

SOCIETY OF NORTH AMERICAN GOLDSMITHS INC.
Constitution and By-Laws

(Updates & Approved with the Vote of the Membership August 2020)

PREAMBLE

The Constitution sets forth the structure of this international organization of artists, practitioners, teachers and advocates of metalsmithing. The By-Laws outline the implementation of the structure. The Constitution and By-Laws are in accord with the provision of the United States code of law regulating nonprofit organizations, specifically section 501(c)(3) of the IRS code of 1954.

The Society of North American Goldsmiths is organized for educational purposes within the meaning of IRS section 501(c)(3), including the following: to support education in the field of metalsmithing, to disseminate information to anyone interested in metalsmithing, to encourage the exchange of information in the field, to further the education and appreciation of the metal arts to the general public, and to promote a supportive environment for metalsmithing and metalsmiths.

Members of the Society of North American Goldsmiths affirm their support of the field, and commit to the free exchange of information for the general benefit of all. Members are expected to adhere to moral and ethical conduct in relation with one another, specifically, never to impede, hinder or detrimentally interfere in the transference and advancement of knowledge, skills and ideas.

CONSTITUTION

Article I. Name

The name of the organization shall be the Society of North American Goldsmiths.

Article II. Purpose

The Society is formed to encourage educational, scientific, technical and aesthetic development in the fields of metalsmithing and jewelry. The Society provides a forum for the exchange of ideas and opportunities to disseminate information relevant to these fields.

Article III. Membership

The following shall constitute the membership of the Society: General Members, Student Members, Lifetime Achievement Members, and any other membership categories added at the discretion of the Board of Directors.

Article IV. Officers

The officers of the Society shall be the President, President-Elect, Treasurer and Secretary.

Article V. Board of Directors

The Board of Directors shall consist of all officers and both elected and appointed Directors. The minimum number of elected Board members shall be nine (9) and may be increased or decreased as deemed necessary by a vote of the Board. In addition to the elected Board members, additional Board members may be appointed. Appointed Board members have the same voting privileges and responsibilities as elected Board members. *There will also be a Student Representative board member elected to a 2 year term. This board member will have the same voting privileges and responsibilities as all other board members. The student rep elections will take place in the years there is not a presidential election (every other year).* There shall never be more appointed Board members than elected members of the Board.

Article VI. Committees

The President may appoint committees with the advice and recommendations of the Board of Directors. The structures, duties, and terms of these committees shall be determined by the Board of Directors.

Article VII. Meetings

The Society shall convene a General Meeting annually, usually in connection with its conference, at a time and place to be decided by the Board of Directors. Urgent business or extraordinary matters may necessitate the calling of a special meeting or cancelling of the annual General Meeting, in which case, a replacement meeting will be announced as soon as practicable. All members, including natural persons, may elect to vote or act by proxy.

Article VIII. Nominations, Elections and Appointments

Nominations shall be the responsibility of the Nominations and Elections Committee. All elections shall culminate at the annual general meeting or the replacement special meeting if the in-person general meeting is cancelled. Special appointments may be made by the President.

Article IX. By-Laws and Rules and Regulations

The By-Laws shall be consistent with the Articles of the Constitution and define their operational intent. In the case of a conflict between the Bylaws and the Constitution, the Constitution shall govern. The Board of Directors has the authority to promulgate,

enforce, and amend Rules & Regulations. The Rules & Regulations shall be consistent with the Bylaws. In the case of a conflict between the Rules & Regulations and the Bylaws, the Bylaws shall govern.

Article X. Amendments

The Constitution and/or Bylaws may be amended as necessary by a two-thirds majority of those voting. Notification and voting on a proposed amendment shall be accomplished via all acceptable methods of communication and voting. The proposed text of the amendment shall be published no less than 60 days (30 days if deemed an emergency by a $\frac{3}{4}$ vote of the full Board of Directors) prior to the general or special meeting. Any member may propose an amendment to the By-Laws or Constitution to the Board of Directors for their review. Proposed amendments must be approved by the Board of Directors before they are brought before the membership.

Article XI. Records

Copies of the Constitution and By-Laws together with their amendments shall be kept by the Secretary of the Board and at the Society's Business Office and made available to members upon request. Minutes of the annual meeting and meetings of the Board of Directors shall be kept and communicated to all members.

Article XII. Dues

Members shall be assessed membership dues. Members may be assessed other dues properly enacted under SNAG's Bylaws.

Article XIII. Notice & Communication

When required by Section 1702.02 of the Ohio Revised Code, notice shall be in writing and is required to be delivered to members by authorized communications equipment, including personal delivery, United States Mail, express mail, courier service, telegram, and electronic mail.

BY-LAWS

Article I. Name (as constituted by the Constitution)

Article II. Purpose (as constituted by the Constitution)

Article III. Membership

Section 1.

The privileges of membership, duration of membership, and membership categories are set by a vote of the Board of Directors.

Section 2.

General membership in the Society is available to anyone and commences immediately upon receipt of nonrefundable membership dues. General members are entitled to all voting rights and privileges of the Society.

Section 3.

Student Membership is granted upon receipt of status as a matriculating student and non-refundable membership dues for one year. Student members are accorded all voting rights and privileges of the Society.

Section 4.

Lifetime Achievement Membership is conferred upon any individual by the Society of North American Goldsmiths in recognition of extraordinary service to the field of metalsmithing. One person per year may be selected for the Lifetime Achievement Award. Awardees are entitled to all voting rights and privileges of membership in the Society for life. Dues for Awardees are waived. Recommendations for Lifetime Achievement Award may be submitted by any member.

Article IV. Officers

Section 1. The President

- a. Serves as President-Elect the first year and President the next two years, for a total of three years.
- b. Is the executive officer of the Society.
- c. Is a voting member of the Board of Directors all three (3) years.
- d. Is chair of the Board of Directors.
- e. Serves ex-officio on all committees.
- f. With the approval of the Board, appoints additional Board members.
- g. With the approval of the board, appoints replacement Board or Executive Committee members.

- h. Appoints the Secretary, with approval from the Board.
- i. With the advice and recommendations of the board, may make special appointments, as deemed necessary, which includes committees.
- j. Is one of the signatories of the Society.
- k. Call meetings and/or execute the will of the Board.
- l. Preside at the general sessions of the annual or special meetings of the Society.
- m. Notify all Board members of meetings requiring their attendance as soon as possible, but not less than two (2) weeks prior to the meeting, whenever practicable.
- n. In the absence of the President, the President-Elect shall serve as executive officer of the society.
- o. If the office of President-Elect is vacant, will appoint, with the approval of the Board, an additional member of the Board to the Executive Committee
- p. May not succeed him/herself.

Section 2. Presidential Vacancy

- a. If the President leaves office prematurely, the President-Elect shall assume the position of President.
- b. If there is no President-Elect, the Board and the outgoing President, if available, will appoint a current Board member to assume the office of President until the next general election.
- c. A new President shall be elected at the next general election, and shall serve until the completion of the exited President's term.

Section 3. President-Elect

- a. Is a member of the Executive Committee.

- b. Serves as executive officer of the Society in the absence of the President.
- c. Is a voting member of the Board of Directors.

Section 4. Treasurer

- a. Shall be appointed by the President and confirmed by a two-thirds (2/3) majority of the board to a term of 3 years.
- b. Is responsible for oversight of the financial and budgeting processes, review of the monthly financial statements, as well as any endowments, money markets or investments.
- c. Serves as one of the signatories of the Society.
- d. Shall work in concert with the Society's Director and its Business Office in the maintenance and direction of financial records, disbursement of funds, and business affairs.
- e. Shall make a presentation to the membership consisting of an annual report of the prior year's results together with the current year's budget approved by the Board in one of the Society's regular communication methods as well as at the annual meeting of the Society.
- f. Is a member and chair of the Audit Committee. As a member of the Audit Committee, shall interface with the outside accounting firm during the fieldwork and subsequent issuance of the reviewed or audited financial statements.
- g. Is a member of the Executive Committee.
- h. Shall serve no more than twelve consecutive years as long as he or she is serving as the Treasurer at the end of nine years and will continue as the Treasurer for the additional three years.
- i. If the position becomes vacant, the President will appoint a member of the Board to assume the role until the next appointment is made.

Section 5. Secretary

- a. Shall be appointed by the President, with the approval of the Board of

Directors.

- b. Is responsible for recording the minutes of the annual meeting and the minutes of the Board of Directors' meetings, and ensuring that these minutes are approved and circulated.

ARTICLE V

Section 1.

The Board of Directors shall consist of all officers, all Board members elected at large, and all Board members appointed by the Board. The term of office for elected non-student representative Board members shall be three years; the term of office for appointed Board members shall be up to three years. A Board member, with the exception of the Treasurer, may be reelected and/or re-appointed and may serve a maximum of nine consecutive years. A Board member may be reelected and/or re-appointed and may serve a maximum of twelve consecutive years as long as he or she is serving as the Treasurer at the end of nine years and will continue as the Treasurer for the additional three years.

Section 2.

The Board shall:

- a. Exercise the executive functions of the Society.
- b. Hire and oversee the Director who shall be responsible for the day-to-day management and administration of the Society.
- c. Give advice and consent, as required by policies, in the hiring or retaining of subcontractors or employees.
- d. Direct and oversee the affairs, funds, properties, and records of the Society except when this contradicts specific arrangements described in the By-Laws.
- e. Fix the time and place of annual meetings of the membership.
- f. Vote on Presidential appointments except where provided to the contrary, herein.

Section 3.

The term of office of any Board member may be terminated in the best interests of the Society by a three fourths majority vote of the remaining Board members.

Section 4.

The Board of Directors meets as the need arises but shall meet at least twice annually.

Section 5.

The Board of Directors is responsible to its electorate. Board Members-at-Large shall serve as advocates for the membership. They shall be prepared to chair and serve on ad hoc committees at the request of the President and to assist in the general functioning of the Society.

Section 6.

Except as otherwise provided herein, a simple majority of the Board of Directors shall constitute a voting quorum, and the vote of a simple majority of any such quorum shall be sufficient to take action.

Section 7.

The Board of Directors has no power to:

- a. Reverse the will of the majority of the voting membership
- b. Go into debt, other than normal payables, except in a situation deemed an emergency and approved by $\frac{3}{4}$ of the full Board of Directors.
- c. Overlap work of properly constituted appointees or elected officers without their approval

Section 8.

Any action to be taken by the Board of Directors, or by the Executive Committee where the Executive Committee is authorized to take action on behalf of the Board may be conducted by any mode of communication authorized by the Ohio Nonprofit Corporation Laws, this Constitution, or these Bylaws.

Section 9.

The President and Treasurer are authorized signatories of the Society. The Board will specifically designate the Director and one business office employee as authorized signatories. Any further signatories will require additional Board authorization.

Article VI. Committees

Committees and their membership shall be appointed and governed in accordance with the pertinent SNAG Rules & Regulations, when applicable. A detailed description of each Select Committee can be found in its committee charter.

Section 1.

The Standing Committees

a. The Executive Committee shall consist of five members, including the President, President- Elect, Secretary, and Treasurer, with the remaining seat filled by a Board member to be nominated and appointed by the Board, but may be increased or decreased by 1, as deemed necessary, and approved by $\frac{3}{4}$ of the full Board of Directors.

b. The Nominations and Elections Committee shall consist of three members nominated by the Board of Directors and elected by a vote of the membership. Members serve for a period of three years. Committee members will be elected in rotation with one new member elected each year. The election shall be conducted as outlined in Article VIII of the By-Laws.

Section 2.

The general duties of the Standing Committees shall be as follows:

a. The Executive Committee

1. Facilitates decision making between board meetings or in crisis circumstances, and is empowered to make those decisions necessary for the organization to conduct its business smoothly between Board meetings.

2. May execute any function of the Board with the prior consent of a two-thirds majority of the Board, except in emergency circumstances. Authority may be given with regard to a specific issue or issues, or for any specified period of time.

3. Cannot change or contradict existing policy, including amending the By-Laws, electing or removing board members, or hiring/firing staff or subcontractors.

4. The President must inform the Board of all Executive Committee decisions; however a majority vote of the Board may overrule an Executive Committee decision or action. At the next Board meeting, the full Board shall formally confirm the list of all Executive Committee decisions made since the previous meeting.

b The Nominations and Elections Committee

1. Is charged with matters pertaining to the continuity of leadership of the Society.
2. The Chair of the NEC will attend the fall board meeting, and the incoming Chair will attend the spring board meeting.
3. Shall prepare and communicate to the membership a slate of candidates for each office vacancy, as well as any other matter upon which a vote is needed.
4. Shall designate how and when voting will take place.
5. Shall be ineligible for nomination to office during the time he or she serves on the committee.
6. Shall acquaint itself with proper election procedures and conduct and conclude elections at the annual meeting or, in the event an annual meeting is unable to be held, in a manner designated by the Board of Directors.
7. Is charged with the tabulation and recording of the ballots and announcing the results.
8. Has no power to set or delegate subcommittees in pursuit of its duties.

Section 3.

Special committees (Select Committees) may be appointed by the President after obtaining the advice and recommendations of the Board of Directors. Structures and duties of Select Committees will be determined by the Board of Directors and can be found in the Committee Charters document.

Article VII. General or Special Meetings

Section 1. Time frames

1. At least ninety (90) days in advance, the Board of Directors will determine and communicate a time and place for the annual general meeting of members. This meeting usually is scheduled during the annual conference. Urgent business or extraordinary matters may necessitate the cancelling of the previously scheduled annual meeting. Under these unusual circumstances, a special meeting of the

Society may be called by a two-thirds vote of the Board of Directors. Such a meeting may be held virtually. Notice of such a meeting will be communicated to members at least thirty (30) days before the event and shall include, (where relevant), the following:

- a. The time and place of the meeting
- b. Information regarding candidates for open positions, amendments to the Constitution and/or By-Laws, and any other item upon which a vote is needed.
- c. Official balloting procedures.

Section 2. Business Session

One business session will be convened at each annual meeting. If the required business cannot reasonably be concluded in a single meeting then a second meeting may be convened, as deemed necessary by the Board of Directors or by a majority vote of members present at the first meeting.

Section 3. Agenda

a. Items which do not have a financial impact on the Society may be placed on the meeting agenda as follows:

1. by the President,
2. by a majority vote of the Board of Directors,
3. by a petition signed by five members, as long as the members notify the President of the item in writing at least fourteen (14) days before the meeting.

b. Any item that has the potential to result in financial changes for the organization must be brought before the full membership for a vote as follows:

1. submitted and received by the Society with sufficient time to be included in the Notice of Meeting communication,
2. include the expected monetary impact of the proposed item.

Section 4. Quorums

- a. The presence in person or by written proxy of those members entitled to vote, but no fewer than 75 voting members, shall constitute a quorum at any general or special meeting.
- b. A simple majority of the quorum is required to pass motions.
- c. In the event a quorum is not present at a meeting, the meeting shall proceed and be valid but no voting shall take place.
- d. Quorum for the meetings of the standing and special committees is fifty-one percent (51%).

Section 5. Non-Candidate Voting

Each member has one vote per issue. Only members in good standing as of the date the ballot is mailed may vote. Voting may occur as follows:

- a. By mode called for by the Chair of the NEC
- b. By official ballot, that has arrived at the designated place of counting by the date announced by the Nominations and Elections Committee.
- c. In person.
- d. *By proxy.*

Section 6

Registered guests may attend and be heard at the President's discretion.

Section 7

The parliamentary procedural rules set forth in the most current edition of Robert's Rules of Order shall govern the conduct of the Society's meetings in all cases in which they are applicable so long as they are not in conflict with the By-Laws and Constitution of the Society. In the event of an inconsistent or contradictory direction, the Constitution shall govern.

Section 8

Members of the Board of Directors, officers of the Society, subcontractors, employees, representatives of the Business Office, and individuals required to attend, shall be

reimbursed for all or part of their costs of travel and accommodation to and from scheduled meetings of the Society in accordance with the approved budget.

Article VIII. Nominations, Elections and Appointments

Section 1.

A member willing to run for any elected office in the Society shall be required to notify the Nominations and Elections Committee in writing at least ninety (90) days in advance of the general meeting and supply two supporting members' signatures prior to the announcement of the slate of candidates. Signatures of support are waived for candidates suggested and recruited by the Committee.

Section 2.

The Chair of the Nominations and Elections Committee or his/her delegate will present the entire slate of candidates at the business session of the annual meeting.

Section 3. Write-in Candidates

Write-in candidates for elected officers shall be deemed acceptable provided each candidate or nominee is a member in good standing and the candidates have notified the Nominating and Elections Committee of their willingness to serve before the election results are announced.

Section 4. Candidate Voting

- a. All elections shall culminate at the annual in-person general meeting or the special meeting called due to the cancellation of the in-person general meeting, at a time and place announced by the Nominations and Elections Committee.
- b. The official slate and balloting procedures shall be announced no later than sixty (60) days prior to the in-person annual general meeting or the replacement special meeting if the in-person general meeting is cancelled.
- c. Voting may occur in person or by official ballot that has arrived at the designated place of counting by the date announced by the Nominations and Elections Committee.
- d. Balloting shall be completed and results announced before the end of the annual conference or the replacement special meeting if the in-person general meeting is cancelled.

e. Only members in good standing as of the date the ballots are made available are entitled to vote.

f. Membership shall be verified by the Nominations and Elections Committee before the vote can be accepted.

g. Only official ballots are acceptable for voting.

Section 5. Appointments

Appointments are under the purview of the President and/or the Board of Directors, as set forth in Articles IV and VI.

Section 6.

No person may hold more than one elected office at any given time.

Article IX. Bylaws and Rules & Regulations

The Board of Directors has the authority to promulgate, enforce, and amend Rules & Regulations. Such Rules & Regulations may further detail and define the Constitution and Bylaws. Rules & Regulations may only be promulgated and amended by a majority vote of the Board of Directors.

Article X. Amendments (as constituted by the Constitution)

Article XI. Records

Section 1.

Current copies of the Constitution and By-Laws shall be kept by the Secretary and the Business Office, both of whom shall make them available at all times.

Section 2.

The Secretary shall record the minutes of all meetings, including those of the Board of Directors. Minutes of all meetings shall be communicated to the membership.

Section 3.

A roster of all members in good standing shall be kept by the Business Office.

Section 4.

Complete and accurate financial records shall be kept by the Business Office and overseen by the Treasurer, and are subject to periodic audit or review by an external

accounting firm.

Section 5.

Record keeping may be delegated, in part, by the Secretary or Treasurer to another party; however the responsibility for seeing that the records are accurate, complete and up-to-date remains with the Secretary or Treasurer, respectively.

Article XII. Dues

Section 1.

A new or existing member agrees to pay dues to maintain and support the Society and enable it to achieve its goals and objectives. Payment of dues entitles a member to all the rights and privileges of membership for a specific number of years. The dues receipt date is known as the “renewal date” each year.

Section 2.

Membership dues are due and payable before the renewal date. Should dues not be received timely, membership will lapse. If payment is received subsequent to the due date, membership will become effective as of that date which will constitute the new renewal date.

Section 3.

To change the amount of the membership dues or to assess any additional dues to the membership requires a two-thirds majority vote of the Board.

Article XIII Notice and Communication

Section 1. Notice

Sufficient notice must be given to members in order to accomplish the goals and objectives of the organization. Notice regarding meetings, elections, changes to the Constitution and By-Laws, etc., shall be made in accordance with Ohio Non-Profit Corporation Law, the Constitution, and these Bylaws. Authorized communications equipment includes personal delivery, United States Mail, express mail, courier service, telegram, and electronic mail.

Section 2. Communication

- a. At least two (2) modes of communication must be used when notifying membership of matters that duly arise as a member of the Society.

b. Acceptable modes of communication include, but are not limited to: regular mail, email, website, electronic devices such as, but not limited to, computers or cellphones, publications of the organization, or other accepted methods as technology progresses.