

**BYLAWS OF SEATTLE METALS GUILD**  
**- A NON-PROFIT GUILD**  
Revised 08/2011

## **I. MEMBERSHIP**

- A.** Membership is open to those with a variety of interests and involvement in traditional and contemporary jewelry and metal arts, and requires payment of minimum annual membership dues. Dues will be established by the Board of Directors (Board). The Board shall designate categories of membership and fix the amount of the minimum annual contribution for each. The Board may change membership categories and contributions from time to time by resolution.
- B.** An annual membership meeting of the Guild shall be held during the first quarter of each fiscal year at such time and place as the majority of the Board of Directors may designate. It shall be the duty of the Secretary to give twenty (20) days notice of the annual meeting to all members in person or by mail (electronic or postal).
- C.** Special membership meetings may be called by the Board at any time; the Secretary shall notify each member of the time and place in person or by mail (electronic or postal) at least ten (10) days in advance.
- D.** At all membership meetings, whether annual or special, each member in good standing, in any category of membership, shall be entitled to one vote, provided they are present at the time of the meeting. Unless the Executive Committee specifies that voting shall be otherwise, all votes shall be cast in; no proxies shall be allowed.
- E.** At any membership meeting of the Guild, fifteen (15) members in good standing shall be sufficient to constitute a quorum for the transaction of business, and a majority of votes of such quorum shall be sufficient to pass any measure before such meeting.
- F.** A record shall be kept of each membership meeting, and may be requested from the secretary by any member in good standing.

## **II. BOARD**

- A.** The Seattle Metals Guild (SMG) shall be governed by a board of directors consisting of no less than six (6) members.
- B.** All Board members shall be members of the Guild. Board members shall be elected by a vote of the membership of the Guild. In addition, the immediate past president shall be a member of the Board, even if his or her normal term of office as a Board member would have expired at the conclusion of the year in which he or she served as President. The additional term shall be for a period of one (1) year, ending at the beginning of the next fiscal year.
- C.** Board members may serve no more than six consecutive years (three 2-year terms). However, time spent as an interim Board member is not considered part of the six-year term limit.
- D.** In the event of a Board vacancy, an interim Board member may be appointed by a majority vote of the remaining Board members. These will be considered full Board members until the next annual election, at which time they must be elected by the membership to a full two-year term. This full term shall start at the beginning of the next fiscal year.
- E.** Board meetings may be called at any time by the President or majority of the Board. The Board shall meet at least four (4) times each year.

**F.** A quorum of the Board is required to transact business. It shall consist of two-thirds (2/3) of, but not less than five (5) Board members. In the event that a quorum of the Board is not present at any meeting, the members present may take action subject to written approval by mail ballot (electronic or postal), or telephone confirmation, by a majority of the Board.

**G.** Any Board member may be removed at any time with or without cause by affirmative vote of two-thirds (2/3) of the standing Board members. The vote may happen at any regular or special meeting, and the Board member shall be notified of the pending action with the call for the meeting.

**H.** No Board member or officer shall receive compensation from the Guild for services performed in their capacity as a Board member. However, Board members are not excluded from the Guild's volunteer rewards program and are eligible to have their membership dues waived during their term in recognition of their service to the organization. Board members may be reimbursed for reasonable expenditures incurred in the performance of their duties.

**I.** The Board may create or provide for the creation of standing or special committees as deemed appropriate, with such powers and duties and organized in such a manner as provided for under these Bylaws or by resolution of the Board.

**J.** The Board shall be responsible for the financial planning and development of the Guild.

### **III. OFFICERS**

**A.** The officers of SMG shall be a President, a Vice President, a Secretary, and a Treasurer.

**B.** Officers shall be nominated by the Board and appointed by the President with advice from the Executive Committee. The Board shall elect the officers annually for a term of two years, to start at the beginning of the next fiscal year. Any vacancy that occurs in any office may be filled on an interim basis, with this interim term ending at the next annual election.

**C.** The President shall preside at all meetings, shall sign or countersign all contracts and other instruments of SMG authorized by the Board (EXCEPT as otherwise directed by the Board), shall serve as Chair of the Executive Committee, and shall perform any other duties required by the office the Board.

**D.** The Vice-President shall assume the duties of the President in their absence, and shall perform such other duties as required by the office the Board.

**E.** The Secretary shall issue notices for all meetings of members; shall keep meeting minutes; shall have charge of the records of the Guild; shall sign, with the President, such instruments as require such signature; shall maintain a record of the members with the current mailing addresses of all members; shall serve any notices that are required by the Bylaws; and shall make such reports and perform such other duties as required by the office the Board. The Secretary may be assisted in the discharge of these responsibilities by staff or other Board members.

**F.** The Treasurer shall have control of all monies of the Guild, shall be responsible for the keeping and balancing the regular books of all applicable accounts, shall present financial reports to the Board at least quarterly, and shall perform such other duties as required by the office the Board.

### **IV. STANDING COMMITTEES**

#### **A. Executive Committee**

**1.** The Executive Committee shall consist of not less than four (4) members, including the officers of SMG, and other Board members as designated by the President, appointed for a specified amount of time. This committee has authority to take action in the management of affairs of the Guild, acting at the behest of the Board.

2. The President shall serve as Chair of the Executive Committee.

3. Executive Committee meetings shall be called as deemed necessary by the President in response to pressing business needs of the Guild. Meetings may also be requested by three (3) or more members of the Executive Committee. Notice of the meeting shall be given to each Executive Committee member personally, by telephone or by mail (electronic or postal) at least forty-eight (48) hours in advance of the meeting.

4. Executive Committee meetings shall be legal meetings only if all Executive Committee members are present. Meetings may take place in person or by phone. If necessary, the Executive Committee members present may adjourn any meeting until a quorum is present.

5. A member of the Executive Committee may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified and the acceptance of such resignation shall not be necessary to make it effective.

6. The Executive Committee shall determine monetary limits to the amount that authorized signatories of the Guild may make on withdrawals or entry into financial obligations without prior approval. Any withdrawals, contracts, or other obligations over the limit must be approved by vote of the Board. The limits may be reviewed and altered by the Executive Committee.

7. The Treasurer

a. shall be responsible for the care and custody of all monies, funds and securities of the Guild and shall deposit or cause to be deposited all funds of the Guild in such depositories as directed by the Board. The Treasurer shall report to the Board at their regular meetings.

b. may endorse all corporate checks. The Board may, by resolution, designate others to also endorse corporate checks.

c. shall submit statements of the Guild's financial condition at each annual meeting, and whenever asked by the Board. The Treasurer will, by the members or through employment of an outside agency, keep all books of accounts relating to the business of the Guild. Employment of an outside agency may be recommended and approved by the Board.

## **B. The Board Nominating Committee**

1. The Board Nominating Committee shall be comprised of at least one (1) Board member appointed annually by the President and a minimum of 2 general members in good standing. Board Nominating Committee shall hold office for one (1) year.

2. The Board Nominating Committee shall determine the nominating process of potential Board members. It shall make recommendations to the entire Board regarding candidates. The nominating process may be reviewed and altered by vote of the Board.

## **C. Other Committees**

1. Other committees may be formed by the Executive Committee or by the full Board. Such committees shall be composed of SMG members in good standing and shall report regularly to the Board.

2. The chairs of Committees shall be approved by the Board.

## **V. MISCELLANEOUS**

**A.** The fiscal year of the Guild upon which accounts and records shall be January 1 through December 31 of the next year.

**B.** Liquidation or dissolution of the Guild may be proposed by written request of two-thirds (2/3) of the Executive Committee. The request must specify the reason or reasons why the action is deemed advisable and name three (3) persons who are members of the Executive Committee to act in liquidation. Such a proposal for dissolution shall be approved by three-fourths (3/4) of the remaining Board members. Upon liquidation or dissolution of the Guild, all property and assets after payment of Corporate debts shall be distributed to one or more non-profit Guilds or organizations which have similar purposes to those of the Seattle Metals Guild or to one or more scholarship funds for the metal arts as the Executive Committee shall determine.

**C.** The Bylaws of the Guild may be altered or repealed in any particular manner, and new Bylaws adopted, provided that such changes are consistent with the Articles of Incorporation and the law. Amendments shall be proposed at least two weeks prior to vote and may be adopted by affirmative vote of two-thirds (2/3) of the Board.