoming annual membership year will be developed by the incoming Board and or Finance Committee once they take office. The priorities of the budget shall reflect the program and purposes of the Guild. Programs may be planned for periods of longer than one year, but such programs shall be subject to annual review.

The Finance Committee shall audit the books and financial records of the Guild annually, and optionally, an outside firm or individual qualified to do such work may also be utilized. Officers and committee chairs may make expenditures up to their budgetary limits without prior approval by the Board. Notwithstanding the foregoing, all expenditures in excess of \$100 shall be submitted to the Board for majority approval. No less than \$300.00 shall pass from year to year in the combined Guild accounts (for insurance purposes, etc.). Guild funds may be kept in either conventional checking and/or savings accounts as decided by the Board.

#### **ARTICLE XI: AMMENDMENT OF BYLAWS**

These Bylaws may be modified as necessary. Proposals for amending bylaws must first be presented in writing to the Board of Directors by the Bylaws Committee; or presented to the Board by petition, and signed by 20% of the membership in good standing. The amendment(s) will next be presented to the general membership for voting at the next scheduled general meeting. A Quorum vote of the general membership, in person or by proxy or other method as deemed appropriate by the Board, shall be required to adopt any proposed amendment(s).