

METAL ARTS GUILD
BY-LAWS

FINAL VERSION

Revised September, 2009

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METAL ARTS GUILD BY-LAWS

ARTICLE I. PURPOSES

Section 1. Primary Purposes

The primary purposes for which this Corporation is formed are set forth in Article 11 of the Articles of Incorporation* of the Metal Arts Guild (MAG) filed in the office of the California Secretary of State, June 24, 1977.

In addition, this Corporation is formed for the purpose of performing all things incidental or appropriate to the achievement of the foregoing specific and primary purposes and shall have other exclusively charitable purposes as the Board of Directors (hereafter "Board") may authorize or approve from time to time, whether related or unrelated to the foregoing primary purposes. The Corporation shall hold and may exercise all such powers as may be conferred upon a non-profit corporation by the laws of the State of California and may be necessary or expedient for the administration of the affairs and attainments of the purposes of the Corporation; provided, however, that in no event shall the corporation engage in activities which are not charitable in nature.

* See Appendix 1

Section 2. Additional Purposes

Additional purposes of MAG:

- 1) To conduct or sponsor exhibits, seminars, lectures, workshops, and courses relating to the metal arts.
- 2) To maintain a library consisting of print and long term electronic storage materials concerning metals and metal arts.
- 3) To exchange and disseminate information concerning the techniques and practices of the metal arts.
- 4) To establish a resource in all media both hard copy and electronic and examples of metal work available to educators, researchers and MAG members under such conditions as may be established by the Board.
- 5) To encourage student work through the awarding of MAG Grants as determined by the Board.

ARTICLE II. LOCATION

Section 1. Location

The principal and official address of the Metal Arts Guild as a corporation will be in the city and county of San Francisco, California and a post office box will be maintained for the use of all communication to and from the organization. The current address is: P.O. Box 590785, San Francisco, CA 94159-0785. The website address is www.metalartsguildsf.org.

ARTICLE III. MEMBERSHIP

Section 1. Members

Membership is open to any person who is interested in the metal arts field.

Section 2. Classes of membership

The seven classes of membership are: Individual, Family/Dual, Corporate, Student, Senior, Patron, and Honorary, as defined below.

- Individual includes any single person who is not a Student, Senior, Patron or Honorary member.
- Corporate includes all types of businesses, educational institutions and foundations.
- Student members must be currently enrolled in metal studies in an academic, trade or vocational school and are allowed a reduced membership rate.
- Senior members are those over age sixty-five and are allowed a reduced membership rate.
- Honorary memberships may be given by a 2/3rd's vote of the total Board for contributions by a dedicated member. Honorary active memberships do not have voting rights or the privilege of holding office.

- Patron memberships may be an individual, family, corporation, firm, foundation, or other entities who donate monies, real or personal property to the Guild. They do not have voting rights, or the privilege of holding office.

Section 3. Termination

Membership will be terminated automatically for failure to pay the annual dues before March 1.

Section 4. Suspension, Expulsion

Any member may be suspended or expelled for conduct deemed prejudicial to the best interests of MAG, by a 2/3rds vote of the total Board by secret ballot.

ARTICLE IV. ADMINISTRATION

Section 1. Administration

Subject to the limitations of these By-Laws, and the Articles of Incorporation, the affairs, activities, and the business of the Corporation will be vested in and controlled by the Board.

ARTICLE V. BOARD

Section 1. Membership

There shall be three categories of membership:

1) Officers of the MAG Corporation

- President
- Vice-President
- Secretary
- Treasurer

2) Heads of the standing committees as determined by the Board.

3) Up to four Members-at-Large with voting rights on the Board. These are volunteers with no fixed duties who are accepted by the Board. They may be removed from the Board by majority vote if they fail to carry out assignments.

Section 2. Eligibility

To be elected as President, Vice President, or Treasurer of the Board, a person must have been an active member in good standing for one full membership year prior to the date of nomination. This requirement may be waived by a majority vote of the Board if these vacancies cannot be filled from the active membership.

Section 3. Election

- The Board will be nominated and elected for one year terms from the active membership classes of the Corporation as set forth in Article IX of these By-laws.
- Election of the Board will take place annually at a general membership meeting called by the incumbent President. Those elected are expected to serve a minimum of one year.
- Officers and committee chairs may be combined by a Board decision.
- Each officer will take office at the close of the general membership meeting, and will hold office until the next general membership meeting, or until a successor has been elected.
- Officers may be reelected with no limit, with the exception of the President, who may only hold three consecutive terms.

Section 4. Duties

• **President**

The President as the principal executive officer of the corporation will preside at all meetings of general members, and the Board, plus generally supervising the affairs and activities of the Corporation. The President appoints all heads of standing and special committees, and is a member, ex officio, (without voting privileges) of all committees.

- **Vice-president**

The Vice-President will have such powers and duties as may be assigned by the President or the Board. In the absence (from any cause) of the President, The Vice-President will perform the duties of the President.

- **Secretary**

The Secretary handles the Corporation's correspondence, copies of which shall be filed in the Resource Center. The Secretary will keep an exact record of the proceedings of all Board meetings and of all general membership meetings and will send copies of the minutes to each Board member.

The Secretary will keep an attendance record of all meetings, showing members and visitors in attendance and will perform such other duties as the Board may require. In the absence of both the President and Vice-President, the Secretary will perform the duties of the President.

- **Treasurer**

The Treasurer will have custody of all funds and keep full and accurate records of all financial transactions of the Corporation, and deposit all monies received and pay all authorized obligations of the Corporation, and keep a record of all dues received. The Treasurer may not pay any bills unless they are provided for in a Board approved budget, or by special vote of the Board.

The Treasurer will assist the Board in preparing the annual budget, which must be approved at least two weeks before the beginning of the fiscal year (Jan. 1st). The Treasurer will prepare a monthly report to the Board comparing actual income and expenses with the budgeted amounts, and file annual income tax returns and any other required annual or bi-annual Corporation reports to California and Federal authorities.

The Treasurer will be custodian of the Corporation's permanent collection and Corporate Seal, and will arrange storage in a suitable safety deposit box. In the absence of the President, Vice President and Secretary, the Treasurer will, perform the duties of President

Section 5. Record keeping

All of the officers described in Section 4 and Heads of Standing Committees shall maintain a written up-to-date Procedure Manual fully describing how they perform their duties. For example: The Treasurer's up-to-date written Guide will describe in detail the various functions of the office and how they are handled, such as due dates for government reports, passwords for bank accounts, preparing reports to the Board, record keeping, receiving and paying money, etc. Purpose of this and the other manuals is to orient the next incumbent and minimize disruption in that function due to the changeover.

Section 6. Meetings

The Board will hold a minimum of six meetings per year at such time and place as designated by the President. Additional meetings may be called by the President when necessary. Special Board meetings may be called by any five board members who submit a written petition to the President. A notice must be given to all Board members ten days before a special meeting.

Section 7. Compensation

No member of the Board will receive, directly or indirectly, any salary or compensation in her/his capacity as a Director or an Officer. Any Board member will be compensated for authorized expenses incurred during the performance of assigned, authorized, or incidental duties, or activities.

Section 8. Vacancy

Any vacancy on the Board for any known cause will be filled from the active membership by a majority vote of the remaining Board members for only the unexpired portion of the term.

Section 9. Removal

Any Board member may be removed from the Board for cause by a majority vote of the active membership. Any Board member who ceases to be a member in good standing or has missed three consecutive Board meetings without permission of the President will cease to be a Board member and will be replaced.

Section 10. Resignation

Any Board member may resign at any time, after turning in the Procedure Manual described in Section 5 above to the President.

ARTICLE VI. STANDING COMMITTEES

Section 1. Committees

The current standing committees of the Corporation (which may consist of only the chair person) will be Programs, Membership, Hospitality, Public Relations, Exhibitions, Librarian, Workshops, Website, and Guildletter. Additional ad-hoc committees may be created or abolished by a two-thirds vote of the Board.

Section 2. Committee Chairs

The Chairs of these standing committees will be elected by the general membership. Emergency and long-standing vacancies may also be filled by the Board.

Section 3. Duties of Committees

- **Programs**

The Programs committee will plan and schedule a program for each membership meeting, except for those designated as workshop meetings, or as business/special purpose meetings.

- **Workshops**

The Workshops committee will plan and manage the workshop programs after presenting them to the Board for its approval.

- **Membership**

The Membership committee will formulate plans and activities to increase the active membership. The Membership Chair will keep a complete current and past list of members, a file of membership records, and prepare and mail an annual membership directory.

- **Public Relations**

The public relations committee will develop and provide publicity material to the press, in all media (print and electronic), galleries, libraries, and educational institutions

- **Librarian**

The librarian will administer the Resource Center, make recommendations on all media both print and electronic and provide information on new acquisitions for the Guildletter. She/he is responsible for maintaining the library, photo files and the MAG's historical records, and shall make available on MAG's website a catalog of books and magazines.

- **Exhibitions**

The Exhibitions Committee will seek out galleries and other venues to arrange exhibits and sales. The committee will work with the gallery, etc., in planning the exhibit and with the Public Relations Committee to provide adequate material for publicity.

- **Guildletter Editor**

The Guildletter Editor will write and edit material submitted for publication in the Guildletter, publish and mail the Guildletter every-other month.

- **Website Manager**

The Webmaster shall maintain MAG's website (see Article XI for description).

ARTICLE VII. MEETINGS

Section 1. General Membership

Special meetings of the general membership may be called by the President, or by any five Board members who submit a written petition to the President. Such a call must state the business to be transacted and no other business will be transacted. A special meeting notice will be sent to all members ten days prior to the date of the special meeting.

Section 2. Annual Meeting

The Annual Meeting of both the Board and general membership will be held early in the new year at which time the officers and committee chairs will present their annual reports.

Section 3. Order of Business

The president will prepare an agenda for each Board meeting including: call to order, any amendments to minutes of previous meeting, committee and Treasurer reports, unfinished and new business.

ARTICLE VIII. MEMBERSHIP DUES**Section 1. Term**

Annual dues are due and payable on January first of each year for the fiscal year ending December 31st. Those who pay annual dues after October 1 will be considered fully paid for the entire following year.

Section 2. Amount

The amount of dues for all categories of membership will be set by the Board.

Section 3. Delinquent Members

Members will be delinquent if dues are not paid by March 1 and will lose all standing and privileges until dues are paid..

Section 4. Membership Year

The membership and fiscal year of the Corporation is from January 1st through December 31st.

ARTICLE IX. NOMINATIONS AND ELECTION**Section 1. Nominations**

Once a year, nominations will be solicited from the active membership for open seats on the Board. Active members may self-nominate or propose names of other active members (after securing permission from the other member) for positions on the Board.

Section 2. Election

The Board will be elected from the slate of nominees by majority vote of the members present at the Special Membership meeting (usually held in August).

ARTICLE X. QUORUM**Section 1. Board**

A minimum of six Board members will constitute a quorum at any Board meeting, providing one of those present is the President, Vice-President, Secretary, or Treasurer.

Section 2. General Membership

A minimum of fifteen active members in good standing will constitute a quorum at any general or special membership meeting, providing one of the members present is either the President, Vice- President, Secretary, or Treasurer.

Section 3. Committees

A majority of any committee, standing or special, will constitute a quorum.

ARTICLE XI. DISTRIBUTION OF INFORMATION**Section 1. Guildletter**

The Guildletter is the official print organ for the distribution of information to members. It is currently published bi-monthly. It may be supplemented by other print communications, e.g. postcards and special notices.

Section 2. Membership Roster

The membership roster will be revised and distributed as necessary by the Membership Chair,

generally once a year.

Section 3. MAG e-news

This e-mail service is issued periodically to give members up to date information about MAG activities, and other activities in the wider metal community, such as: classes, exhibitions, shows, member news, how to join MAG.

Section 4. Website

MAG's website is currently: www.metalartsguildsf.org. The Webmaster will update it regularly to provide current information about MAG, its activities, membership, MAG Board minutes, MAG library list, classes, exhibitions, and links to the national metals community. It will also contain photos of members' works and pieces in MAG's permanent collection.

ARTICLE XII. AMENDMENTS

Section 1. Amendments

These By-Laws may be amended by a 2/3rd's vote of the total Board at any Board meeting providing that notice of the proposed amendment(s) shall have been sent by regular mail or e-mail to all members in good standing at least 30 days prior to the Board meeting for comments which should be sent to the Secretary, preferably by e-mail. and/or posted on MAG website. In an emergency, a telephone or e-mail poll may be used to expedite passage of amendments or any other action requiring approval by a 2/3rd's vote of the Board.

ARTICLE XIII. DISSOLUTION

Section 1. Dissolution

Upon dissolution of the Metal Arts Guild, the incumbent Board will proceed as provided in Article VII of the Articles of Incorporation. (See Appendix 1).

ARTICLE IX. MISCELLANEOUS

Section 1. Rules of order

Roberts Rules of Order, as revised, will govern all Board meetings and all general membership meetings except as otherwise provided in these By-laws.

These By-laws approved by the MAG Board on September 1, 2009.

**The following Appendices are merely for historical background
and are not part of the present By-laws.**

Appendix One ARTICLES OF INCORPORATION OF METAL ARTS GUILD

I

The name of this corporation is METAL ARTS GUILD.

II

The purposes for which this corporation is formed are:

1) The specific and primary purposes are to function as an educational not-for-profit organization to encourage, stimulate and assist the development, understanding, acceptance, appreciation and utilization of the metal arts; and to perform all acts necessary or incident to the above, but to engage only in activities which are charitable and educational and are entitled to charitable and educational status for tax purposes under federal, state and local law including Section 501(c)(3) of the Internal Revenue Code.

2) The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of the State of California, including the power to contract, rent, buy, or sell personal or real property, and to receive property by grant, gift, bequest or devise, providing, however, that this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the primary purposes of the corporation.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and is organized only for nonprofit purposes.

IV

The principal office for the transaction of the business of this corporation is located in the City and County of San Francisco.

V

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Helen S. Kirshner 731 Gelston Place, El Cerrito, CA 94530

Robert W. Randolph 72 Winfield Street, San Francisco, CA 94110

Katherine C. White 1877 San Ramon Avenue, Mountain View, CA 94043

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, will be as set forth in the by-laws.

VII

The property of this corporation is irrevocably dedicated to charitable, scientific, educational, and literary purposes meeting the requirements of Section 214(d) of the Revenue and Taxation Code and no part of the net income or assets of this corporation will ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific, educational and literary purposes and which has established its tax exempt status as such under Section 501(c)(3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets will be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation proceeding to which the Attorney General is a party.

VIII

The name of the existing unincorporated organization that is being incorporated is Metal Arts Guild. Other names by which this organization has been known are Metal Arts Guild of San Francisco and Metal Arts Guild of Northern California.

IX

No substantial part of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, the undersigned have executed these
ARTICLES OF INCORPORATION.

June 24, 1977

/s/ _____
Helen S. Kirshner

/s/ _____
Robert W. Randolph

/s/ _____
Katherine C. White

Appendix Two THE METAL ARTS GUILD AS A NON-PROFIT CORPORATION

The Metal Arts Guild was incorporated as a nonprofit California corporation June 24 1977. Helen S. Kirshner, Robert W. Randolph and Katherine C. White (Quinn) were the incorporating directors who served as directors until the election of the First Board of Directors at the membership meeting in July. The Attorney General later notified us that we are classified under, and governed by, the statutes of the state relating to public benefit corporations.

Public benefit corporations are nonprofit corporations formed for a public or charitable purpose such as,

- a. scientific, literary or educational purposes which benefit the public such as programs, lectures, exhibits, workshops, etc., which are open to or available to the public, or
- b. for charitable purposes which can be defined as "providing services beneficial to the public interest". This "charitable purposes" item is very important as far as our exempt status with the IRS is concerned.

The act of incorporating established the Guild as a separate legal entity, somewhat like creating a person, that can enter into contracts or leases, own property, make investments, receive grants, donations, and bequests, initiate civil suits, and likewise be sued. This legal "person" is, in a sense, immortal as the nonprofit corporation continues to exist until dissolved by vote of the membership.

The state of California has some legal Jargon that says in simple language "If you want to be a corporation you must act like a corporation." This statement can be very important as far as the operation of the guild is concerned.

The following excerpts, by section number, from the nonprofit corporation statutes of the state cover a number of the Formalities of "acting like a corporation".

6320 Books and records.

1. The corporation shall keep adequate records and books of account.
2. It shall keep minutes of all membership, board and board committee meetings.

6321 Treasurer's annual report.

The treasurer will prepare an annual report covering the Following:

1. All assets and liabilities at the end of the Fiscal year.
2. The principal changes in assets and liabilities.
3. The revenue of the corporation for the Fiscal year.
4. The expenses for the fiscal year.

6330 Members' rights.

- a. Any member may inspect and copy the record of all members' names, addresses, and voting rights at all reasonable times after 5 days written request. This information must be used in good faith.

6333 Accounting books, minutes of meetings.

The accounting books and records and the minutes of meetings of the members, the board, and committees shall be open to inspection upon the written request of any member.

6334 Directors' rights.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind.

6336 Membership list.

- a. The state considers a membership list to be a corporate asset.

There are several reasons why it is advantageous to be a "nonprofit" corporation:

- Protection of the directors and the general membership from liability for the general debts of the nonprofit corporation or from the effects of a civil judgment.
- Exemption From State and Federal income taxes on all but unrelated income.
- Nonprofit mailing privileges.
- General recognition of the Guild as a stable and dependable organization. This is just one of the steps on the way toward being qualified to receive grants.
- Other benefits will be noted as the Guild engages in various activities.

In order for the corporate entity to perform any of these functions it must have the services of a person or persons to do the actual work involved. These persons are, in the case of the Metal Arts Guild, the Board of Directors.

The Guild is rather unique in one respect as compared to most corporations who have a Board of Directors, that is separate and distinct from the officers of the corporation. These directors generally determine the policies and activities of the corporation by passing resolutions, rather than making motions, to do certain things which are then passed on to the officers of the corporation with instructions to get them done. The officers are often paid employees of the corporation and some may also be members of the board. They generally have little authorization to make policy or determine overall activity.

In the case of the Guild the entire Board of Directors also functions as the officers, committee chairs, and members-at-large although all actions taken at board meetings are legally those of the Board of Directors. Corporate directors and officers have a responsibility to the state, to the corporation, to the general membership, and to each other to act only in the best interest of the corporation (the State calls it a "duty of care"). If a breach of this duty by any director causes any financial or other harm to the corporation, a court may hold that director personally liable.

Since the Guild does engage in activities involved with the general public, i.e., gallery exhibits, museum and college exhibits, workshops and meetings which include nonmember as well as member participation, Fairs, etc., this could involve situations resulting in civil action or a complaint to the Attorney General or to the Secretary of State. In general, a nonprofit corporation must conduct its affairs so that the separate existence of the nonprofit entity is clear and respected. In other words we must keep "our corporate nose clean" by "acting like a

corporation”.

In the event that a civil action was brought against the Guild one of the first things that would be done by a court would be to examine our financial records, our meeting minutes, and our various activities over several years time. If it is found that the Guild has failed to follow standard corporate formalities, a court may disregard the corporate entity and hold the directors liable. The legal profession calls this "piercing the corporate veil". (This information was obtained from a member of the legal profession who is experienced in nonprofit corporate affairs.)

The Board of Directors is responsible for the initiation and implementation of all activities of the Guild. Voting on all motions or resolutions is restricted by state law to Board members. While the Guild permits the general membership to attend board meetings and to present ideas or gripes they may NOT MAKE MOTIONS, ENTER RESOLUTIONS, OR VOTE ON SUCH ACTIONS.

The general membership may vote ONLY on the following:

- Election and removal of directors.
- Amendment of Bylaws.
- Amendment of the Articles of Incorporation. (The Guild does not have a constitution.)
- Election to windup and dissolve the corporation.
- Sale of corporate assets.
- Approval of merger or consolidation with another corporation.

Our Board meeting minutes must record whether the meeting is a regular meeting or a special meeting. If a special meeting is called the exact purpose must be recorded and no other business may be conducted.

Also to be recorded are the Board members present, the Board members absent, and whether a quorum is present or not. All other members who attend a board meeting should be recorded separately so they will not be mistaken for board members.

While the relaxed atmosphere of our Board meetings is pleasant and perhaps inspirational, it is necessary to have the above mentioned formalities and certain others as well closely followed in order to protect and preserve our corporate integrity. It is the responsibility of the presiding officer at a meeting to be aware of and enforce these formalities when necessary.

There is considerably more that can be said about all of the above material but what is here covers the basics to serve as operating guidelines. Compiled by Robert Randolph, Executive Secretary, after much research on the subject in the San Francisco Law Library.

*THE METAL ARTS GUILD AS A NONPROFIT CORPORATION
DRAFT PREPARED FOR THE MAG BOARD OF DIRECTORS FEB. 16, 1996
BY NANCY EVANS*