

Metal Arts Society of Southern California Bylaws

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Article 1. Name

The name of the organization shall be Metal Arts Society of Southern California.

Article 2. Purpose

The purpose of the Metal Arts Society of Southern California shall be:

To serve the needs and interests of artists and designers who are engaged in making metal arts and other craft works by providing an exchange of information on such issues as producing, teaching, exhibiting, and marketing.

To conduct workshops, programs, lectures, demonstrations, and panel discussions for the benefit of artists, designers, and the General Public.

To work with other organizations or craftspeople in order to coordinate the interest of all such members and organizations in their contact with the General Public.

To promote and foster esthetic and technological standards of excellence in the crafts.

To produce, loan, and circulate to members, workshop training videos and other educational materials.

To organize and otherwise participate in events, exhibitions, and conferences to promote or in dealing with the making of metal and craft works.

To improve and disseminate technical knowledge and professional information on topics relating to metal arts and other craftworks.

To encourage ongoing education and continued research, promote finer proficiency, improve self-promotion and foster professional ethics.

To take all action necessary or desirable in order to effectuate any of the purposes of the organization provided that such action is in conformity with the provisions of California Law, and Section 501 (c)(3) of the Internal Revenue Code of 1954.

Notwithstanding the previous objectives, general and specific, the corporation shall not support with its funds or other resources any undertaking which would impose upon it and its members any conclusion that the corporation were other than an educational organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Article 3. Members

Membership in the Metal Arts Society of Southern California shall be open to all persons whose work, interests, and desires are in accord with the purposes of this organization as set forth in Article 2.

The Board of Directors shall establish membership classification and annual dues for each classification. Dues or assessments will be used only to carry on the organization purposes defined under Article 1. Purpose.

A Member shall have the right to: vote for Directors and Officers, vote at general membership meetings, attend all organization meetings, participate in discussions, serve on committees, and have access to all Board of Directors documents, meeting minutes, publications and distributed information of and by this organization. Reasonable time will be given to the Board of Directors to establish a time and place where these records can be viewed.

Article 4. Membership Meetings

Section 1. General Membership Meetings:

General Meetings of the General Membership shall be held no fewer than one (1) time per year and at other times as is designated by the Board of Directors. Notices of these meeting shall be mailed, e-mailed or published in the current forms of communication sent to the membership no fewer than ten (10) days prior to such meetings.

Section 2. Special Membership Meetings:

Special Meetings of the general membership may be called by the President with the approval of the Board of Directors or by the written petition to the Board of Directors by no fewer than seven (7) active members. Notices of these meetings shall be mailed, e-mailed or published in the current forms of communication sent to the membership no fewer than ten (10) days prior to such meetings. The Special Membership Meeting Notice shall clearly state the specific purpose of the meeting.

Section 3. Quorum:

A quorum for any general or special membership meetings shall be the number of active members present at the time of the meeting.

Article 5. Elected Board of Directors and Officers

Section 1. The Board of Directors shall consist of a minimum of five (5) Offices: President, Vice-President Operations, Vice President Programs, Secretary and Treasurer with a provision for a maximum of seven (7) Offices. The Bylaws shall be modified to include the titles and direct responsibilities to be assumed should the need to fill the two (2) additional positions arise. The management and control of the organization shall be invested in the Board of Directors.

Section 2. The Board of Director Offices: President, Vice-President Operations, Vice President Programs Secretary and Treasurer shall be elected by the general membership of MASSC for a two (2) year term concluding at the fiscal year end and until their successors are elected and qualified. There is no limitation placed on the number of consecutive terms that can be served by any one officer.

Section 3. Only members in good standing shall be eligible to run for Offices as a member of the Board of Directors.

Section 4. The duties of the Officers of the Board of Directors shall have the duties that customarily pertain to the respective offices:

a. The President shall preside over all meetings of the general membership and the Board of Directors. The President shall be ex-officio member of all committees of the organization, and shall appoint all committees necessary for the proper functioning of the organization with the approval of the Board of Directors and shall call special meetings of the general membership with the approval of the Board of Directors.

b. The Vice President of Administration shall work closely with the Vice President of Programs on administrative matters and shall handle administrative duties as directed by the President.

c. The Vice President of Programs shall handle program specific duties with regards to workshops and events in keeping with our mission statement. They shall work closely with the Vice President of Administration to support the president.

d. The Secretary shall attend all board meetings and take clear, complete notes of all meeting content and policy changes. Distribute a copy of all meeting notes to the Board Members and make them available for the next board meeting. Write thank you letters for the President as needed.

e. The Treasurer shall: collect all dues and fees and keep an account of all receipts and expenditures, make a complete financial report at least once annually to the full membership, and pay all valid debts incurred by the organization. The Treasurer shall work with the Membership Chair, in verifying membership status.

All funds accumulated from dues and fees or from donations, grants, gifts, and bequests made specifically to the organization shall be held in account. In the event of disability, any such established account shall have two eligible signers: President and Treasurer.

Section 5. Any member of the Board of Directors determined unfit for their position by a majority of the Board shall be brought before the general membership at a special meeting for the purpose of the member's removal. The removal shall be effective by a majority of the active membership present at this special meeting.

Section 6. Any member of the Board of Directors absent from four (4) consecutive board meetings shall be subject to removal as set forth in Section 8.

Section 7. In the event of a vacancy among the Officers of the Board of Directors, the President, with approval of the remaining Board of Directors, shall, by appointment, fill the vacancy for the residual term.

Section 8. Meetings of the Board of Directors shall be held no fewer than four (4) times per year. The Recording Secretary shall send notice of these meetings to the Board of Directors and General Membership no fewer than ten (10) days prior to the meeting.

Notice of upcoming Board of Director meetings shall be published in the current forms of communication employed by the organization in its communication to the General Membership.

Section 9. Special meeting of the Board of Directors may be called by the President, or by written petition to the President, by no fewer than three (3) members of the Board. The Recording Secretary shall send notice of the meeting to the Board of Directors and General Membership no fewer than five (5) days prior to the meeting.

Notice of the upcoming special Board of Director meetings shall be published in the current forms of communication employed by the organization in its communication to the General Membership.

Section 10. A meeting of the Board of Directors, which shall include both incoming and outgoing officers, shall be held prior to January First (1st) for the purpose of effecting transfer of files, supplies, other data, and for orientation of new officers.

Section 11. A quorum for any meeting of the Board of Directors shall consist of no fewer than three (3) office-holding members.

Article 6. Appointed Members-at-Large

Section 1. The Board of Directors may, at its discretion, appoint as Members-at-Large any member from the General Membership roll. Members-at-Large shall serve for a period of two (2) years, and shall be entitled to attend all meetings and to participate in discussions. Members-at-Large shall be entitled to vote on any matter before the Board of Directors.

Section 2. Members-at-Large shall be assigned duties and responsibilities by the President with the approval of the Board of Directors.

Section 3. Members-at-Large may be removed from office by a majority vote of the Board of Directors.

Article 7. Advisory Board

Section 1. The Board of Directors of the organization may establish an Advisory Board consisting of individuals who are possessed of particular expertise which could be utilized by the organization in promoting the general purposes of said organization.

Section 2. The Advisory Board shall consist of such Advisors as the Board of Directors may, from time to time, deem appropriate, but in no event shall said Board consist of more than five (5) members.

Section 3. Members of the Advisory Board may be appointed annually by the Board of Directors at its sole discretion.

Section 4. Membership on the Advisory Board may be terminated at any time by a majority vote of the Board of Directors.

Section 5. Members of the Advisory Board may attend any meeting of the Board of Directors, but may not vote on any issues before the Board of Directors.

Article 8. Committees

Section 1. The organization shall have the following standing committees: Program and Membership. Standing Committee Chairpersons shall be appointed by the President for a term of two (2) years with approval of the Board of Directors.

Section 2. The organization may establish special committees, including but not limited to, Exhibition, Publicity, Video, Hospitality, and Video Archives which shall be established from time to time by the Board of Directors. The Chairperson of a special committee shall be appointed to serve by the President, serve at the will of the President, and the appointment shall be approved by the Board of Directors.

Section 3. Committee selection, members, meetings, approval, and reporting.

a. Committee members shall be selected by the appointed chairperson of the committee and meetings shall be called by the chairperson of the committee, President, or Board of Directors.

b. Committees shall gain approval of the Board of Directors prior to any undertakings on behalf of the organization and prior to the outlay of organization funds.

c. Committee chairpersons shall give complete report to the President and Board of Directors following each committee meeting.

d. Removal of a committee chairperson or committee member shall be determined by the Board of Directors, when justifiable, by a majority vote of the board of Directors.

e. The committee chairperson shall attend the Board of Director meetings where they shall be entitled to vote on committee issues brought before the Board of Directors.

f. All committee supplies, materials, recordings or other data utilized or employed in representing the organization by the committee shall be the property of MASSC and shall be released to the new committee chair or Board of Directors at the conclusion of the appointed term or at the time their position is vacated.

Section 4. No member shall serve on more than two (2) standing committees or more than two (2) special committees concurrently, nor have more than one vote by virtue of the chairmanship of more than one committee at any time.

Article 9. Nominating and Elections Committee

Section 1. In an election year, on or before July first (1st), the Nominating Committee shall be appointed by the President, with the approval of the Board of Directors, for the purpose of presenting a slate of candidates for elected officer positions.

Section 2. The Nominating Committee shall consist of at least three (3) and not more than five (5) members of which one (1) shall be from the Board of Directors and the others shall be from the active membership.

Section 3. The Nominating Committee shall elect a chairperson who shall be responsible for calling committee meetings to: determine a slate of candidates, prepare and issue the ballots and tally the ballots.

Section 4. The Nominating Committee shall issue notice to the general membership of all offices to be elected for Board of Directors, respective responsibilities of these positions, and the election time line. The notice shall indicate that members may nominate themselves or other candidates to run for office, the deadline their submission must be received, and written confirmation of the candidate's willingness to serve if elected.

By September first (1st) the Nominating Committee will name one or more candidates for each elective office and will have the written confirmation of the candidate's willingness to serve if elected. The Chairperson of the Nominating Committee shall notify the Board of Directors of the slate of candidates.

Section 5. The election of Board of Director and Officers shall be held by secret mailed ballot on or before October first (1st) to conclude before December first (1st). The nominating committee shall tally the returned voted ballots. The elected offices shall be determined by simple majority of the returned voted ballots. The Chairperson shall relay the election results to the Board of Directors, the candidates, and the General Membership using mail, newsletter, and electronic transmission.

Article 10. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order in this organization.

Article 11. Bylaw Amendments

Section 1. Amendments to these Bylaws may be adopted at any general or special meeting of the general membership by vote of two-thirds (2/3) of the active members present at such meeting.

Section 2. Written notice of the proposed amendment must accompany the notice of the meeting at which presentation is made and/or action taken. Such notice shall be sent to all members in good standing no fewer than ten (10) days prior to such meeting.

Section 3. The Bylaws may also be amended, added to, or repealed, by a vote of not less than two-thirds of the Members that have cast their vote by responding to a special mailed ballot. A written notice of the proposed Bylaws and changes to be made shall accompany the special mailed ballot issued to the general membership.

Article 12. Business

Section 1. Fiscal Year

The fiscal year of the organization shall begin January First (1st) and end December Thirty-First (31st).

Section 2. Dues

Annual dues of the organization, as established by the Board of Directors, shall be payable on or before January first (1st) of each membership year.

Members failing to pay annual dues will result in those members being carried for a period of three (3) months following the renewal date, after which they will be dropped from the general membership. A written general notice of delinquency will be issued to the member on or before February fifteenth (15th).

Section 3. Materials and Records

To facilitate ease of transitioning and ongoing operational success of the organization, materials, physical and data records maintained and in the possession of each Officer and any Committee Chair shall be kept in good order. At the conclusion of their term of office or in the case of midterm vacancy, materials will be delivered in an organized fashion to the incoming respective officers and committee chairs. Transfer of these items shall be accomplished as stated in Article 5, Section 10.

In addition, a digital archival copy shall be given to the President at the end of each fiscal term. In the event any Board Member or Committee Chairperson position is vacated midterm, an archival copy will be produced for the President.

All supplies, materials, recordings, or other data utilized or employed in representing the organization by the Officers, committee chair members, or other volunteers shall be the property of MASSC and shall be released to the new committee chair or Board of Directors at the conclusion of the appointed term or at the time their position is vacated.

Section 4. General and Special Membership Notifications

All General and Special Membership notices shall be included in the current forms of communication utilized by the organization unless otherwise specifically directed elsewhere in the Bylaws.

Authority: June 4, 2016

April 3, 2016 MASSC Board members voted to present Bylaw changes to the membership at a General Membership meeting June 4, 2016 MASSC Jewelry Challenge where a ballot was submitted to general membership. Purpose of change: for ease in members remembering annual membership renewal deadline. The modifications change MASSC fiscal year from September 1 – August 31 to now coincide with Calendar year. The following modifications have been made to the bylaws: January First – December 31. Article 5. Section 4. c., Section 10, Article 9. Section 1, Article 12. Section 1, Section 2.

Authority: October 2, 2010

Many revisions were made throughout to refine wording, incorporate use of new technology, and reflect the way in which the organization was operating. Added Table of Contents, further defined purpose, member rights, redefined Director and Officer positions by changed terms "Governing Board" to "Board of Directors", notices to members, vacancies, committee selection, election process, bylaw amendments, materials and records. The proposed amendments were presented and approved by the General Membership at a meeting held October 2, 2010.

Authority: July 27, 2003

Article 3. Members and Article 5. Directors Section 5 and 6 were amended and approved by the board July 27, 2003. Proposed amendments were approved by the General Membership August, 2003.

Authority: December 15, 2019

Article 5 Section 4 has been changed to add a position of Vice President of Administration and to combine the Recording Secretary and Corresponding Secretary positions into one position titled Secretary. These changes were approved by the General Membership in October 2019.