

BY-LAWS

THE SAN DIEGO POLYMER CLAY GUILD

BY-LAWS

REVISION APPROVED BY THE BOARD OF DIRECTORS SEPTEMBER 6, 2023

ARTICLE I: NAME

THE NAME OF THIS ORGANIZATION SHALL BE THE SAN DIEGO POLYMER CLAY GUILD, HEREINAFTER REFERRED TO AS THE GUILD.

ARTICLE II: PURPOSE AND LIMITATIONS

Section 1. The purpose of the Guild shall be to foster the enjoyment of polymer clay and its possibilities as a hobby, art, recreation and craft; encourage advancement of polymer clay as a legitimate art medium by fostering professional education such as sharing information, giving demonstrations of members' work at meetings, planning and holding workshops, developing opportunities for our members to show their work, and engaging in public service activities.

Section 2. The officers of the Guild shall serve without salaries; the dues and fees of the Guild do not benefit any individual member. A member may be hired by the Board for a program, workshop or specific professional services.

Section 3. In the event of dissolution, any and all properties owned by the Guild shall be distributed in a manner approved by a majority of members in good standing at a meeting.

ARTICLE III: MEMBERSHIP

Section 1. Any person with an interest in polymer clay is eligible for membership in the Guild. There shall be four classes of membership in the Guild: a) Individual Membership; b) Family/Business Membership which shall allow meeting attendance for more than one person, but count for voting and benefit purposes as one member; c) Young adult (ages 15 to 25) with voting rights to be the same as the Family/Business membership; d) Honorary Membership which shall include full member benefits without payment of dues, in recognition of non-cash

contributions beneficial to the Guild. A person shall be nominated by a Guild member in good standing and admitted as an Honorary Member upon approval by a majority vote of the Executive Board of Directors (hereinafter to be called the Executive Board).

Section 2. The annual dues shall be paid between January 1 and February 15. Any NEW member joining after July 1 shall pay a reduced fee. The annual dues for each category of membership shall be set by the Board of Directors with the concurrence of the membership. Officers of the Executive Board shall have their dues waived as long as they serve on the Board.

Section 3. Failure to pay dues by February 15 shall result in inactive member status with suspension of membership privileges until membership dues are paid. Inactive members may select to continue receiving monthly meeting minutes for one year or as determined by the Secretary.

Section 4. No member shall conduct business on behalf of the Guild, unless authorized to do so by the express written permission of the Executive Board.

Section 5. Membership may be revoked by unanimous vote of the Executive Board for gross violation of Guild By-Laws, disruptive behavior, disruptive behavior, violation of ethical practices such as theft and [the principles of copyright](#).

ARTICLE IV: OFFICERS AND THEIR ELECTION

Section 1. The Guild shall have the following elected officers which constitute the Executive Board: President, Vice President, Treasurer, Secretary. These officers shall perform the duties prescribed by these By-Laws and the parliamentary authority adopted by the Guild.

Section 2. The officers shall be elected at the Guild meeting in November to serve a term of two years.

Section 3. Voting procedure: election of Executive Board Officers will be held at the November meeting. The election shall be carried out by written ballot. Any member unable to attend may vote by proxy, giving a letter of permission to another member to carry that proxy ballot in a sealed envelope to the meeting. Voting may also be done by mail or by email to the chairman of the Elections Committee. A majority vote of the membership in attendance and all votes delivered by proxy, mail or email will constitute the election and elected officers will take office on January 1 of the following year.

Section 4. In August of an election year the Executive Board, by majority vote, shall select the three member Elections Committee. At the September Guild meeting in an election year, the Executive Board shall present to the members the names of the three members of the

Elections Committee. This committee shall accept nominations from members for offices on the Executive Board and will actively seek out candidates if none are forthcoming. Members of the Election Committee cannot run for any of these offices. At the October Guild meeting the Election Committee shall present the slate of candidates running for elected positions. Additional nominations can be made from the floor during the October meeting or by mail or by email. Nominations by mail and email must be received one week before this meeting. The final slate of candidates shall be established at the end of the October Guild meeting. Ballots will be sent by email to the total membership directly following the October Guild meeting. Members who are without email must make arrangements with the Elections Committee to receive their ballots.

Section 5. A vacancy in the office of President shall be filled by the Vice President. Any other vacancy in the offices of the Executive Board shall be filled from the membership by a 2/3 majority of at least a quorum of the Board of Directors. All officers shall continue until the end of the term. Two-thirds of the Board of Directors membership shall constitute a quorum.

ARTICLE V: MEETINGS OF THE GUILD

Section 1. The rules of *Robert's Rules of Order, Newly Revised* shall govern in all cases where they are not inconsistent with these By-Laws, any meeting rules or guidelines of the Guild. A copy of the most recent revision of the rules shall be kept in the library.

Section 2. The Board of Directors shall decide the time of all Guild meetings. Prior notice of the date, time and place shall be given to all members.

Section 3. The meeting held in November of each year (or at such time as the Board may determine) shall, if so needed, be for the purpose of hearing year-end reports of officers and committee chairs, electing officers, and/or for any other business that may arise.

Section 4. Upon written petition signed by at least 20% of the Guild membership, the Board of Directors shall hold a special meeting, the sole purpose of which shall be to consider and vote upon the matter or matters specified in said petition.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The elected officers and the chairs of all standing committees shall constitute the Board of Directors.

Section 2. The Board of Directors shall have full power and authority over the affairs of the Guild excepting those matters specifically reserved to the membership by these By-Laws.

Section 3. The Board of Directors shall meet at least twice a year at such time and place as the Board shall determine. The Board of Directors may also conduct additional business by email.

Section 4. At the first meeting of the Executive Board after the November Meeting, the President shall present to all the officers for their approval a list of proposed appointments to the chair positions of the standing committees. Upon approval by 2/3 of the Executive Board, the appointees shall become members of the Board of Directors and shall serve until the appointment of their successors.

Section 5. Special meetings of the Board of Directors may be called by the President.

Section 6. A Board member may be deemed inactive by a unanimous decision of the remaining Board members. This action shall constitute removal of that member from her/his office.

Section 7. All members of the Guild are welcome to present recommendations and ideas of interest and value to the Board of Directors. A non-Board member may present any concerns or issues that she/he feels pertinent to the good of the Guild at a meeting of the Board of Directors. Notice of this intention and attendance must be given one week prior to the meeting. Non-Board members shall not be allowed to vote on any issues covered at said meeting.

Section 8. In addition to general duties prescribed elsewhere in these By-Laws, Executive Board members shall have these specific rights and duties:

President: Shall be responsible for the administration of the Guild, acting with advice and consent of the Board of Directors; shall be a member ex-officio of all committees, with the exception of the Elections Committee; shall set the agenda for all Board meetings and for all business to be brought up at the Guild meetings; shall preside over all Board and Guild meetings to ensure that the agendas are satisfied; shall be personally familiar with the status of all committee work to assure that the Guild's policies and purposes are being adhered to and that programs are being carried forward effectively; may appoint a parliamentarian to aid in the running of meetings and related matters; may approve bills for payment and may authorize individual expenditures not already in the budget up to \$150.00. The President shall be an alternate signer on the checking account. Responsible for keeping By Laws current. Shall provide information/photos for monthly minutes as needed.

Vice President: Shall assist the President in the accomplishment of her/his duties; shall assume the responsibilities in her/his absence; shall serve as the calendar coordinator for all Guild activities and shall also chair the Memorial Fund.

Treasurer: Shall administer and keep accurate records of the Guild's finances; shall deposit the Guild's funds in a bank designated by the Board in a timely manner; shall pay bills on behalf of the Guild (approval for payment of bills over \$150 shall be an Executive Board decision); shall prepare an annual financial report for presentation at the November meeting and interim reports upon the direction of the Board; and will coordinate with the Sandy Camp Committee Chair on matters concerning that Committee's budget. The Treasurer shall be a signer on the checking account (with the President as an alternate signer). The Treasurer shall give a financial report at each monthly Guild meeting. Shall provide information/photos for monthly minutes as needed.

Secretary: Shall help record minutes from all Board and Guild meetings; shall help prepare for distribution to members the minutes of the meetings. Shall help handle all incoming and outgoing correspondence for the Guild; shall be responsible for notification of Guild members of general meetings and dissemination of information.

ARTICLE VII: FINANCIAL

Section 1. The fiscal year shall start on January 1.

Section 2. The Treasurer shall prepare a budget, subject to the approval by majority vote of the Board of Directors (present and pro-tem) for presentation, adoption and/or amendment at the January Board meeting, which may also be conducted by email. The priorities of the budget shall reflect programs and purchases of the Guild. Programs may be planned for periods longer than one year, but such programs shall be subject to annual review.

Section 3. The books and financial records of the Guild shall be reviewed annually in a meeting of the President, the Treasurer and a member at large selected by the Board. The financial records shall be made available for review by members upon request.

Section 4. Officers and committees may make expenditures up to their budgetary limit without prior approval by the Board.

Section 5. Non-budgeted expenditures in excess of \$150 but not exceeding \$300 shall be submitted to the Board of Directors for approval by a simple majority. Non-budgeted expenditures over \$300 shall be submitted to the membership for approval. A majority vote of the members present at a general meeting shall authorize the expenditure.

ARTICLE VIII: COMMITTEES

The Executive Board may establish or eliminate standing and special committees as it deems necessary. Ad Hoc Committees are those which are established on a temporary basis for a

specific purpose. Chairpersons of Ad Hoc committees are not members of the Board of Directors.

The following Standing Committees shall be established:

Section 1. Memorial Fund: Shall promote, through its possible funding, the promulgation of the knowledge of polymer clay through classes, workshops, the Round Robin and by any other means which encourage education.

Section 2. Library: The Librarian shall purchase and maintain a library of books, DVDs and periodicals on the subject of polymer clay and related subjects; shall make the contents of the library available to members at the general meetings and Clay Days.

Section 3. Membership: Shall be responsible for preparing an annual membership roster/directory and shall collect dues.

Section 4. Community Service: Shall oversee outreach to the community. It consists of the Bottles of Hope and Beads of Courage sub committees. These sub committees shall continue, or a majority of the membership may vote to replace one or both or to add additional Community Service sub committees.

Bottles of Hope: Shall encourage and make available the opportunity for Guild members to make "Bottles of Hope" for cancer patients (including both Guild members and those in the greater community); shall contact oncology departments in the local hospital(s) and/or cancer center(s) and shall plan "Bottles of Hope" events.

Beads of Courage: Shall encourage and make available the opportunity for Guild members to make "Beads of Courage" for children suffering from cancer and other serious illnesses; shall maintain contact with the Beads of Courage organization for news applicable to the Guild and shall be responsible for the delivery of the beads to the Beads of Courage national organization.

Section 5. Programs: Shall be responsible for coordination and the set-up of the Round Robin, classes and workshops that are sponsored by the Guild.

Section 6. Social media: Shall coordinate all social media such as the Guild Facebook page, Pinterest and any other such social media that are applicable to the Guild; shall ensure that all media under its direction shall meet standards for language and subject matter; shall coordinate with the Webperson to ensure timeliness and accuracy of the content of the Guild website. The Webperson is a member of the committee, and if she/he serves as an independent contractor cannot serve as Chairman of this committee.

Section 7. Webperson: Shall maintain and keep current the Guild website. Since this position may be a paid position, the Webperson shall not be a member of the Executive Board of Directors. The salary for the Webperson shall be included in the yearly financial budget. The Webperson shall be under the direction of the Board of Directors.

Section 8. By-Laws, Rules and Ethics: Shall document rules and procedures adopted by the Guild; shall develop guidelines regarding behavior expected of all members not only as artists in their work and business, but also in their conduct during Guild meetings and events. This committee may review situations regarding violations of or problems concerning rules, ethics or Guild policy, with power only to recommend resolution, leaving any formal action to the Board of Directors. This committee shall periodically review and if necessary amend the By-Laws with approval of the Board of Directors. This committee shall be under the Board of Directors.

Section 9. San Diego County Fair/Del Mar Fair: Shall be responsible for coordinating Guild demonstrations and other activities related to the Fair.

Section 10. Sandy Camp: Shall be responsible for the organization and production of the annual retreat; shall promote education, build relationships with the polymer clay community and reach out beyond the Guild to include people other than the members of the Guild; shall develop a budget for the retreat and interact with the Guild Treasurer in all matters concerning the budget, payment of all financial obligations of this committee and the receipt of all monies taken in by the retreat; shall update the Guild at the general meeting on the progress of the event. The chairman of this committee is expected to serve for a minimum of two years and shall train her/his successor who shall have been a member of the committee for at least a year before being selected by the Committee and approved by the Board of Directors. Should it become necessary for the chairman of this Committee to step down for any reason, the person assuming the Chair is not obliged to complete a two year tenure.

ARTICLE IX: AMENDMENTS

Section 1. These By-Laws, after approval by the Board of Directors, shall be amended by a 2/3 vote of members in good standing at a general meeting provided that the text of the amendment has been sent in writing, email or upon request, mail to the full membership not less than two weeks prior to the date announced for the meeting. Votes may be cast at the meeting, by email or mail. Mailed or emailed votes must be received by the designated recipient two days before the meeting in order to be counted.

Section 2. Meeting rules and guidelines may be established and amended upon recommendation of the By-Laws Committee, by a majority vote of the membership in attendance.

