

Bylaws of the San Diego Bead Society (SDBS)

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Bylaws

ARTICLE I. NAME

The name of this organization shall be The San Diego Bead Society, of the State of California, and shall hereinafter be referred to as the SDBS.

ARTICLE II. PURPOSE

Section 1. The San Diego Bead Society provides the community an educational resource in the artistic, historical, and intercultural significance of beads and related crafts.

Section 2. No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3. The property of this organization is irrevocably dedicated to non-profit purposes and no part of the net income or assets of this organization shall ever benefit any officer or member thereof or any private persons.

Section 4. No discrimination shall be made with regard to race, color, creed, sex, or national origin.

ARTICLE III. MEMBERSHIP

Section 1. Any person who supports the purpose of this organization may become a member upon application and payment of dues.

Section 2. Annual dues shall be payable upon notification by the Vice President-Membership.

Section 3. There shall be three (3) categories of membership: General Member, Associate Member, and Life Member, as defined in the Standing Rules.

Section 4. Members shall adhere to the Standing Rules and the Code of Conduct which follows:

A. All members will treat each other with dignity and respect at SDBS-sponsored venues. Abuse such as derogatory remarks, threats, discrimination, or intimidation harms the SDBS and its purposes; such conduct is unacceptable.

B. If, at any SDBS-sponsored venue, a member is determined to be in violation of this Code of Conduct, the SDBS President, or highest-ranking elected officer present, may ask the member to leave the venue.

C. The Board will review the Code of Conduct violations and determine the consequences up to, and including, loss of membership.

D. The accused member may appeal Code of Conduct decisions made by the Board. Upon receipt of a request for appeal, the President shall appoint an ad hoc Appeal Committee from the general membership to review the appeal. The decision of the Appeal Committee shall be final.

Section 5. Membership runs on a calendar year, from January through December. Dues are billed in December, and must be paid by January. Those persons whose dues are not paid within two (2) months of notification shall be automatically dropped from membership.

ARTICLE IV. OFFICERS

Section 1. The elected officers of the SDBS shall be President, Vice President-Programs, Vice President-Membership, Secretary, and Treasurer.

Section 2. Officers shall serve for alternating terms of two years. The Vice President-Programs, the Secretary, and the Treasurer shall be elected in even numbered years. The President and Vice/President Membership shall be elected in alternate years. The term of office shall begin January 1 following the election.

Section 3. No member shall serve more than two terms consecutively in the same office, and no member shall hold more than one elected office at a time.

Section 4. If the President is no longer able to serve, the Vice-President-Programs shall automatically become President for the remainder of the current term. If the Vice-President-Programs is unable or unwilling to serve the remainder of the President's term, the vacancy shall be filled by election by the Board of Directors. All other vacancies in office shall be filled by election by the Board of Directors.

Section 5. Nominations and Elections:

A. A nominating committee of three (3) members, including at least one member of the current Board of Directors, shall be elected by the general membership at the September meeting. This committee shall elect its own chair.

B. The nominating committee shall nominate one candidate for each of the offices to be filled. They must obtain consent from each of the nominees, and submit a written report to the members seven (7) days before the election. Members of the Nominating Committee are not eligible for nomination.

C. The election of officers shall be at the November meeting. Additional nominations from the floor may be made providing written consent to serve has been obtained from the nominees prior to the meeting. If there is more than one candidate for an office, the vote shall be taken by written ballot.

ARTICLE V. MEETINGS

Section 1. Regular meetings of the SDBS shall be held on the third Saturday of each month except July and December, or as otherwise ordered by a motion from the membership or the Board of Directors.

Section 2. The Annual Meeting shall be held in November for the purpose of electing officers, receiving annual reports from the officers and standing committees, adopting a budget, and transacting any other business that may arise.

Section 3. Special meetings may be called by the President, by the Board of Directors, or by any seven members, two of whom must be Board members. A seven-day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. The quorum for all SDBS meetings shall be 25% of General Members. If a quorum is not obtained at the Annual Meeting, voting will take place by mail-in ballot.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall be comprised of the elected Officers (Executive Committee), Standing Committee Chairs, and the Parliamentarian. The immediate past President is also invited to participate as an advisor.

Section 2. The Parliamentarian shall serve on the Board of Directors without voice and without vote. However, the Board of Directors may vote to allow the Parliamentarian to have voice at meetings. The President shall appoint the Parliamentarian with approval of the Board of Directors, and the appointment shall be announced at the first general meeting after the election or as appropriate.

Section 3. Unless otherwise stated, the term for the appointed members of the Board of Directors shall be concurrent with the term of the president who appointed them.

Section 4. The Board of Directors shall have general supervision of the affairs of the SDBS between its business meetings; fix the day, hour, and place of Board of Directors meetings; make other recommendations to the general membership; and perform other duties specified in these Bylaws. The Board shall be subject to the orders of the SDBS, and its acts shall in no way conflict with action taken by the general membership.

Section 5. Special meetings of the Board may be called by the President or by any three members of the Board, one of whom shall be an elected officer. A seven (7)-day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 6. The quorum for all Board of Directors' meetings shall be a majority of its voting members.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be the elected officers of the SDBS. See Article IV, Section 1.

Section 2. The Executive Committee shall have general authority over the SDBS between meetings of the Board of Directors (any action taken by the committee shall be reported at the next Board meeting), may hold meetings between meetings of the Board of Directors, and shall also perform other duties specified in these Bylaws.

Section 3. The quorum for the Executive Committee shall be a majority of its members.

ARTICLE VIII. COMMITTEES

Section 1. The Standing Committees of the SDBS shall be Historian, Newsletter, Publicity, Special Events, Ways and Means, Webmaster, and Workshops. These are voting members of the SDBS Board if the position is held by a general member. Associate members in any of these positions do not have a vote on the SDBS Board.

Section 2. The Working Committees shall be Hospitality and Librarian. The Chairs of these Working Committees are non-voting members of the SDBS Board.

Section 3. The President shall appoint and/or replace all Standing Committee Chairs, with the approval of the Board of Directors. Said appointments shall be announced at the first SDBS meeting following their selection, or as appropriate.

Section 4. Special, or ad hoc, Committees or additional Standing Committees shall be appointed by the President as the general membership or the Board of Directors deems necessary including, but not limited to, a committee to periodically review these Bylaws. A Bylaws Review Committee shall consist of three (3) members, two (2) of whom must be Board members and the third may be a General member.

Section 5. The President shall be an ex officio (voting) member of all committees except the Nominating Committee.

ARTICLE IX. FISCAL POLICIES

Section 1. The Fiscal Year of the SDBS shall be from January 1 through December 31.

Section 2. The books and accounts of the SDBS shall be kept in accordance with accepted accounting practices. The Treasurer shall provide the SDBS with a complete annual report of the finances of the organization for the previous year by the February meeting of each year. This annual financial report shall be provided to all members via email or in writing. The Treasurer will also make arrangements for an annual audit.

Section 3. No one may profit from membership in the SDBS by sales, or solicitation of sales, at meetings or workshops. The Board of Directors may, at its discretion, authorize invited speakers to sell their products at the SDBS meeting at which they are making a presentation whether or not they are members of the SDBS. Workshop teachers are also authorized to sell their products at workshops.

Section 4. A Budget Committee shall prepare and present an operating budget to the membership for approval at the annual meeting for the forthcoming fiscal year. The Budget Committee shall be appointed by the Board of Directors, and shall be comprised of three (3) SDBS members, one of whom must be the current Treasurer and at least one of whom shall be from the general membership. Approval of the Budget shall be by a two-thirds majority of those General Members attending the general meeting. The incumbent Budget Committee reviews the operating budget on a semi-annual basis to determine compliance and/or needed adjustments.

Section 5. The Board of Directors and/or the Executive Committee shall not expend any non-budgeted funds in excess of \$250.00 without prior approval of the general membership, with such approval being obtained by:

A. Written notification of the membership at least fifteen (15) days prior to the meeting at which the vote is to be taken,

B. The written notification must include the amount and purpose of the expenditure, and,

C. The approval must be a two-thirds majority of those General Members present at the meeting.

Section 6. Non-budgeted donations of monies by the SDBS may be made to any organization or person whom two-thirds of the members in attendance at the meeting designate as the recipient. Notice of such a proposed donation shall be submitted in writing to SDBS members at least fifteen (15) days prior to the meeting at which such vote is to be taken.

Section 7. Indemnification of Directors or Officers:

A. Directors and Others Covered: Directors whom the SDBS may indemnify under this paragraph include the Directors described in these Bylaws as members of the Board of Directors. Officers whom the SDBS may indemnify under this paragraph are the elected officers described in these Bylaws. If an officer or Director is described in this Section, indemnification may be paid to his/her duly qualified executor, administrator, or other personal representative.

B. Legal Actions, Suits, or Proceedings brought against Directors or Officers of the SDBS:

(1) **Discretionary Indemnification:** Except as provided in paragraph (2) below, the SDBS may, at the sole discretion of the Board of Directors, indemnify any Director or officer or former director or officer described above against any judgment and any expenses including attorneys' fees, actually, reasonably and necessarily incurred by her/him in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.

(2) **Limitations Upon Indemnification:** The SDBS shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the SDBS Board of Directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the San Diego Bead Society.

(3) **Payment of Indemnification:**

(i) **Approval:** Notwithstanding the foregoing paragraphs, the SDBS shall not indemnify any Director or officer described above unless such indemnification is approved by its Board of Directors acting by a quorum which consists of Directors who are not parties to the action or proceeding for which indemnification is considered.

(ii) **Notice to Members:** If any expenses or other amounts are paid by way of indemnification of a director or officer, other than by court order or action by the members, the SDBS shall prepare a statement specifying the person(s) paid, the amount paid, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the SDBS to its

members of record entitled to vote for the election of Directors within three (3) months from the date of payment.

ARTICLE X. PARLIAMENTARY AUTHORITY

The Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the SDBS in all applicable cases and in which they are not inconsistent with the Bylaws, any special rules of order the SDBS may adopt, or any statutes applicable to this organization.

ARTICLE XI. AMENDMENT TO THE BY-LAWS

These Bylaws may be amended by a two-thirds majority vote of all General Members at any regular meeting of the San Diego Bead Society provided the proposed amendment has been submitted, in writing, to the membership at least thirty (30) days before the meeting. During the thirty (30)-day period, comments and questions can be sent to the Bylaws Committee for review.

MEMBERSHIP APPROVAL:

Date: November 15, 2014
President: Agnes Montano
Secretary: DeeAnn Chenn

STANDING RULES

ARTICLE I. MEMBERSHIP AND DUES

In 1998, the Bead Society of San Diego County, now known as the San Diego Bead Society and hereinafter referred to as the SDBS, became an independent, autonomous affiliate of Mingei International Museum, hereinafter referred to as MIM, thereby gaining a central meeting place in Balboa Park and the rights, privileges, and responsibilities of museum membership. The three categories of membership are:

1. General Members: Members in this category are paid members of both the SDBS and MIM, and enjoy full SDBS privileges. Annual dues, payable to the SDBS, are \$25.00 for an individual or \$35 for two (2) or more persons residing at the same address. Current membership in MIM is also required and payable to that organization. Both the SDBS and the MIM require applications for membership. General Members have all rights and privileges of membership including, but not limited to, attendance at meetings, participation in workshops and other SDBS activities, voting on matters appearing before the membership, and holding office.

2. Associate Members: These members are those who are interested in supporting the purpose of the SDBS, but who are not paid members of MIM, and do not enjoy full SDBS privileges. Annual dues are \$25.00 payable to the SDBS. Associate Members may attend meetings and participate in workshops. They, however, do not have a vote, nor are they eligible for office in the SDBS. Associate Members must pay MIM entrance fee when attending SDBS meetings.

3. Life Members: These members are those selected by the Board of Directors in order to acknowledge significant contributions to SDBS and/or the beading world in general. The terms and conditions of Life Membership shall be determined on a case-by-case basis by the Board of Directors.

4. The SDBS issues membership cards that also serve as nametags and must be worn at all meetings and activities. A fee of \$3.00 is charged to replace a lost membership card. Non-members may attend a meeting for the first time at no charge. Subsequent visits are charged a guest fee of \$5.00 to the SDBS, in addition to the MIM daily entrance fee. The SDBS may charge a guest fee for all guests, including first time attendees, for certain speakers or the annual meeting, as approved by the SDBS Board of Directors. If an attendee pays a guest fee and then joins the SDBS at that meeting, the guest fee is counted toward membership.

5. Dues will be collected once a year. Bills for the next year's membership will be emailed or mailed to all members in December, with a due date of the first meeting in January of the next calendar year. Dues are not prorated for late renewals of anyone who was a member of the SDBS in the prior year. For new members, dues are \$25.00 (or \$35.00 for two [2] members at the same address) from January through July, and \$15.00 (or \$21.00) from August through December. From August through December, new members may join for the remainder of the current calendar year and the next year for a rate of \$35.00 (or \$49.00).

6. The SDBS reserves the right to revoke membership of any member.

ARTICLE II. WORKSHOPS AND OTHER ACTIVITIES

Registration for all SDBS workshops and other activities shall be on a first come, first served basis with preference for SDBS General Members. Remaining places will be allotted to Associate Members first, and then to guests on a space available basis. Payment is due at the time of registration. No registrant is assured a place until the Workshop Chair or Treasurer has received the required fee. Members who have registered for a workshop or activity may receive a full refund if their cancellation notice is received one week prior to the event, or if someone is available to take their place. During one (1) calendar year, non-members may participate in SDBS activities on a space available basis. After that time, membership is required for participation. The SDBS will receive 15% of the pre-tax proceeds of all materials, including class kits, sold at SDBS meetings, classes and/or events by workshop and program presenters, payable immediately following the meeting, class or event. This includes workshops held at locations other than the MIM. The SDBS reserves the right to charge a different workshop fee to non-members.

ARTICLE III. OFFICERS AND THEIR DUTIES

As listed in SDBS Bylaws, the elected officers of the organization shall be President, Vice-President-Programs, Vice-President-Membership, Secretary, and Treasurer. Their duties are as follows:

1. The President shall:

- Preside at all SDBS meetings and at all Board of Directors meetings, and shall issue an agenda at least seven days prior to each Board meeting;
- Represent the SDBS at extra-Bead Society events, to the community at large, and in all relations with MIM;
- Choose the Chairs of Standing Committees, with the assistance and approval of the Board of Directors;
- Serve as an ex-officio member of all SDBS committees except the nominating committee; and,
- Sign all contracts as the SDBS representative.

2. The Vice President-Programs shall:

- Plan and make all arrangements for meeting programs and workshops, including but not limited to identifying and contacting potential presenters, and defining the parameters of their presentations,
- Negotiate speaker's fees, obtain signed contracts, and make all physical arrangements for the program/workshop; and,
- Fill in for the President upon request.

3. The Vice President-Membership shall:

- Receive all applications for membership in the SDBS and facilitate applications for membership in MIM when applicable;
- Collect dues;
- Distribute membership cards;
- Forward payment to the SDBS Treasurer and to the MIM Membership Manager when appropriate;
- Maintain all membership records, both past and present;
- Provide information as requested by others on the Board of Directors;
- Notify members by email or U.S. mail of their renewal dates;
- Serve as Membership Liaison to MIM Membership Manager;
- Provide the Membership Manager, or designee, a quarterly list of SDBS General Members in order to ensure that all remain current members of MIM; and,
- Publish a membership directory, to be used only by SDBS members for non-commercial purposes. Any emails sent to the entire membership of the SDBS must be pre-approved by the President and sent by the SDBS. Any other use is strictly prohibited.

4. The Secretary shall:

- Record minutes of all Board of Directors meetings as well as those of the general meetings;
- Distribute copies of the minutes of Board of Directors meetings to Board members within one week after the meeting;
- Maintain all official records of the SDBS, including but not limited to copies of the current Bylaws, Standing Rules, and Minutes;
- Notify the IRS and Franchise Tax Board of any changes to the Bylaws, as required by those agencies; and,

- Send meeting notices, newsletters, budget reports, workshop offering announcements, or other SDBS items via USPS to any member who does not have email.

5. The Treasurer shall:

- Receive all income for the SDBS;
- Pay all bills on behalf of the SDBS;
- Keep accurate and current records, including copies of all checks deposited and lists of the source of all cash deposits, as well as check requests or bills for all checks written;
- Establish and maintain appropriate bank accounts for all funds of the SDBS;
- Prepare monthly reports for the Board of Directors' meetings;
- Prepare an annual written report for the SDBS membership no later than February of the following year;
- Serve on the Budget Committee which prepares an annual operating budget; and,
- Arrange for an annual audit of the financial records and submit the report of the audit to the membership. Arrangements for the annual audit shall be made in January and the audit shall be completed no later than the end of the first quarter.

6. All Officers and Committee Chairs: Each officer will prepare and submit annually a budget request to the Budget Committee, present a year-end report at the Annual Meeting, and maintain an up-to-date officer's notebook for at least the prior two years to be given to the succeeding officer. The officer's notebook should contain a printed record of the monthly activities in that position and all information related to those activities. The purpose of the activity record is to serve as a guide for anyone who fills that position. Records for earlier years are to be archived or maintained.

ARTICLE IV. STANDING COMMITTEES

The Standing Committees of the SDBS shall be Historian, Newsletter, Publicity, Special Events, Ways and Means, Webmaster, and Workshops. The Board of Directors must approve the policies and procedures of the Standing Committees. The responsibilities of the Chairs of these committees are:

1. Historian: Maintains the historical and photographic records of the SDBS, including all editions of Bylaws, and newspaper and other articles relating to SDBS activities.

- Maintain copies of all SDBS newsletters in printed form.
- Maintain a historic binder or scrapbook that can be displayed at SDBS meetings or events.

2. Newsletter: Publish a newsletter, as scheduled by the Board of Directors that is distributed to all members, reporting on past, present, and future SDBS activities, and notices of business as required by the Bylaws.

- Accept advertising copy and payment for the newsletter based on rates approved by the Board of Directors.

3. Publicity: Writes and arranges for the placement of all publicity for SDBS, including all meetings and activities that are open to the public.

- Maintain a list of free online and printed forums that can publicize SDBS events, primarily the Bead Bazaar, and deliver information to those places on SDBS events.
- Maintain a list of fees based online and printed forums that can publicize SDBS events, and prepare and deliver copy for advertising of Bead Bazaar, or other events as authorized by the SDBS Board.

4. Special Events: Organizes special events for SDBS members.

5. Ways and Means: Stages events designed to raise funds to finance SDBS activities, including the Bead Bazaar.

- Plan, coordinate, and oversee all activities related to fundraising, including the Bead Bazaar.
- Work with the President and Treasurer to plan a budget of projected Bead Bazaar income and expenditures for the year.
- Name and coordinate a working committee for the Bead Bazaar.
- Maintain contact with vendors throughout the year, and deliver contracts to existing and potential vendors.
- Prepare and submit a report, no later than year-end, on the activities of the Ways and Means committee.

6. Workshops:

- Organize and publicize workshops.
- Arrange locations for workshops.
- Arrange sign-ups for workshops and collect workshop fees.
- Provide supply lists at least two weeks ahead of each workshop.
- Collect 15% commission fee from teachers for all sales at workshops, including class kits.

7. Webmaster:

- Maintain the SDBS website using appropriate computer programs.
- Update the website with information, verbal and photographic, on current and future programs and classes.
- Update the website with information on Bead Bazaar activities, including lists of vendors and their wares.
- Update the website with information on other SDBS activities (such as the Del Mar Fair, tree trimming, and Earth Day).
- Update the Members' Gallery and links to other SDBS sites
- Update the website in a timely fashion with SDBS and MIM membership forms, officer and committee chair names

The Board of Directors may, at its discretion, add other committees as needed. All Standing Committee Chairs may select members to work with them on their assigned tasks. These committee members report to the Chair who, in turn, reports to the Board of Directors. Each Standing Committee Chair will prepare and submit annually a budget request to the Budget Committee, present a year-end report at the annual meeting, and maintain an up-to-date Chair notebook to be given to the succeeding Chair.

ARTICLE V. ANNUAL DONATION TO MIM

The SDBS will donate money annually to MIM. The amount donated will be no less than 15% of the fundraising profits for the SDBS. This encompasses the profit, after expenses, for the Bead Bazaar, any profit, after expenses, for the year's programs and classes, and any profits, after expenses, from other fundraising activities. The MIM donation will be made in November based on the profits determined for that calendar year.

ARTICLE VI. POST OFFICE BOX

The SDBS shall maintain a United States post office box.

ARTICLE VII. BANKING

Section 1. The Union Bank of California is the current financial institution with which the SDBS conducts business.

Section 2. The SDBS shall maintain a checking account only as a non-profit organization.

Section 3. The authorized signatories on the SDBS account are the President, Secretary and Treasurer. The Treasurer shall obtain prior authorization from either the President or Secretary for all checks over \$200. Any check for reimbursement by the Treasurer for expenses shall be signed by one of the other signatories on the SDBS account.

ARTICLE VIII. CHANGING THE STANDING RULES

These Standing Rules may be suspended, modified, or rescinded by a majority vote of General Members present at any regular meeting. No Standing Rule can be adopted which conflicts with the SDBS Bylaws.