



## Michigan Silversmiths Guild

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### *CONSTITUTION OF THE MICHIGAN SILVERSMITHS GUILD*

*Originated May 4, 1986, Amended ~~May 22, 1988~~ September 14, 2008*

#### **ARTICLE I. NAME**

- Section 1. The organization shall be known as the Michigan Silversmiths Guild.
- Section 2. The territorial limits of this organization shall be the State of Michigan and shall *also* be open to those outside the State of Michigan.

#### **ARTICLE II. PURPOSE OR OBJECTIVES**

- Section 1. To gather together those people who have ~~attained~~ *an interest or proficiency* in the broad field of metalsmithing, silversmithing, and jewelry as to make them eager for more advanced information and instruction.
- Section 2. ~~This information and instruction to be obtained through lectures, workshops, and demonstrations of invited artists and craftsmen in the field.~~ *To offer programs such as workshops, lectures, and demonstrations by invited artists and craftspersons in metalsmithing and related fields.*
- Section 3. The Guild will not undertake to provide any type of instruction, beyond its membership, which is already being offered through schools, colleges, university and private instruction.
- Section 4. The Guild will invite *non-members, students and others* ~~not members of the Guild and non-members of the organization~~ to participate in any lecture or activity that would be of interest to a large audience.
- Section 5: The Guild will hold an ~~annual~~ exhibition of members' work when exhibition space is available and members' interest is high.

#### **ARTICLE III. MEMBERSHIP**

- Section 1. There shall be ~~two~~ *the following classes of membership:* Active and Student.

- A. Active: Active membership shall be open to any person interested in the arts and crafts.*
- B. Family: Family membership shall include additional household members for an additional fee each.*
- C. Student: Student membership shall be open to any person enrolled in a metal program offered by a fully accredited college or university, high school or high school level home school.*
- D. Active Life Member: Life membership shall be open to any person interested in the arts and crafts.*

Section 2. ~~Active membership shall be open to any person interested in the arts and crafts.~~

Section 3. ~~Student membership shall be open to any person enrolled in a metal program offered by a fully accredited college or university.~~

#### **ARTICLE IV. MEETINGS *AND PROGRAMS***

Section 1. There shall be a minimum of four *Board* meetings *and one General Membership Meeting, the Annual Meeting, per year.* ~~a year.~~

Section 2. ~~Meetings *Programs* shall be held during the months of October, November, February, and May, at such time and place as may be designated by the Board of Directors or Program Coordinator. The annual meeting shall be held on a Sunday nearest the end of May.~~

*New Section 3. The Annual Meeting shall be held near the beginning of September.*

Section ~~3~~ 4. Special meetings may be called by the President or by the Board of Directors so that important business may be placed before the membership. *The purpose of the meeting shall be in the call and at least seven (7) days notice of the meeting shall be given.*

Section ~~4~~ 5. Order of Business for Annual Meeting shall be:

1. Call to Order
2. Reading of Minutes of Last Annual Meeting.
3. Annual Report of Recording Secretary
4. Annual Report of Treasurer.
- 5. Due Structure Recommendation*
- ~~5~~*6.* Reports of Standing Committees
- ~~6~~*7.* Unfinished Business
- ~~7~~*8.* New Business
- ~~8~~*9.* Election of Officers
- ~~9~~*10.* Program Projections
- ~~10~~*11.* Adjournment

## ARTICLE V. QUORUM

Section 1. The majority of the ~~Organization (or Board)~~ **Board** shall constitute a quorum at any ~~regular~~ **Board** meeting.

Section 2. ~~At no time shall the lack of a quorum at a regular meeting prevent those present from proceeding with the program of the day.~~ **Those members attending a regular general membership meeting shall constitute a quorum provided it is either a stated meeting such as the Annual Meeting or one that has been properly called.**

***New Section 3. Programs shall have no quorum requirement.***

## ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers, the immediate past President and **minimum of six and a maximum of eleven** Directors.

Section 2. The Directors shall be chosen from the body of the membership.

Section 3. The term of office of the Directors shall be two years each. **Directors may stand for reelection for an unlimited number of terms.** ~~Every two years, three (3) new Directors shall be elected to the Board with the dropping of the three (3) longest in office.~~

Section 4. ~~If the officers include only one Vice President, then~~ In the event of a vacancy in the office of the President, the Vice President shall serve as the President for the remainder of the term. ~~In the event there are two or more Vice Presidents~~ **The Secretary shall call a Board of Directors meeting to vote for a board member to fill the vacancy** **vacant Vice Presidency.**

Section 5. Any other vacancy on the Board of Directors, except that of the Immediate Past President, shall be filled by the remaining members of the Board of Directors voting therein by ballot.

## ARTICLE VII. DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have general control of the Guild, of all officers and committees, and may, for good cause, declare any office vacant.

Section 2. The Board of Directors shall have power to transact all business of the Guild not otherwise provided for, to fill vacancies as provided for in Article VI, Section 5, to act upon recommendations for membership, to

designate a place for deposit for funds of the Guild, and to elect the ~~Committee on Nominations~~ *Nominations Committee*.

*New Section 3. The Board of Directors shall be responsible for maintaining master records for the duration of their term and to turn over said records to the Historian at the Annual Membership Meeting. The Treasurer shall retain fiscal records for six years before turning over the fiscal records to the Historian at the Annual Membership Meeting.*

#### **ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS**

- Section 1. Regular meetings of the Board of Directors shall be held at such time and place as the Board may designate.
- Section 2. Special meetings of the Board of Directors may be called by the President.
- Section 3. ~~A majority of the Board of Directors shall constitute a quorum.~~

#### **ARTICLE IX. OFFICERS**

- Section 1. The officers of this Organization shall be President, Vice-President, Recording Secretary, Treasurer, and the Immediate Past President.
- Section 2. The term of office of each officer shall be for two (2) years.
- Section 3. No person shall be elected to the Office of President who has not served at least two (2) years on the Board of Directors within the past five (5) years.

#### **ARTICLE X. DUTIES OF OFFICERS**

- Section 1. The duties of officers shall be such as are implied by their respective titles.
- Section 2. The President shall:
- a. Be Chairman of the Board of Directors and a member ex-officio of all standing and special committees, except the committee on nominations.
  - b. Preside at all meetings.
  - c. Appoint Committee Chairmen as deemed necessary.
  - d. Co-sign on bank accounts.
  - e. Represent the Guild in the community.
- Section 3. The Vice-President shall:
- a. Be prepared to act as President in the absence of the President or whenever required.

- b. Serve as Program Coordinator, arranging dates and places for all ~~meetings~~ *programs*, engaging speakers and providing *for* accommodations and transportation for said speakers, with the approval of the President and/or the Board of Directors.

- Section 4. The Recording Secretary shall:
- a. Take minutes of Guild meetings and meetings of the Board of Directors, making sure that these minutes contain all necessary information. ~~Announcements of meetings may serve as minutes of program meetings when feasible.~~
  - b. Send a notice of a specially called Board Meeting to each Board Member*
  - c. Send a notice of a specially called general meeting to each Guild Member*

- Section 5. The Treasurer shall:
- a. Collect all monies due the Guild, keep an accurate record thereof, deposit the same in a bank account in the name of the Guild, pay bills authorized by the Board of Directors, and present a full report at each regular meeting of the Board and to the Guild at its annual meeting, or at any time upon request.
  - b. Keep bank records in current condition. File necessary tax reports.
  - c. ~~Issue~~ *Coordinate with the membership committee on the issuance of* a current membership card to each member of the Guild showing the period for which dues have been paid.
  - ~~d. Sign all membership cards.~~
  - ~~e. Compile membership list for distribution to all officers and directors~~
  - d. Keep reports of all financial records for all committees.*
  - e. Work with President to create an annual budget, to be presented and voted on at first Board Meeting of the year.*
- New  
New

- Section 6. Directors shall attend Guild meetings and meetings of the Board of Directors. They shall perform such other duties as may be assigned them by the President.

### *New Article XI. Committees*

*Section 1. Standing committees shall be Membership, Exhibitions, Newsletter, Nominations, and Solicitations.*

*Section 2. Chairmen and members of all standing committees shall be appointed by the President unless otherwise provided for.*

*Section 3. Duties of the standing committees shall be as follows:*

*A. Membership Committee:*

- 1. Issue a current membership card to each member of the Guild showing the period for which dues have been paid.*
- 2. Compile membership list for distribution to all officers and directors.*
- 3. Promote the growth and retention of the membership, and present ideas for recruitment*

*B. Exhibition Committee shall:*

- 1. Arrange the dates and the venue for all Guild sponsored exhibitions with Board approval.*
- 2. Publish and distribute all communications related to Guild sponsored exhibitions.*
- 3. Make recommendations to the Board for jury selection.*
- 4. Oversee the installation of the exhibition.*
- 5. Arrange for all activities related to the exhibition.*

*C. Newsletter Committee shall:*

- 1. Periodically publish and distribute a newsletter to keep the membership informed of Guild activities and upcoming events.*

*D. Nominations Committee shall:*

- 1. Consist of three members elected by the Board of Directors.*
- 2. Elect a chairman from within the committee.*
- 3. At the annual meeting present a slate of at least one individual for each office, provided consent has been obtained from the nominee.*

*E. Solicitations Committee shall:*

- 1. Coordinate efforts to raise funds and donations for the various projects the Guild may undertake.*

**ARTICLE XI XII. ELECTION OF OFFICERS AND DIRECTORS**

- Section 1. All Officers and Directors shall be elected by ~~voice vote~~ *paper ballot* at the Annual Meeting. Nominations may be made from the *floor with the approval of the nominee. In the event of a Nomination the Recording Secretary shall read the responsibilities of the nominated position. The Recording Secretary shall then ask the nominee to accept or decline the nomination along with its responsibilities. In* the event there is only one

nominee for each office, the Recording Secretary may be instructed to cast a unanimous ballot *vote*.

Section 2. A majority of all valid votes cast shall be necessary to constitute an election. Any member who receives a majority of all valid votes cast shall be declared elected. ~~whether or not he/she had been previously nominated.~~

Section 3. Officers and Directors may meet at any time after their election, at the call of the incoming President, for the purpose of organization and to ratify committee appointments.

### **ARTICLE ~~XII~~ XIII. FISCAL YEAR**

The fiscal year of this organization shall be from the first day of September of each year to and including the thirty-first (31) of *August of the* next succeeding year.

### **ARTICLE ~~XIII~~ XIV. DUES**

Section 1. ~~Active Members—\$20 per year Add'l family member—\$10 per year  
Student Members—\$5 per year~~

~~New members applying for active membership after January 1<sup>st</sup> shall be assessed dues of \$10 for the balance of year~~

*The annual dues for the next membership cycle for each membership category shall be determined by the recommendation of the Board for the dues structure to the membership for their approval at the Annual Meeting.*

Section 2. Non-payment of dues shall indicate the desire to be dropped from membership unless otherwise stated in writing.

Section 3. ~~Dues shall be payable on or before October 15<sup>th</sup>. Members who wish to continue after October 15<sup>th</sup> shall be assessed a late payment of \$5.00~~

*New Section 3. The membership cycle will coincide with the fiscal year.*

### *New ARTICLE XV.*

*Section 1. The Michigan Silversmiths Guild Bylaws is the governing document of this organization. In the case that consensus can not be reached then the rules of the current edition of Roberts Rules of Order shall govern the guild.*

**ARTICLE ~~XIV~~ XVI. AMENDMENTS *OF BYLAWS***

- Section 1. These articles may be amended at any regular meeting by a two-thirds vote of members present provided notice of such proposed ~~amended~~ *amendment* shall have been mailed to all members at least ten (10 days prior to such meeting.
- Section 2. Amends may also be made at the Annual Meeting (the last meeting of the year) without previous notice by unanimous vote.

Bylaws Committee

Marilyn Southern  
Chairman

Bill Fitzpatrick  
Member

Christine Bossler  
Ex-Official Member

Kathy Fitzpatrick  
Member

Annette Berenholz  
Member

Frederick Hunter  
Member

**~~ADDITIONS TO THE CONSTITUTION~~**

~~ARTICLE VI SECTION 4: In the event there are two or more Vice Presidents the Recording Secretary will call a meeting of the Board of Directors to vote for the Vice President.~~

~~ARTICLE X SECTON 5: The Treasurer will compile a membership list for distribution to Officers and Directors.~~

~~ARTICLE XI SECTION 1: The Recording Secretary may be instructed to cast a unanimous vote.~~

~~ARTICLE XIII SECTION 1: Active Members \$20 per year  
Students \$ 7 per year~~

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~~Each additional family member \$10 per year. New members applying for active membership after January 1<sup>st</sup> shall be assessed \$10 for the balance of the fiscal year.~~

### ~~DELETIONS FROM THE CONSTITUTION~~

~~ARTICLE VI SECTION 2: Word "active" dropped. The Directors shall be elected from the body of the membership.~~

~~ARTICLE IX SECTION 2: Drop second sentence. No Officer shall hold the same office for more than two (2) consecutive terms.~~

### ~~CHANGES TO THE CONSTITUTION~~

~~ARTICLE XIII SECTION 1. Active members dues \$25 per year  
Students \$ 7 per year~~

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~~The balance of this article will remain the same.~~

May 22, 1988