

ARTICLE I. NAME

This organization shall be known as SOUTH FLORIDA JEWELRY ARTS GUILD, INC.

ARTICLE II. PURPOSES AND OBJECTIVES

Section 1. This Guild shall be a non-profit art organization and incorporated as such, dedicated to the education of jewelry artists of all media.

Section 2. The Guild shall provide education in jewelry fabrication, history and design, and shall conduct local workshops wherein noted jewelry artists or persons with expertise in related disciplines will teach or lecture on diverse techniques.

Section 3. To participate in educational endeavors, or other cooperative ventures, with local art guilds, or related organizations, with similar interests and objectives.

ARTICLE III. MEMBERSHIP**Section 1. APPLICATIONS FOR MEMBERSHIP**

- A) Any person interested in jewelry fabrication and design, and in the purposes of the organization, who applies for membership and tenders dues, shall thereby become a member.
- B) New applicants shall submit an application, along with annual dues for the membership class being applied for as set forth in the Standing Rules. Renewing members need only pay dues.
- C) Applicants shall become members when their dues are paid, at any time during the year.

Section 2. ACTIVE MEMBERS

Active members shall be required to pay annual dues according to their classification of membership as stated in the Standing Rules.

Section 3. HONORARY MEMBERS

- A) Honorary membership may be conferred on an outstanding individual in the community, or a former member who has made a valuable contribution to the Guild.
- B) Honorary Members may attend Guild meetings and participate in events and activities, but have neither voice, nor vote and may not hold office.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of all Elected Officers and the Past President.

Section 2. The Elected Directors shall be President, Vice-President, Secretary, and Treasurer.

Section 3. NOMINATIONS *(revised 9.18.14)*

- A). The Nominating Committee shall present the slate of candidates to the membership by e-mail notice at least 10 days prior to the October meeting.
- B). Nominations from the floor may be made only at the October meeting.
- C). Nominating speeches, including qualifications of those nominated from the floor, will be made at the October Meeting.

Section 4. Guild Members must be present at the Election Meeting to vote.

Section 5. The election shall be determined by a majority vote of members present. In the event of a tie, there will be a runoff. When there is only one nominee, the vote may be by voice.

Section 6. TERMS OF OFFICE *(revised 9.18.14)*

- A). The President and the Vice President shall each serve a one-year term.
- B). The Vice President shall be designated as President for the succeeding year.
- C). The Treasurer and Secretary shall each serve a two-year term.
- D). There shall be no limit to the number of times any Officer may serve.

Section 7. The elected officers shall assume their duties on the 1st of January following the Election Meeting.

Section 8. Any member in good standing, as stated in the Standing Rules, may be nominated.

Section 9. Vacancies shall be filled by appointment of the President with approval of the majority of the Board of Directors.

Section 10. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Section 11. In the event that an Elected Officer fails to perform assigned duties, or if the majority of the Board Members recommend removal for any reason, said Elected Officer may be removed by a 2/3 vote of those present and voting at any Guild meeting.

ARTICLE V. DUTIES OF OFFICERS

Section 1. THE BOARD OF DIRECTORS SHALL:

- A). Approve the annual budget and expenditures for the fiscal year.
- B). Transact all general business between Guild meetings and handle any procedures or issues.
- C). Make decisions requiring emergency action.
- D). Review and amend the Standing Rules as necessary.
- E). Attend Board meetings and report unavoidable absences in advance to the President.
- F). Make recommendations to the general membership.
- G). Be empowered to allocate monies up to \$500 without the approval of the general membership.

Section 2. THE PRESIDENT SHALL *(revised 9.18.14)*

- A). Preside at all meetings of the Guild.
- B). Appoint Chairs for the Standing Committees, as specified in Article XI, except for the Rules Committee and the Nominating Committee
- C). Be an ex-officio member of all committees except the Nominating Committee

- D). Determine monthly meeting programs.
- E). Set and authorize changes to the Guild Calendar.
- F.) Schedule Board of Directors meetings
- G). At least 10 days prior to any Board Meeting, announce the date, time, and location of the Board meeting to the General Membership.
- H). Make recommendations to the membership on the expenditure of monies in the General Fund, including but not limited to disbursement of charitable donations.

Section 3. THE VICE PRESIDENT SHALL *(revised 9.18.14)*

- A). Preside at meetings in the absence of the President.
- B). Perform the duties of President in the event of the President's absence or inability to serve.
- C). Preside over the Standing Rules Committee
- D). Act as Parliamentarian

Section 4. THE SECRETARY SHALL:

- A) Keep records of all proceedings of the Guild and maintain a permanent file of such records.
- B) Maintain the Guild history and copies of By-Laws.
- C) Send letters of appreciation and thanks to all guest speakers and teachers.
- D) Send correspondence in regards to guild members' illness, death or at the request of one of the officers.

Section 5. THE TREASURER SHALL:

- A) Record and track expenses and income of the Guild and have charge of all Guild funds.
- B) Balance the Guild checking account.
- C) Pay all bills duly submitted and approved by the President.
- D) Prepare Guild fiscal records and present accounting reports when called upon.
- E) Notify Vice President, or Membership Chair, when members' dues are paid directly to treasurer.
- F) Be responsible for securing a Certified Public Accountant to audit the Guild's accounts.
- G) Be responsible for filing the tax return with the IRS.
- H) Report and pay any required taxes on time.
- I) Preside over the 501c3 and other non-profit activities.

Section 6: THE PAST PRESIDENT SHALL *(revised 9.18.14)*

- A). Chair the Nominating Committee
- B). Assume the responsibilities as the contact person for informational inquiries directed to SFJAG by e-mail or other means.

ARTICLE VI. MEETINGS AND QUORUM

Section 1. Meetings shall be held monthly as set forth in the Standing Rules. The President may decide to cancel or reschedule meetings when deemed necessary.

Section 2. The members present at a regularly scheduled or properly called meeting shall constitute a quorum for the purposes of transacting business. A simple majority rules.

Section 3. On election years, the election of officers shall be held at the November monthly meeting, unless otherwise scheduled by the Board of Directors.

Section 4. The Board of Directors shall meet in formal session at least twice each year, and at other times as needed. Board meetings shall be open to any current member of SFJAG. *(revised 9.18.14)*

Section 5. Special meetings may be called at any time by The President.

ARTICLE VII. DUES AND FEES

Section 1. Annual dues shall be fixed by the Board of Directors as stated in the Standing Rules and shall be payable upon assumption of membership and then annually thereafter.

Section 2. The membership year starts the 1st of July and runs through the 30th of June of the following year.

Section 3. The fiscal year shall be from the 1st of January to the 31st of December.

ARTICLE VIII. STANDING RULES

The Standing Rules are hereby incorporated into these By-laws by reference. The Board of Directors retains the right to change the standing rules. Changes will require a majority vote.

ARTICLE IX. AMENDMENTS

These bylaws may be amended by a 2/3 vote of those present and voting at any Guild meeting, provided notice of the proposed amendment has been sent at least 10 days prior to the meeting at which they are to be voted upon.

ARTICLE X. PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Guild in all cases in which they are applicable and in which they are not inconsistent with the bylaws or standing rules, or other rules of the Guild.

ARTICLE XI: COMMITTEES *(Added 9.18.14)*

Section 1. The Standing Committees of the Guild shall be: Rules, Workshops, Publicity, Membership, and Nominating.

Section 2. The President shall appoint the Chairmen of the Standing Committees with the exception of the Rules Committee (Vice President) and the Nominating Committee (Past President). In the event any chair is unable or unwilling to serve, the successor shall be appointed by the President.

Section 3. The Chairperson of each committee shall periodically present a report to the guild as to their committee activities

Section 4. Special Committees may be formed by the President or by a majority vote of the Board. The President shall appoint the Chairperson of a Special Committee.

ARTICLE XII: DUTIES OF COMMITTEES *(Added 9.18.14)*

Section 1. GENERAL RESPONSIBILITIES

- A). Each Committee Chair, except the Nominating Committee, shall be responsible to solicit committee members from the active members of the Guild.
- B). Unless otherwise noted, each committee shall meet in formal session at least twice a year, and shall present a report of their activities to the general membership at least once a year.
- C). Committee chairs are encouraged, but not required, to attend board meetings.

Section 2. THE RULES COMMITTEE

- A). The Rules committee shall be chaired by the Vice President
- B). The committee shall meet at least twice each year to discuss any changes to the bylaws or Standing Rules as proposed by members.
- C). The Chairperson shall present proposed changes to the Bylaws to the board for discussion, but the board shall not prohibit or restrict changes to the Bylaws from being brought to or voted on by members.
- D). From time to time, the committee shall present to the membership proposed changes to the Bylaws and Standing Rules. Proposed changes shall be delivered to members via e-mail at least 10 days prior to the meeting at which the bylaws will be presented for consideration.
- E). The Chairperson shall be responsible for maintaining an up-to-date publication of the Bylaws and Standing Rules. Copies of the Bylaws and Standing Rules shall be published on the Guild Website, and copies provided to the membership committee for distribution to members.

Section 3. THE WORKSHOPS COMMITTEE

- A). The Workshop committee shall be responsible for implementing the educational policies of the guild.
- B). The committee shall be responsible for reviewing the educational policies and teacher contracts, and when necessary, to present to the Board recommendations of the committee for updates or modifications to the Education policy or Teacher contracts.
- C). The committee shall receive recommendations from members as to potential teachers for guild educational programs.
- D). The committee shall be responsible for determining if a particular instructor or educational program is suitable for the guild's educational program.

Section 4. THE PUBLICITY COMMITTEE

- A). The Publicity Committee shall be responsible for publicizing the activities of the guild, including, but not limited to, meetings, workshops, and social events.

- B). The Committee shall be responsible for establishing and maintaining a social media presence to bring the activities and accomplishments of the guild to the public. Social media shall include, but not limited to, the guild website and Facebook page.
- C). The committee shall maintain a supply of guild business cards and other advertising media for use by the guild and its members to promote membership in, and the activities of, the guild.
- D). The committee shall seek relationships with vendors who provide goods or services related to the interests and activities of the guild and its members. The committee shall encourage vendors to offer member benefits to the guild in the form of discounted goods or services, and encourage the vendors to become business members of the guild.

Section 5. THE MEMBERSHIP COMMITTEE

- A). The membership committee shall be responsible for maintaining an accurate roster of active members. At meetings where guild business is conducted, such as elections or other voting meetings, the committee shall ensure that only active members participate.
- B). The committee shall provide the Nominating Committee with a list of members in good standing at such time as the Nominating Committee commences its duties. The membership committee shall immediately notify the Nominating Committee should any member become inactive.
- C). The committee shall prepare a new member packet, consisting of copies of the bylaws, standing rules, member badge, and other materials necessary for new members to quickly integrate into the guild community.

Section 6. THE NOMINATING COMMITTEE

- A). The Nominating Committee shall be responsible for soliciting candidates from the general membership to run for election to the board.
- B). The Past President shall act as Chairperson of the Nominating Committee.
Volunteers shall be solicited from the general membership to join the committee.
- C). The committee shall hold their initial meeting no later than the June meeting in order to begin the process of candidate selection.
- D). The Nominating committee shall present their slate of candidates to the general membership by e-mail, at least 10 days prior to the October meeting.
- E). If candidates are nominated from the floor at the October meeting, the Nominating committee shall meet with the nominee as soon as possible after the meeting to review the responsibilities of the office for which they were nominated, and to determine if the nominee is willing to serve.
- F). The committee shall be responsible for preparing the ballots for the November Election, and shall be responsible for managing the vote during the meeting. The committee shall, if necessary, recruit other members in good standing to assist with the balloting process.

1. CLASSIFICATION OF MEMBERSHIP AND CORRESPONDING DUES

The classes of membership in the Guild shall be: Individual, Instructor, Business, and Honorary.

A) INDIVIDUAL MEMBER

1. Shall be required to pay annual dues of \$55. If paid before July 1st, 2015, the dues shall be \$45.00. *(Revised 10/19/2014)*
2. Shall have a voice, a vote, the privilege to run for office and to serve on the Board, and may participate in all SFJAG activities and events.
3. Shall fulfill all the requirements as stated in the standing rules.

B) INSTRUCTOR MEMBER

1. Shall be required to pay annual dues of \$75.
2. Shall have a voice, a vote, the privilege to run for office and *to serve on the Board*, and may participate in all Guild activities and events.
3. Shall fulfill all the requirements as stated in the standing rules.

C) BUSINESS MEMBER

1. Shall be required to pay annual dues of \$150.
2. The president, or a single designated representative, of the business shall have a voice, a vote, the privilege to run for office and to serve on the Board, and may participate in all Guild activities and events.
3. Shall fulfill all the requirements as stated in the standing rules.

D) HONORARY MEMBERS

1. Honorary members will not be required to pay dues.
2. Any active Guild member may make a nomination of an Honorary Member.
3. Honorary members will be confirmed by a majority vote of the Board.

E) NEW MEMBERS *(Revised 10/19/2014)*

1. A New Member shall be any person who has not been a member of the guild in any capacity for the previous 24 months
2. New Members who join the guild before December 31st shall pay the full membership fee for their membership category, with their membership valid until June 30th of the following year.
3. New Members who join the guild between January 1st and June 30th shall pay 50% of their membership category, with their membership valid until June 30th of the same year.

F) VISITORS *(Revised 10/19/2014)*

1. Non-members may visit two general meetings at no charge. *(Note: this applies to any time period)*
2. After two visits, non-members will be charged \$10 per meeting.

2. MEMBERS AT LARGE

- A) Members at Large shall be appointed by the incoming President.
- B) Members at Large will be chosen from active members who have demonstrated dedication to the mission of the Guild.
- C) Members at Large may be asked to assist the President and other Elected Officers and/or Committee Chairs when needed.
- D) Members at Large shall be invited to all Board Meetings but will not be allowed a deciding vote.

3. MONTHLY MEETINGS

Monthly meetings shall be held on the third Thursday of every month at the Elks Lodge located at 6304 Southwest 78th Street, South Miami, Florida, from 6:30 PM to 9:00 PM.

4. PUBLIC PARTICIPATION IN GUILD EVENTS

- A) Workshops and classes sponsored by the Guild will be open to the general public as space permits and a rate determined by the Education Committee to reflect costs.
- B) The Board of Directors has the authority to specify that a workshop, class or exhibition be restricted to members of the Guild.

5. INSURANCE *(Added 10/19/2014)*

- A). The corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.