

PORTLAND BEAD SOCIETY BY-LAWS
Revised by the Membership September 15, 2010

ARTICLE I: NAME

The name of this organization shall be the "Portland Bead Society" (PBS).

ARTICLE II: MISSION

The purpose of this Society shall be to study beads, beadwork, and related subjects, and to disseminate the knowledge acquired.

ARTICLE III: MEMBERSHIP

Section 1. A. Membership shall be open to all persons over 15 years of age who are interested in the objectives of this Society.

B. Any eligible person may become a member upon submission of a properly completed application and the required dues to the Membership Chair.

C. Only members may vote and hold office.

Section 2. A. The amount of the annual dues shall be proposed by the Board and approved by a two-thirds (2/3) vote at a general meeting.

B. An initial membership period begins in the month that the application and dues are received and lasts for twelve months.

C. A member in good standing, as set forth in Article III, Section 3, may renew membership for a minimum of twelve months upon submission of a completed renewal application and the required dues.

D. Participation in PBS-sponsored events requires a member to be in good standing.

E. Life-time membership shall be granted to Presidents, Presidents-Elect, Past Presidents, and founding officers.

Section 3. A member in good standing shall adhere to the following Code of Conduct:

A. All members will treat each other with dignity and respect at PBS-sponsored venues. Abuse, such as derogatory remarks, threats, discrimination, or intimidation, harms PBS and its purposes and will not be tolerated.

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

C. The Board will review 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.

ARTICLE IV: GENERAL MEMBERSHIP MEETINGS

- Section 1. General meetings shall be held at a time and place designated by the President and approved by the Board.
- Section 2. Ten percent (10%) of the membership shall constitute a quorum.

ARTICLE V: ELECTED OFFICERS

The elected officers shall be President, President-Elect, Past President, Secretary, and Treasurer.

ARTICLE VI: ELECTIONS

- Section 1. A. Every even-numbered year, the President-Elect shall be elected at the April general meeting and shall serve a term of two years as an apprentice to the standing President, starting on September 1 of that election year.
- B. Every odd-numbered year, the Secretary and Treasurer shall be elected at the April general meeting and each shall serve a two-year term, starting on September 1 of that election year.
- C. On September 1 of every even-numbered year, the President-Elect shall assume the office of President and serve in that capacity for two years.
- D. The outgoing President shall serve two additional years on the Board as Past President.

Section 2. Term Limits

- A. The President, President-Elect, and Past President shall serve no more than one two-year term in each position. The current Past President may run for President-Elect under the conditions in Section 2. C., below.
- B. The Secretary and Treasurer shall serve no more than two consecutive terms, except see C. below.
- C. Term Limits Exception: if no candidate is identified for an elective office, the currently-serving officer who will fulfill his/her term limits in that election year may run for an additional consecutive term in that office.
- D. After a one-year hiatus, any previously-elected officer may once again run for any elective office.

Section 3.

- A. By January, the President shall appoint a Nominating Committee consisting of three former Past Presidents and two non-Board members from the general membership. Past-elected officers may be substituted if one or more former Past Presidents are unavailable.
- B. The Nominating Committee shall prepare a slate of preferably two or more candidates for each elective office to be presented at the March general meeting.
- C. Nominations may also be made from the floor at the March general meeting.

Section 4.

- A. At the April general meeting, provided a quorum of the membership is present, a majority of the members attending shall elect the officers from a prepared ballot.

- B. An absentee ballot will be published in the April newsletter for those members unable to attend the April general meeting.
- C. The President shall appoint a pro tem Election Committee to prepare and count the ballots. The Audit Committee shall verify the election results.
- D. Following the April election, and until the end of their terms on August 31, outgoing elected officers shall train newly-elected officers to assume their roles by September 1 of that election year.
- E. Outgoing elected officers shall deliver all documents, materials, and equipment pertaining to their offices to the newly-elected officers by August 31 of that election year.

ARTICLE VII: DUTIES OF ELECTED OFFICERS

Section 1. The President shall:

- A. Preside at all general and Board meetings.
- B. Call meetings of the Board and Executive Committee.
- C. Prepare and provide an agenda of business to all Board members prior to each Board meeting.
- D. Conduct all Board and general meetings in a business-like manner following the current Robert's Rules of Order, as applicable to PBS.
- E. Vote only to break a tie.
- F. Nominate individuals to fill appointed Board positions, to be confirmed by a two-thirds (2/3) vote of the Board.
- G. Recommend removal of elected and appointed Board members, to be confirmed by a two-thirds (2/3) vote of the Board.
- H. Recommend to the Board that other committees be established or dissolved, to be confirmed by a two-thirds (2/3) vote of the Board.
- I. Be the ex-officio member of all committees except the Nominating Committee.

Section 2. The President-Elect shall:

- A. Assist the President as needed to prepare to assume that office.
- B. Perform other duties as assigned by the President.
- C. Assume the duties of the President when that officer is absent.

Section 3. The Secretary shall:

- A. Record the proceedings of general, Board, and Executive Committee meetings.
- B. Prepare the minutes of each general and Board meeting for publication in the appropriate PBS venue.
- C. Provide minutes of each Board meeting to the Board members for review and approval at the next Board meeting.
- D. Keep copies of the original bylaws, all approved revisions, and the standing rules.
- E. Assume the duties of President when the President, President-elect, and Past President are absent.

- Section 4. The Treasurer shall:
- A. Collect all dues and other income, and manage PBS funds.
 - B. Keep accurate records of receipts and payments.
 - C. Promptly pay authorized bills.
 - D. Present a profit and loss statement and a balance sheet at each Board meeting.
 - E. Prior to the new fiscal year, in collaboration with the Board, prepare an annual budget for the subsequent year.
 - F. Assume the duties of the President when the President, President-Elect, Past-President, and Secretary are absent.
- Section 5. The current Past President shall:
- A. Serve as a member of the Board and of the Executive Committee for two years after completing the term of President.
 - B. Preside at Board meetings and general meetings in the absence of the President and President-Elect.
 - C. Provide institutional memory and support for the current President.
 - D. Actively participate in any functions assigned by the current President.
 - E. Assume the duties of the President when the President and President-Elect are absent.

ARTICLE VIII: DUTIES OF APPOINTED BOARD MEMBERS

- Section 1. The Program Coordinator shall:
- A. Provide for program speakers or alternatives at general meetings, make travel and accommodation arrangements for the same, and be responsible for any related correspondence, including contracts and classes. Program reimbursement shall be limited to PBS-sponsored events.
 - B. Arrange classes for visiting speakers when applicable.
 - C. Provide audio-video (AV) support for the program and maintain AV equipment in good working order.
 - D. Provide schedules of programs for general meetings and class schedules for publication in the appropriate PBS venues.
- Section 2. The Newsletter Editor shall:
- A. Determine and announce deadlines for submissions to the PBS newsletter.
 - B. Except for advertisements, edit all submissions for the newsletter and postcard.
 - C. Submit all edited materials to the Newsletter Publisher for publication in the newsletter and postcard.
- Section 3. The Newsletter Publisher shall:
- A. Receive and prepare all edited submissions provided by the Newsletter Editor.
 - B. Receive all advertisements for the newsletter.
 - C. Format and design the newsletter and postcard.
 - D. Submit the newsletter and postcard for printing and mailing to all members.

- Section 4. The Librarian shall:
- A. Purchase, acquire, and maintain a library on beads and related subjects.
 - B. Provide the membership with a list of recent acquisitions.
 - C. Oversee the process of acquiring and lending all library items.
- Section 5. The Membership Coordinator shall:
- A. Make applications for membership available.
 - B. Collect and submit membership dues to the Treasurer.
 - C. Maintain current membership records.
 - D. Submit a current membership list to the printer, President, Newsletter Publisher, and Newsletter Editor prior to each PBS newsletter.
 - E. Provide a current membership list to other Board members as needed.
 - F. Promptly process and distribute membership cards to active members.
- Section 6. The Volunteer Coordinator shall:
- A. Recruit and coordinate volunteers as appropriate for PBS events and other related events.
 - B. Acknowledge volunteer service.
- Section 7. The Advertising Coordinator shall:
- A. Accept advertisements for the newsletter and website and submit them to the Newsletter Publisher and Website Coordinator.
 - B. Notify advertisers when payments are due.
 - C. Deliver advertising revenues to the Treasurer.
 - D. Submit PBS advertising to national publications at the direction of the Board.
- Section 8. The Website Coordinator shall:
- A. Maintain, improve, and promptly update the PBS website.
 - B. Receive and promptly place or remove paid advertisements and links onto the website.
- Section 9. The Education Coordinator shall:
- A. Work with the Board to determine the amount of education awards.
 - B. Notify the membership, via the appropriate PBS venue, of available education awards, application deadlines, and recipients.
 - C. Work with the Treasurer to distribute the education awards.
- Section 10. The Bead Bazaar Committee Chair shall:
- A. Assume leadership of the Bead Bazaar Committee and appoint its members to plan, execute, and evaluate the annual Bead Bazaar.
 - B. Publish a vendor application form for qualified PBS members via appropriate PBS venues.
 - C. Solicit applications from qualified non-PBS vendors as needed.
 - D. Select vendors and business partners and provide timely communications.
 - E. Receive vendor fees and submit them to the Treasurer.

- F. Maintain a good working relationship with vendors and business partners.
 - G. Prepare and present timely reports to the Board.
- Section 11. The Grant Coordinator shall:
- A. Publish a Request for Grant Proposals (with deadlines) in the September, October, and January newsletters.
 - B. Mail grant application forms as requested and receive grant proposals.
 - C. No later than February, present all grant proposals to the Board for review and for recommendation to the general membership for voting.
 - D. Present all Board-approved grant proposals to the membership for a vote at the next general meeting.
 - E. Communicate promptly with grant applicants.
- Section 12. The Art and Elegance in Beads (A&E) Committee Chair shall:
- A. Assume leadership of the A&E Committee and appoint its members to plan, execute, and evaluate the annual A&E event.
 - B. Publish a vendor application form for qualified PBS members via appropriate PBS venues.
 - C. Receive vendor fees and submit them to the Treasurer.
 - D. Maintain a good working relationship with other guilds, vendors, and business partners involved in the event.
 - E. Prepare and promptly present reports to the Board.
- Section 13. The Bead Retreat Committee Chair shall:
- A. Assume leadership of the Bead Retreat Committee and appoint its members to plan, execute, and evaluate the Bead Retreat.
 - B. Publish a Bead Retreat application form for qualified PBS members via the appropriate PBS venues.
 - C. Receive and submit participant fees to the Treasurer.
 - D. Coordinate on-site activities at the Retreat.
 - E. Prepare and promptly present a report to the Board.
- Section 14. The Audit Committee Chair shall:
- A. Assume leadership of the Audit Committee and appoint its members to audit the financial records following established procedures.
 - B. Prepare and promptly present reports to the Board.
- Section 15. The Museum Gift Program Committee Chair shall:
- A. Assume leadership of the Museum Gift Program Committee and appoint its members to determine criteria for artists' work that will be purchased and donated to museums.
 - B. Publish the call for PBS members' and national bead artists' submissions via the appropriate PBS and national venues.
 - C. Present the qualified submissions for review by the Board.
 - D. Ensure that the final selection of beadwork is shown to, and voted upon by, the membership at a general meeting.
 - E. Coordinate and oversee museum shows and other events that include PBS.
 - F. Prepare and promptly present reports to the Board.

ARTICLE IX: THE BOARD

- Section 1. Board members shall adhere to the provisions outlined in the Board-approved modification of the "Internal Revenue Service Good Governance Document".
- Section 2. All Board members are responsible for writing and/or updating the Standard Operating Procedures for their positions.
- Section 3.
- A. The Board shall consist of the elected officers (President, President-Elect, Past President, Secretary, and Treasurer) and appointed Board members.
 - B. Three (3) elected and five (5) appointed Board members shall constitute a quorum of the Board. A quorum must be present to constitute a Board meeting.
 - C. The Board shall make standing rules by a majority (51%) vote.
 - D. Expenditures of PBS funds require approval by a majority (51%) vote of the Board.
 - E. Meetings of the Board shall be held at such a time and place as directed by the President or upon request of five (5) of its members.
 - F. There shall be a minimum of eight (8) Board meetings a year.
 - G. If a standing President vacates office, the current Past President shall assume the office of President for the remainder of the term. If the current Past President is unavailable, the office passes to a previous Past President.
 - H. If a standing President-Elect vacates office, the current Past President shall assume the duties of President-Elect. If the current Past President is unavailable, the office passes to a previous Past President. An election shall be held as soon as possible to fill the office of President-Elect for the remainder of the term.
 - I. Vacancies in elected offices, except the office of President and President-Elect, shall be filled from the PBS membership by a two-thirds (2/3) vote of Board members.
 - J. When leaving their positions, Board-appointed members shall deliver all documents, materials, and equipment pertaining to their positions to their successors within 30 days.
 - K. Non-Board members may attend Board meetings but may not vote and may not participate unless recognized by the President.
- Section 4.
- A. The Executive Committee shall consist of the elected officers: President, President-Elect, Past President, Secretary, and Treasurer.
 - B. The Executive Committee may meet to consider and resolve urgent or sensitive issues.
 - C. The Executive Committee shall not authorize expenditures of PBS funds.
 - D. Executive Committee meetings may be called by the President or by three (3) of its members.

ARTICLE X: COMMITTEES

- Section 1. Standing committees shall be Art and Elegance in Beads, Audit, Bead Bazaar, Bead Retreat, and Museum Gift Program.
- Section 2. All other committees shall be recommended by the President and approved by the Board as deemed necessary.

ARTICLE XI: PUBLICATIONS

Newsletters and postcards shall be published as needed to announce future programs and special events and to make meeting minutes available to the members.

ARTICLE XII: FINANCES

- Section 1. A. PBS receipts and expenditures shall be recorded in accordance with good business practices and accounting principles.
- B. All receipts, invoices, and expenditures shall be documented for the purpose of reimbursement.
- C. All Board members are responsible for their budgets. All over-expenditures must be reviewed and approved by the Board.
- Section 2. A. The Board will assist the Treasurer in preparing and approving an annual budget at a separate meeting prior to the start of the new fiscal year.
- B. The Board-approved annual budget and prior year's financial report shall be published in the February newsletter.
- C. Following publication in the newsletter, the annual budget shall be approved at the February general meeting by a two-thirds (2/3) vote, provided a quorum of the membership is present.
- D. Other than normal operating expenses, expenditures in excess of five hundred dollars (\$500) shall be approved by a two-thirds (2/3) vote at a general meeting, provided a quorum of the membership is present.
- Section 3. A. The fiscal and program year for PBS shall be January 1 through December 31.
- B. After review by the President, the Treasurer and the PBS' CPA shall prepare, sign, and submit the annual tax statement.

ARTICLE XIII: EXPULSION

By a secret ballot in a closed session, a two-thirds (2/3) vote by the Board may remove any Board member for dereliction of duty, violation of the Good Governance Document, violation of the Code of Conduct, or conviction of a felony.

ARTICLE XIV: AMENDMENTS

These by-laws may be amended by a two-thirds (2/3) vote at any general meeting, provided a quorum of the membership is present and the amendment was published in the newsletter prior to said meeting. The President shall submit the amended by-laws to the Internal Revenue Service as required by the terms of the tax-exempt status of PBS.

BY-LAWS ADOPTED SEPTEMBER 15, 1988
REVISED BY THE MEMBERSHIP MARCH, 1998
REVISED BY THE MEMBERSHIP FEBRUARY, 2000
REVISED BY THE MEMBERSHIP SEPTEMBER, 2004
REVISED BY THE MEMBERSHIP FEBRUARY, 2008