

**SMG**  
**Seattle Metals Guild**

**Bylaws**

**Updated August 2007**

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Bylaws of Seattle Metals Guild \ A Non-Profit Corporation

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**BYLAWS OF SEATTLE METALS GUILD A NON-PROFIT CORPORATION**

(Updated August 2007)

**ARTICLE I. MEMBERSHIP**

**A.** The membership is open to the public with the only requirement being a minimum annual membership contribution to 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.** At any time the Executive Committee of the Board may create honorary memberships or special memberships to be identified by appropriate names to distinguish such memberships from regular memberships. Such honorary or special memberships shall have no voting rights nor such rights of any kind to control or direct the affairs of the Corporation and no rights with respect to any of its actions, its corporate property or gifts or contributions to the Corporation. Persons nominated to honorary or special memberships shall be elected by two-thirds (2/3) vote of the Board.

**ARTICLE II. MEETINGS OF MEMBERS**

**A.** An annual meeting of the members of the Corporation shall be held during the first quarter of each fiscal year at such time and place as the Executive Committee of the Board 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).

**B.** Special meetings of the members may be called at any time by the Executive Committee, and the Secretary shall notify each member of the time and place of such special meeting in person or by mail (electronic or postal) at least five (5) days in advance.

**C.** At all meetings of members, whether annual or special, each member present and in good standing shall be entitled to cast one vote at any election or on any subject. Members of all categories of membership shall be entitled to one vote provided that they are present at the time of the meeting. Unless the Executive Committee by resolution concurrent with the call of the meeting shall have designated that voting shall be by ballot, all votes shall be cast in person by members present at the meeting, and no proxies shall be allowed.

**D.** At any meeting of the members of the Corporation, 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.

### **ARTICLE III. BOARD OF DIRECTORS**

**A.** The Seattle Metals Guild (SMG) shall be governed by a Board of Directors consisting of no less than six (6) board members. The number of board members may be limited from time to time by the Board by resolution.

**B.** All board members shall be members of the Corporation. 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.** The President of SMG, with the advice of the Executive Committee of the Board, shall appoint at least three (3) or more members to a nominating committee (see Article 4D below) which will nominate at least one (1) person for each board position to be filled. Election shall be by mail ballot (electronic or postal,) by the membership.

**D.** In the event that a Board position becomes open during the year, the Board may, by voice vote, elect board members to interim terms that will end at the beginning of the next fiscal year. Such interim Board members will be considered full Board members during this interim term, but must stand for election at the next annual election at which time they would be elected to a full two-year term. This full term shall start at the beginning of the next fiscal year. The time spent as an interim Board member is not considered part of the six-year term limit.

**E.** Any vacancy on the Board may be filled by majority vote of the remaining board members as an “interim board member.”

**F.** Meetings of the members of the Board may be called at any time by the President or by majority of the Board. The Board shall meet at least four ( 4) times each year.

**G.** A quorum for the purpose of transacting business in regular or special meetings of the Board shall consist of one-third (1/3) of the board members but not less than five (5) board members. In the event that a quorum of the Board is not present at any

meeting, those members present may take action subject to written approval by mail ballot (electronic or postal) or telephone confirmation by a majority of the Board.

**H.** Any board member may be removed at any time with or without cause by vote by two-thirds (2/3) of the standing board members, who shall in person at any annual meeting or any special meeting. The board member shall be notified of the pending action with the call for the meeting.

**I.** No board member or officer shall receive compensation from the Corporation for services performed in his or her capacity as a board member. However, board members may be reimbursed for reasonable expenditures incurred in the performance of his or her duties.

**J.** The Board may create or provide for the creation of such standing. Committees and special or other 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.

#### **ARTICLE IV. STANDING COMMITTEES**

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

**1.** There shall be an Executive Committee with full power to take any action in the management of the activities and affairs of the Corporation consistent with the policies of the Board. The Executive Committee shall include the officers of SMG, the immediate past president, and other board members as designated by the President.

**2.** The Executive Committee shall consist of not less than five (5) members.

**3.** The President of the Board shall serve as Chairperson of the Executive Committee.

**4.** Executive Committee meetings shall be called as deemed necessary by the President, not less than once annually. The Executive Committee may by resolution adopt by affirmative vote of the majority of the committee appoint the time and place for holding stated meeting. Executive Committee meetings may be called at any time by the President in response to urgent needs or pressing business needs of the Corporation. Special meetings may also be called upon

written request to the President by three (3) members of the Executive Committee. Notice of special meetings shall be given to each Executive Committee member personally or by telephone or mail (electronic or postal) means of at least forty-eight (48) hours in advance of the meeting. Notice of any meeting of the Executive Committee need not be given to any other member if waived by him or her in writing, or if he or she is present at the meeting. Any meeting shall be a legal meeting if all Executive Committee members are present and no notice thereof having been given. Except as otherwise provided in the bylaws any or all business may be transacted at any special meeting.

5. A majority of the Executive Committee shall constitute a quorum for the transaction of business; and except as otherwise required by statute or by the Articles of Incorporation or any amendment thereto, or by the bylaws, the acts of a majority of the Executive Committee present at any such meeting and constituting a quorum, a majority of the Executive Committee members present may adjourn any meeting until a quorum is present. No notice of any adjourned meeting need be given to the Executive Committee members not present. In the event that a quorum of the Executive Board is not present at any meeting, those members present may take action subject to written approval by mail (electronic or postal) ballot or telephone confirmation by a majority of the Executive Board.

6. A member of the Executive Committee may resign as a member of the Executive Committee at any time either by oral tender of resignation at any meeting of the Executive Committee or by giving written notice thereof 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.

7. Any Executive Committee member, except an officer of the Corporation, may be removed from office at any time, either for or without cause, by the affirmative vote of two-thirds (2/3) percent of the then constituted Executive Committee. Prior notice of such action shall have been given to the member whose membership it is proposed to terminate.

#### **B. Business Committee:**

1. The Business Committee shall consist of the Treasurer and other member appointed by the Executive Committee.

2. The Treasurer may endorse all corporate checks and the Board may by resolution designate others individuals to endorse all corporate checks. One or more members of the Business Committee may be authorized to endorse corporate checks.

3. The Business Committee shall be responsible for the financial planning and development, care and custody of all monies, funds and securities of the Corporation and shall deposit or cause to be deposited all funds of the Corporation in and with such depositories as directed by the Executive Committee. The Business Committee shall provide plans and recommendations on all financial actions to the Executive Committee for review and approval.

4. The Business Committee shall have the authority to endorse for deposit or collection all checks, drafts, notes or other commercial paper payable to the Corporation and give proper receipts of discharges thereof.

5. The Business Committee shall submit statements of the Corporation's financial condition at each annual meeting and whenever required to do so by the Executive Committee. The Business Committee will, by the members or through employment of an outside agency, keep all books of accounts relating to the business of the Corporation. Employment of an outside agency may be recommended by the Business Committee and approved by the Executive Committee.

6. The Business Committee shall report to the Executive Committee and the Board at their regular meetings. The Business Committee shall submit financial reports annually, or upon request to all board members.

7. The Business Committee shall determine the limits on the amounts of withdrawals and any entry into contracts or obligations over a designated amount which the authorized signatures may make without prior approval. The limits may be reviewed and altered by approval of the Executive Committee. Any withdrawals, contracts, or other obligations over that limit must be approved by vote of the board. The Business Committee shall monitor the Corporation throughout the fiscal year.

### **C. The Board Nominating Committee**

1. There shall be a Board Nominating Committee of at least three (3) board members appointed annually by the President, which shall hold office for a period of one (1) year.

2. The Board Nominating Committee shall manage human resources for the organization. It will determine the nominating process of potential board members. The nominating process may be reviewed and altered by vote of the Board. The Board Nominating Committee shall make recommendations to the entire Board regarding potential board members.

**D. Other Standing Committees:**

**1.** Other Standing Committees may be formed by the Executive Committee or by the full Board. Such Standing Committees shall be composed of at least two (2) board members appointed annually by the Executive Committee, and shall hold office for a period of one (1) year.

**2.** The Chairs of the Standing Committees shall be appointed by the President.

**ARTICLE V. OFFICERS**

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

**B.** Officers shall be nominated by an Officer Nominating Committee, appointed by the President with advice from the Executive Committee. The Board shall elect the officers annually for a term of one year, 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 chairman of the Executive Committee; and perform all or any such other duties as are incident to the office or are properly required by the Board.

**D.** The First Vice-President shall assume the duties of the President in his or her absence. One or more additional Vice-Presidents may be elected to fulfill the purposes of these Bylaws.

**E.** The Secretary shall issue notices for all meetings of members and trustees, shall keep their minutes, shall have charge of the records of the Corporation, 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 are incident to the office or are properly required by the Board. The Secretary may be assisted in the discharge of these responsibilities by staff or other Board members.

F. The Treasurer shall have the control of all monies of the Corporation, and shall be responsible for the keeping of regular books of account and balance the same, and presenting financial reports to the Board at least quarterly. The Treasurer shall perform all duties incident to the office or that are properly required by the Board.

## **ARTICLE VI. MISCELLANEOUS**

A. Fiscal Year: The fiscal year of the Corporation upon which accounts and records shall be January 1 through December 31 of the next year.

B. Liquidation or dissolution of the Corporation may be proposed by written request of two-thirds (2/3) of the Execution 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 Execution 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 Corporation, all property and assets after payment of Corporate debts shall be distributed to one or more non-profit corporations 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 Execution Committee shall determine.

C. The Bylaws of the Corporation 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.

**(End)**