

BYLAWS OF BUCKS COUNTY GUILD OF CRAFTSMEN, INC.

ARTICLE ONE - INTRODUCTION AND PURPOSE

1.01. Definition of Bylaws. These Bylaws constitute the code of rules adopted by Bucks County Guild of Craftsmen, Inc., (BCGC) for the regulation and management of its affairs.

1.02. Purposes and Powers. This corporation shall have the purposes stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

The primary purposes of this corporation are as follows:

- (1) To stimulate interest in fine crafts and an appreciation of the work of craftsmen/artists.
- (2) To promote and protect the interests of craftsmen/artists.
- (3) To maintain standards of excellence in design and workmanship.
- (4) To encourage the study and practice of fine crafts/fine arts by means of group meetings, publications, seminars, workshops, and exhibitions.
- (5) To provide sales opportunities for its members
- (6) To secure information on sources and materials, education, marketing and business practices in support of its members.

ARTICLE TWO - AFFILIATION

2.01. Affiliation. The Corporation shall be a local chapter of The Pennsylvania Guild of Craftsmen (PGC).

ARTICLE THREE - OFFICES AND AGENCY

3.01. Location of Registered Office. The location of the registered office of this corporation is stated in the Articles of Incorporation. The Board of Directors may from time to time change the address of the registered office by duly adopted resolution and amend its Articles or file the appropriate statement with Department of State. The mailing address of the corporation shall be P.O. Box, 1004, Newtown, PA 18940.

ARTICLE FOUR - MEMBERSHIP

4.01. Definition of Membership. The members of the corporation are those persons having membership rights in accordance with the provisions of these Bylaws. Membership is open to any persons who will actively support the purposes of the corporation and who are members in good standing of the Pennsylvania Guild of Craftsmen (PGC).

4.02. Membership categories. Membership categories and allowable subcategories shall conform to the membership structure of the PGC, as defined in the PGC Bylaws and Policies and Procedures Manual.

4.03 Application for Membership. All applicants for membership in the Bucks County Guild of Craftsmen shall complete the application form provided by the PGC and shall submit such application and payment of dues to the PGC, 335 N. Queen St, Lancaster, PA 17603, or such other address as the PGC shall determine.

4.04. Members' Dues. Annual dues shall conform to the dues structure of the PGC and shall be paid before the renewal date listed on each member's renewal form. No grace period is allowed.

4.05. Place of Members' Meetings. Meetings of members shall be held at any place within or without the Commonwealth as determined by the Board of Directors.

4.06. Annual Members' Meetings. The annual meeting of the members shall be held in January of each year. At the annual meeting, outgoing officers and committees shall present final statements and officers-elect shall be seated.

4.07. Regular Members' Meetings. Regular meetings of the members shall be held monthly in person or electronically except during July and August, unless otherwise directed by the Board of Directors.

4.08. Special Members' Meetings. Special meetings of the members may be called either by two (2) or more of the Directors or by the President.

4.09. Notice of Members' Meetings. At the direction of the President, or the Directors calling the meeting, written or printed notice, stating the place, day, and hour of the meeting and in the case of a special meeting, the purpose(s) or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than five (5) or more than forty (40) days before the date of the members' meeting, either personally, by first class mail, by electronic mail, or by publication in the corporation's newsletter or website. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid.

4.10. Voting Rights of Members. Each member shall be entitled to one (1) vote on each matter submitted to a vote.

4.11 Method of voting. Voting will be by email or other electronic means as designated by the Board of Directors.

4.12. Quorum of Members. Fifteen percent (15%) of the members in good standing or fifty percent (50%) of the Board of Directors shall constitute a quorum. The number entitled to vote for elections to the Board of Directors shall be announced by the Membership Chair or the President. Two weeks shall be allowed for ballots to be returned to the President or Membership Chair. If insufficient votes are cast to meet the quorum, the election shall be postponed for 30 days (one month) and the ballot will be re-sent.

4.14. Transferability of Membership. Membership in the corporation is non-transferable and non-assignable.

ARTICLE FIVE - DIRECTORS

5.01. Definition and Duties of Board of Directors. The Board of Directors shall be vested with the management of the business and affairs of this corporation. The Board shall supervise, control and direct the corporation's officers and committees and shall determine its policies and actively carry out its purposes. Without limiting the generality of the foregoing, the Board of Directors shall complete any unfinished business from the previous year; shall formulate policies for the operation of the corporation; shall direct work of the President and Committees; shall approve the budget submitted by the Treasurer and/or Finance Committee; and shall act upon requests from and submit reports of its work and decisions to the general membership.

5.02. Structure of Board. The Board shall be comprised of its officers, chairpersons of the Standing Committees as defined in the Policy and Procedures Manual and appointed by the President as well as the immediate past President. All Board members are entitled to one (1) vote on all matters submitted for a vote, regardless of if the member serves in more than one position. The President votes only in the case of a tie. No person shall be a board member who is not a member of the organization.

5.03. Qualifications of Directors. The qualifications for becoming and remaining a Director of this corporation are as follows:

- (1) Directors need not be residents of the Commonwealth of Pennsylvania.
- (2) Each Director must be a member of this corporation.
- (3) Each Director must be at least eighteen (18) years of age.
- (4) Each Director must be a member in good standing.

5.04. Terms of Directors. Directors shall serve for two years and until their successors have been selected and qualify. Director-at-Large positions will be staggered to allow continuity of one person onto a new Board.

5.05. Vacancies on the Board. Any vacancy occurring on the Board of Directors shall be filled by appointment by the President; provided, however, that if the vacancy is for a Director who is also serving as an elected officer of the corporation, the appointment shall be subject to the approval by the members. A new Director appointed to fill a vacancy shall serve for the unexpired term of the predecessor Director.

5.06. Place of Directors' Meetings. Meetings of the Board of Directors, regular or special, shall be held at such place or places as the Board of Directors designates. These meetings may be held in person, electronically or in a hybrid format.

5.07. Frequency of Regular Directors' Meetings. Regular meetings of the Board of Directors shall be held at least 4 (four) times per year at dates and times determined by the President with at least 1 (one) week's notification given to each Director.

5.08. Call of Special Directors' meetings. A special meeting of the Board of Directors may be called by either the President or two (2) or more Directors.

5.09. Notice of Special Directors' Meetings. At the direction of the President or the Directors calling the meeting, notification stating the place, day, and hour of any special meeting of the Board of Directors shall be delivered to each Director not less than two (2) nor more than five (5) days before the date of the meeting, either personally, by electronic mail or by first class mail. If mailed, such notice will be deemed to be delivered when deposited in the United States Mail addressed to the Director or at his or her address as it appears on the records of the corporation, with postage prepaid. Such notice need not state the business to be transacted, nor the purpose of such meeting.

5.10. Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

5.11 Quorum of Directors. A simple majority of the whole Board of Directors shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation of the corporation, or any provision of these Bylaws.

5.12 A single item of business may be voted upon via private chat room, web conference, telephone conference call or other private electronic means provided the motion was presented and discussed at the previous regular meeting and there is unanimous consent.

ARTICLE SIX – OFFICERS

6.01 OFFICERS. The Officers of the corporation shall consist of a President; a Vice-President; a Secretary; a Treasurer and two Directors-at-Large. Each officer shall have been a member in good standing for at least two (2) years, or less with approval of the Board, in order to be eligible for election to any office, with the exception of one DAL, who must be a member in good standing but may have been a member for less than two years.

6.02 Election of Officers

(1) The conduct of elections for officers shall be consistent with *Robert's Rules of Order, Revised*.

(2) At the September regular members' meeting the President shall appoint a Nominating Committee consisting of at least two (2) members.

(3) At the October regular members' meeting, the Nominating Committee shall report its nominations for officers to the general membership. Additional nominations may be accepted from the floor at that time. The membership shall be apprised of the final slate via official chapter communication prior to the November ~~regular~~ meeting of the members.

(4) The election of officers shall be held via email two (2) weeks prior to the November meeting for those having accepted nominations at the October regular meeting of the members.

(5) At the annual members' meeting, the officers-elect shall be seated.

6.03. Multiple Offices. No person shall hold more than one (1) office at any one time.

6.04 Terms of Office. No member may hold the office of President, Vice President or Secretary for more than three (3) consecutive two (2) year terms. No member may hold the office of Treasurer for more than one (1) five- year term unless re-elected. No member may hold the office of Director-at-Large for more than 1 (one) consecutive two (2) year term. Officers shall serve until their successors have been elected and installed.

6.05. President. The President shall be the Chief Executive Officer of this corporation, and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The President shall perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Directors. The President shall nominate chairpersons of the standing committees and special committees and shall be an ex officio member of all such standing and special committees. The President shall preside at all meetings of the members and of the Board of Directors and shall ensure that the conduct of such meetings conforms to the requirements in these Bylaws that such meetings be conducted consistent with *Robert's Rules of Order, Revised*.

6.06. Vice President. The Vice President shall perform such duties and exercise all the powers of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

6.07. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and shall disseminate the minutes to the Board within 2 weeks of the meeting. The Secretary shall be the custodian of the corporate records; shall give all notices as are required by law or by these Bylaws; shall be responsible for the correspondence on behalf of the corporation; and generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

6.08 Treasurer. The Treasurer shall have charge and custody of all funds of this corporation; shall create or supervise the creation of a yearly budget and submit it to the Board for approval by March of each year; shall collect, deposit, and disburse the funds of the corporation under the direction of the Board of Directors; shall keep and maintain adequate and correct accounts of the corporation's properties, and receipts and disbursements; shall render reports and accounts to the Directors and to the members as required by the Board of Directors; shall submit written financial operating statements to the Finance Committee and the Treasurer-elect prior to the seating of new officers at the annual meeting; and generally shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

6.09 Directors-at-Large. There shall be two (2) Directors-at-Large, elected for two year terms and not eligible for re-election to consecutive terms.

6.10. Vacancies of Officers. Any vacancy occurring in an office shall be filled by appointment by the President; provided, however, that the appointment shall be subject to approval by the members. A new officer appointed to fill a vacancy shall serve for the unexpired term of the predecessor officer.

ARTICLE SEVEN - COMMITTEES

7.01. Committees.

(1) The corporation shall have such committees as are determined from time to time by resolution of the Board of Directors with responsibilities as listed in the chapter Policy and Procedures Manual

(2) The Committees of the corporation shall be Standing or Special Committees as defined by *Robert's Rules of Order, Revised*. Thus, Standing Committees are committees which function throughout the year and are responsible to further various departmental or project assignments. Special Committees shall perform special tasks, are temporary and shall cease to function when they have completed their duties and have submitted a report.

(3) The Chairpersons of all Standing and Special Committees shall be appointed by the President of the Corporation.

(4) Chairpersons of the committees shall have the authority and discretion to appoint other members to the committee and to fill any vacancies on the committee.

(5) A member may serve as a Chairperson, or a Co-Chairperson of Standing or Special Committee simultaneously with holding office and/or with holding the chairperson, or co-chairperson position of any other committee, but may have only one vote on any items of business.

(6) With the exception of the special, autonomous powers of the Standards Committee with regard to Chapter Juried status and the level and substance of work displayed under the name

of the corporation, all policies and actions by all Standing and Special Committees are subject to approval by the Board of Directors.

ARTICLE EIGHT - INFORMAL ACTION

8.01. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1972, the Articles of Incorporation of this corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.

8.02. Action by Consent. Any action required by law or under the Articles of Incorporation of this corporation or these Bylaws, or any action which otherwise may be taken at a meeting of either the members or the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter of such consent, or all Directors in office, as the case may be, and such consent shall be filed by the Secretary of the corporation in the corporate minute book.

ARTICLE NINE - OPERATIONS

9.01. Fiscal Year. The fiscal year of this corporation shall be the calendar year.

9.02. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation shall be signed by the Treasurer or the President. Contracts, leases, or other instruments executed in the name of or on behalf of the corporation shall be signed by the Secretary and countersigned by the President.

9.03. Books and Records. This corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members and Board of Directors. The corporation shall keep the original or a copy of its Bylaws including amendments to date certified by the Secretary of the corporation. The foregoing books and records of accounts, minutes and Bylaws shall be kept in the physical possession of the Secretary of the corporation. The membership records of the chapter, including names, addresses, chapter jury status, and other contact information, shall be kept by the Membership Chairman in such electronic or physical means as are determined by the Board of Directors.

9.04. Inspection of Books and Records. All books and records of this corporation may be inspected by any member, or his or her agent, or attorney for any proper purpose at any reasonable time on written demand under oath stating such purpose.

9.05. Non-stock Basis. This corporation shall be organized on non-stock basis and shall not have or issue shares of stock.

9.06. Nonprofit Operations. No dividend shall be paid, and no part of the income or earnings of this corporation shall be distributed to its members, Directors, or officers. However, the corporation may pay compensation in a reasonable amount to members, officers, or Directors for services rendered to the corporation in a capacity other than as a member, officer or director.

9.07. Loans to Management. This corporation shall make no loans to any of its Directors or officers.

ARTICLE TEN - AMENDMENTS

10.01. Amendment of Bylaws. Proposed amendments to the Bylaws must be presented in writing to the Board of Directors and published in the corporation's newsletter or other Board-designated means of member communication. At the next regular members' meeting, the President shall present the proposed amendment for discussion. At the following regular members' meeting, it may again be discussed and then will be sent to members for electronic voting.

Voting will be by email or other electronic means as designated by the Board of Directors. Fifteen percent (15%) of the members in good standing or fifty percent (50%) of the Board of Directors is required to constitute a quorum. The number entitled to vote shall be announced by the Membership Chair or the President. Two weeks shall be allowed for ballots to be returned. Adoption requires a two-thirds (2/3) vote of the quorum. If insufficient votes are cast to meet the quorum requirement, the amendment may be presented again in 30 days (one month).

CERTIFICATION

The undersigned, being the Secretary of the corporation, certifies that the foregoing, are the true and correct Bylaws of the Bucks County Guild of Craftsmen, Inc., as amended the 4th day of November 2019.

Secretary