

## PORTLAND BEAD SOCIETY BY-LAWS

### ARTICLE I: NAME

The name of this organization is the "Portland Bead Society" (PBS). PBS operates as a Section 501(c)(4) organization; tax ID is 41-2061683.

### ARTICLE II: MISSION

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

### ARTICLE III: MEMBERSHIP

- Section 1.
- A. Membership is 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 is granted to Presidents, Presidents-Elect, Past Presidents, and founding officers.
- Section 3.
- A member in good standing will 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 will be held at a time and place designated by the President and approved by the Board.
- Section 2. Ten percent (10%) of the membership constitute a quorum.

ARTICLE V: ELECTED OFFICERS

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

ARTICLE VI: ELECTIONS

- Section 1.
  - A. Every even-numbered year, the President-Elect is 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 is 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 assumes the office of President and serve in that capacity for two years.
  - D. The outgoing President will serve one additional year as Past President.
- Section 2. Term Limits
  - A. The President and President-Elect will serve no more than one two-year term in each position.
  - B. The Secretary and Treasurer will serve no more than two consecutive terms, except per Section 2.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.
- Section 3.
  - A. By January, the President shall appoint a Nominating Committee consisting of one past president, at least one board member, and enough non-Board members from the general membership to form a committee of at least five persons. Past-elected officers may be substituted if one or more former past presidents are unavailable. Preferably, the Nominating Committee will be chaired by the Past President.
  - B. The Nominating Committee will 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. Assure that Bylaws and SOPs are updated as needed, and keep copies of the original and all approved revisions of the bylaws, and all final and approved SOP revisions.
- G. Nominate individuals to fill appointed Board positions, to be confirmed by a two-thirds (2/3) vote of the Board.
- H. Recommend removal of elected and appointed Board members, to be confirmed by a two-thirds (2/3) vote of the Board.
- I. Recommend to the Board that other committees be established or dissolved, to be confirmed by a two-thirds (2/3) vote of the Board.
- J. Be the ex-officio member of all committees except the Nominating Committee.
- K. Provide news articles to the Newsletter publisher.

### 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.
- D. Serve on the Committee of the main PBS sales event(s) which make money for PBS.

- 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 draft minutes of each Board meeting to the Board members for review and approval at the next Board meeting as soon as reasonable after the meeting.
  - D. Provide final minutes of Board and General Meetings to the Newsletter Editor and/or Publisher.
  - E. Assume the duties of President when the President and President-elect are absent.

- Section 4. The Treasurer shall:
- A. Collect all dues and other income, and manage PBS funds.
  - B. Keep accurate up-to-date records of receipts and payments.
  - C. Promptly pay authorized bills.
  - D. Present a profit and loss statement, a balance sheet and a bank reconciliation statement via email prior to and 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, and Secretary 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 Communications Chair shall:
- A. Assume leadership of the Communications Committee and appoint members to plan, execute, and periodically evaluate the content/timing of the newsletter, website and Facebook or other social media communications. Committee shall include at least the Newsletter Publisher and the Website Coordinator.

- B. Provide leadership for outreach internally and externally to PBS and serve as primary coordinator to develop and execute strategy of coordinated outreach via the newsletter, Facebook page(s) and the website.
- C. Work with other board members to develop and maintain proactive up-to-date content management that timely addresses the PBS member and other readers' information needs.
- D. Write and provide content for the PBS social media, working closely with other coordinators and chairs to assure content is correct.
- E. Lead the strategy for, management of and marketing to the public of PBS events, and serve as the marketing lead on the committees of such events.

Section 3. The Newsletter Publisher shall:

- A. Work with the Board, Communications Chair and committee on desired content of articles for upcoming newsletters and to coordinate content across other PBS media.
- B. Receive and edit/prepare all content submissions to newsletter.
- C. Receive all advertisements for the newsletter.
- D. Format and design the newsletter and postcard.
- E. Work with copy editor(s) to get their editorial changes.
- F. Submit the newsletter and postcard for website publishing and paper printing and mailing.
- G. Assure a team of content and copy proof-readers to assist as needed.

Section 4. The Membership Coordinator shall:

- A. Make applications for membership available.
- B. Collect and submit membership dues to the Treasurer.
- C. Maintain the database for current membership records.
- D. Submit a current membership list to the printer, President, and Newsletter Publisher prior to each PBS newsletter and to other Board members as needed.
- E. Promptly process and distribute membership cards to active members.

Section 5. The Volunteer Coordinator shall:

- A. Recruit and coordinate volunteers as appropriate for all PBS events and other related events.
- B. Maintain records of actual volunteer hours and provide to other board members after events as requested
- C. Acknowledge volunteer service in collaboration with the Board.
- D. Recruit volunteer leads for PBS events to help manage the volunteer activities.

- Section 6. The Advertising Coordinator shall:
- A. Accept advertisements for the newsletter and website, and solicit more periodically as needed, 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 in consultation with the Board.
- Section 7. 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(s), of available education awards, application deadlines, and recipients.
  - C. Assure that each applicant has worked the required number of volunteer hours to qualify.
  - D. Track the applications and distributions.
  - E. Work with the Treasurer to distribute the education awards.
- Section 8. The Sales Event Committee Chair shall:
- A. Assume leadership of the Sales Event Committee and appoint its members to plan, execute, and evaluate the annual Sales Event.
  - B. Publish a vendor application form and contract 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.
  - H. Prepare and provide timely information for the newsletter, website and Facebook page about the event.
- Section 9. 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 10. The Gathering of the Guild (GOTG) Committee Chair shall:
- A. Assume leadership of the GOTG Committee and appoint its members to plan, execute, and evaluate the annual 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, and attend required meetings.
  - E. Prepare and present timely reports to the Board.
  - F. Prepare and provide timely information for the newsletter, website and Facebook page about the event.

- Section 11. 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 present timely reports to the Board.
- F. Prepare and provide timely information for the newsletter, website and Facebook page about the event.

- Section 12. 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 present timely reports to the Board.
  - C. Shall not be a voting member of the Board and shall not handle money in any other PBS committee on which he/she serves.

- Section 13. The Artistic Outreach Chair shall:
- A. Assume leadership of the Artistic Outreach Program Committee and appoint its members to carry out the Artistic Outreach Program for the Society.
  - B. Determine potential venues for PBS member works. Venues could include the Traveling Library Show, art galleries and museums in the Greater Portland Metro area, schools or appropriate businesses which traditionally show works of art.
  - C. Publish calls to PBS members for works to display.

- D. Coordinate gathering works and set up/take down of displays/shows with such venues.
- E. Prepare and present timely reports to the Board.
- F. Prepare and provide timely information for the newsletter, website and Facebook page about such events.

- Section 14. 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.
  - C. Maintain communications with the Treasurer and others necessary to administer the Square Space billing, the Mail Chimp messaging, and the web content and format.
  - D. Coordinate with the Communications Chair, the Newsletter Publisher and Facebook administrator as needed to assure appropriate and timely content.

#### 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. All Board members are responsible for keeping records according to the IRS requirements for a non profit organization, or as advised by the CPA retained by the PBS.
- Section 4. All Board members shall regularly review expenses as documented by the monthly reports from the Treasurer, and assure that the Treasurer has all necessary documentation of submitted expenses.
- Section 5.
- A. The Board shall consist of the elected officers (President, President-Elect, 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, any past president may assume the office of President for the remainder of the term, as approved by the Board.
- H. If a standing President-Elect vacates office early (in the first 16 months), the President shall name a nominating committee, and an election shall be held as soon as possible to fill the office of President Elect for the remainder of the term. If a standing President-Elect vacates office late (in the last eight (8) months), any past president may assume the office of President Elect for the remainder of the term as approved by the Board.
- 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, electronic records and other 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 6.
- A. The Executive Committee shall consist of the elected officers: President, President-Elect, 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 the Gathering of the Guilds (GOTG), Audit, fall Sales Event, Bead Retreat, Communications and Artistic Outreach.
- 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, and maintaining expenditure documentation in their own sections of responsibility.
  - 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 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  
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 REVISED BY THE MEMBERSHIP FEBRUARY, 2008  
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