

BYLAWS OF THE FLORIDA SOCIETY OF GOLDSMITHS, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE ONE. OFFICES

Section One. Principal Office. The principal office of this corporation in the State of Florida shall be located at 719 Central Ave., St. Petersburg, Florida 33701 or at such other location as the Corporate Board of Directors (hereafter referred to as the board of directors or board) shall determine.

Section Two. Other Offices. The corporation may have such other offices, either within or without the City of St. Petersburg, as the board of directors may from time to time determine.

ARTICLE TWO. MEMBERSHIP

Section One. Classes of Membership. The corporation shall have the following classes of members, and any one person may hold no more than one membership. The rights and privileges of all members shall be equal. The members shall have no voting rights.

Individual membership – this membership shall be open to any person who has been accepted by the corporation as a member, who is in good standing with dues paid, and who is affiliated with a specific chapter under the corporation.

Members-at-large – this membership shall be open to any person who has been accepted by the corporation as a member, who is in good standing with dues paid, and who is not affiliated with a specific chapter under the corporation.

Honorary member – this membership is awarded to a person in honor of outstanding service to the corporation, as determined by the board of directors. The membership shall be considered an active membership and dues shall be waived yearly for said member. Said member may elect to be affiliated with a chapter or may be a member at large.

Contributing member – this membership is open to any individual, organization, corporation, group or entity that contributes to or furthers the interest of the corporation. The board of directors shall determine and designate the annual dues for this category of membership.

The board may create other classes of membership at its discretion.

Section Two. Qualifications. Any individual or organization with an interest in the field of creative metal arts or in a related field; who pays the dues as provided below; and who agrees to be bound by the articles of incorporation of this corporation, by these bylaws, and by such rules and regulations as the directors may from time to time adopt, is eligible for membership in this corporation.

Section Three. Admission to Membership. The directors shall, from time to time, prescribe the form and manner in which application may be made for membership.

Section Four. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

Section Five. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment for said corporate liabilities, debts or obligations.

Section Six. Transfer, Termination, and Reinstatement. Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these bylaws within sixty (60) days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership. Membership in the corporation may be terminated by a majority vote of the board of directors, when such action is deemed necessary for the welfare of the corporation.

ARTICLE THREE. CERTIFICATES OF MEMBERSHIP

Section One. Certificate of Membership. The board of directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be of such form as may be determined by the board. Such certificates shall be signed by the president or vice president or by the secretary or an assistant secretary and may be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued to replace it on such terms and conditions as the board of directors may determine.

Section Two. Issuance of Certificates. If the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section One of this Article, then, when a person has been elected to membership and has paid any initiation fee and dues that may then be required, such a certificate shall be issued in the name of and delivered to the new member by the secretary.

ARTICLE FOUR. MEMBERSHIP FEES AND DUES

Section One. Initiation Fee and Annual Dues. The board of directors may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members.

Section Two. Payment of Fees and Dues. Dues shall be payable in advance on the first day of each fiscal year or as determined by the directors, and are not refundable. Any non-member who attends a workshop will be charged a fee that is at least 25% higher than a member's fee, and the excess amount will be retained by the chapter.

Section Three. Default and Termination of Membership. When any member shall be in

default in the payment of fees or dues for a period of sixty days (60) from the beginning of the fiscal year or period in which such dues become payable, that person's membership shall terminate.

ARTICLE FIVE. CORPORATE BOARD OF DIRECTORS

Section One. Number. The authorized number of directors of this corporation shall be as follows: (a) the President and the Vice President from each chapter are automatically members of the board, and in the absence, inability or refusal to act of one or both of those officers, the chapter Secretary and then the chapter Treasurer would automatically be their replacements. (b) The President, or in his or her absence, inability or refusal to act, the Vice President, of the members at large shall automatically be a member of the board. (c) The previous President of the corporation automatically continues as a member of the board of directors for two years after his or her term as President has expired, provided that he or she wishes to serve. (d) In addition to the above members, there are an additional four members of the board of directors who are also serving as the President, Vice President, Secretary and Treasurer of the corporation. (e) In addition to the above members the following four committee chairs will be members of the board: Membership, Website, Social Media and Newsletter.

There shall be no restriction on the number of directors that may belong to the same chapter if properly elected or appointed. Being a member of the board under more than one of the above categories does not entitle an individual to multiple votes.

Section Two. Qualifications of Directors. Directors must be members of the corporation and have been a member in good standing for a minimum of two years.

Section Three. Term of Office. The term of office of each director shall be as follows:

- (a). Chapter Presidents who are members of the corporate Board of Directors solely in their capacity as Chapter President shall be members of the board only as long as they hold the Chapter office of President.
- (b). Officers: As to board members who also serve as officers of the corporation, and as to the previous President, their term of office shall be for two years or until the qualification of a successor in office.

Section Four. Powers. Except as otherwise provided in the articles of incorporation, or bylaws, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the corporate Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may, from time to time, by resolution, designate.

Section Five. Replacement of Directors. (a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy shall be filled by the new officer selected by the chapter if said director represented a chapter, or if the director is a corporate director, by the president of the corporation. However, if for a corporate director, the president does not fill said vacancy within 60 days then said vacancy shall be filled by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to

fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any person appointed or elected to fill a vacancy in the board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the Articles of Incorporation of the corporation or bylaws or at law.

Section Six. Compensation. No member of the board of directors shall receive any compensation from the corporation for their duties as director.

Section Seven. Meetings. (a) Meetings shall be held via a virtual meeting space or at such place or places as the board of directors may from time to time by resolution designate; or, in the absence of such place designation, at the principal office of the corporation.

(b) Regular meetings shall be held at least quarterly during the fiscal year, as prescribed by the board of directors. Notice of such meetings shall be signed by the secretary or president and mailed to each director at the email or physical address last recorded on the books of the corporation, not less than 10, nor more than 30 days before the date of the meeting. However, this requirement may be waived by resolution of the board of directors.

(c) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by twenty-five percent members of the board of directors, call a special meeting of the board. In such event, 20 days written notice to each director shall be deemed sufficient.

(d) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) Except as may otherwise be provided in these bylaws, or in the Articles of Incorporation of this corporation, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the board of directors.

(f) All meetings of the board of directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the articles of incorporation of this corporation, or with applicable law.

Section Eight. Action without Meeting. No meeting need be held by the board or by a committee of Board members to take any action required or permitted to be taken by law, provided two-thirds of all members of the board or all of the members of the committee shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of their proceedings. Action by written consent shall have the same force and effect as action by majority vote of the directors or of the committee at a properly called meeting. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the board of directors or the committee without a meeting, and that the bylaws authorize such action. Such a statement shall be prima facie evidence of such

authority.

Section Nine. Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

Section Ten. Removal of Director. A director may be removed by a seventy-five percent (75%) vote of the board of directors, whenever the interests of the corporation would be best served.

ARTICLE SIX. OFFICERS

Section One. Designation of Officers. The officers of the corporation shall be a president, one or more vice presidents (as shall be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two. Election and Term of Office. The officers of this corporation shall be elected by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. The officers' terms shall be for periods of two years.

Section Three. Removal. Seventy-five (75%) percent of the board of directors may remove any officer elected or appointed by the board of directors whenever, in its judgment, the interests of the corporation would be best served.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section Five. President. The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president:

(a) Shall preside at all meetings of directors;

(b) May sign, with the secretary or other officer duly authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the board of directors, except in cases where the signing and execution of such instruments has been expressly delegated by the board of directors, by these bylaws, or to some other officer or agent of the corporation by law; and

(c) Shall appoint standing and special committee chairmen; shall approve a certified public accountant for annual audit and tax preparation; shall be an ex-officio member of all committees;

shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the board of directors.

Section Six. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Any vice president shall perform such additional duties as may from time to time be assigned to him by the president or by the board of directors.

Section Seven. Treasurer. If so required by the board of directors, the treasurer shall:

(a) Give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the board of directors may deem appropriate;

(b) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(c) Receive and give receipts for monies due and payable to the corporation from any source and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and

(d) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the board of directors.

Section Eight. Secretary. The secretary shall:

(a) Keep the minutes of meetings of the board of directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these bylaws or as required by law;

(c) Be custodian of the corporate records and of the seal of the corporation, if any; and

(d) Exhibit to any director of the corporation, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the articles of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

Section Nine. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the board of directors, the president, the treasurer, or the secretary of the corporation. If so required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors may deem appropriate.

ARTICLE SEVEN. COMMITTEES

Section One. Executive Committee. The Executive Committee shall be comprised of the

President, the Vice President, the Secretary and the Treasurer of this corporation. The Executive Committee acting alone shall have and exercise the complete authority of the board of directors in the entire management of the corporation, except at the Board's annual meeting, except for adoption, amendment or repeal of the bylaws, except for filling vacancies on the Board of Directors or any committee of the Board, except when the Executive Committee desires the full participation of the Board, and except as prohibited by law; provided, however, that the designation of and delegation of authority to such committee shall not relieve the board of directors, or any director individually, of any responsibility imposed on the board of directors or any individual director by these bylaws, or bylaw.

Section Two. Finance Committee. The matter of controlling, managing, investing, and disposing of the property of this corporation for the purpose of earning an income as distinguished from applying property and funds to charitable purposes, may be exclusively vested in a finance committee.

Section Three. Other Committees. Other committees not having and exercising the managerial authority of the board of directors may be established by resolution duly adopted by majority vote of the board of directors. Except as may be provided by resolution, members of committees shall be members of the corporation, and shall be appointed by the president. The president may remove any member, whenever in the judgment of the president the interests of the corporation would be best served by such removal.

The following committees are hereby authorized:

Program, lectures & demonstrations

Membership

Newsletter

Parliamentarian

Grants

Public relations, marketing, welcoming

Long range planning

Safety

Artist of the year award

Standards

Chapter organization and administration

Nominations and elections

Website

Social Media

Section Four. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of members of the corporation and until his or her successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.

Section Five. Chairperson. The person or persons authorized to appoint the members of the committee shall appoint one member of each committee as chairperson.

Section Six. Vacancies. Appointments made in the same manner as provided in the case of original appointments shall fill vacancies in the membership of any committee, and any member so

elected shall be elected for the unexpired term of his predecessor.

Section Seven. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section Eight. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE EIGHT. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. The board of directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section Two. Gifts and Contributions. The board of directors or an executive committee may:

(a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property ("donation(s)"), for the general and special purposes of the corporation, on such terms as the board or committee shall approve;

(b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such purposes as the board or committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section Three. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and

countersigned by the president or a vice president of the corporation.

ARTICLE NINE. CHAPTERS

The corporation may establish geographic regions, to be known as “Chapters”, for the regional/local organization and carrying out of its corporate purposes by its individual members in the geographic region where the members are located. The following shall apply to each Chapter created by the corporation.

(a) Chapter geographic regions shall be set by the board of directors and are subject to modification by the board from time to time.

(b) The board may consider the creation of a Chapter when ten or more members in good standing, living in a common geographic region, petition the board for creation of a new Chapter.

(c) Upon approval of the creation of a new Chapter, the board shall issue a certificate indicating same.

(d) The Chapter shall agree to be bound by the corporation’s Articles of Incorporation, bylaws, rules and regulations, guidelines, and policies as the board may from time to time adopt.

(e) The Chapter shall exist under the authority of the corporation and at the will of the board and its certificate of authorization may be terminated for cause by a seventy-five percent vote of the board when such action is deemed necessary for the welfare of the corporation or its members.

(f) An approved Chapter may use the logo of the Florida Society of Goldsmiths, Inc. and is entitled to representation on the board as stated in these bylaws.

(g) Each Chapter shall have, within its name, a designation of its geographic region followed by “Chapter of The Florida Society of Goldsmiths, Inc.”.

(h) Each Chapter shall create its own governing body, appoint its own officers and adopt the form of chapter bylaws provided by the corporation, and shall adopt its own rules and regulations for its local operation, which shall not be inconsistent with the corporation’s Articles of Incorporation, bylaws, rules and regulations, guidelines and policies.

(i) The fiscal year of each Chapter must conform to the corporation’s fiscal year.

(j) Each Chapter shall be responsible for its own financial obligations and shall not obligate the corporation financially without first obtaining approval of the board.

(k) Upon the termination or dissolution of a Chapter, all assets of the Chapter shall inure to the corporation and be turned over to the corporation within 30 days of termination or dissolution.

(l) The board may make all necessary rules and regulations for the administration of chapters, as it deems necessary.

(m) Each chapter will submit to the corporation’s Treasurer its six month financial report by July 21 and its complete financial records and reports as requested by the corporation by January 30. Should a chapter fail to comply, the chapter charter will be automatically suspended. Should the chapter not submit the required information by March 30, the chapter will be administratively dissolved, and all assets and funds in its treasury shall be surrendered to the corporate Treasurer. Any chapter that fails to meet the foregoing deadlines will be charged \$50.00 by the corporation, and if such failure continues for more than 7 days, the

chapter will be charged an additional \$100.00.

ARTICLE TEN. MISCELLANEOUS

Section One. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, board of directors, and committees, and shall keep, at the registered or principal office, a membership book giving the names and addresses of members entitled to vote. Any director, or member, or the agent or attorney of either, or any proper person may inspect all books and records of the corporation, at any reasonable time, with notice.

Section Two. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN. AMENDMENTS

Section One. Power of Directors to Amend Bylaws. Subject to the limitations of the articles of incorporation, these bylaws, and the Florida Not For Profit Corporation Act, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of a majority of the board of directors.

Secretary

Date