

PENNSYLVANIA GUILD OF CRAFTSMEN: BYLAWS

proposed administrative amendments as of March 9, 2011

Red = delete, Blue = new

ARTICLE I ORGANIZATION

SECTION 1. COMPOSITION AND PURPOSE

A. The Pennsylvania Guild of Craftsmen is a non-profit corporation composed of **members in local** chapters and members at large. It is governed by a Board of Directors and Officers. Hereinafter the Pennsylvania Guild of Craftsmen shall be referred to as the "PGC."

B. The mission/purposes of the PGC is:

Recognizing that the making of craft enriches all, The Pennsylvania Guild of Craftsmen seeks to encourage the practice of and nurture excellence in heritage and contemporary crafts. We do this through education, advocacy, and support of the practicing craftsman.

C. No part of the net earnings of the PGC shall inure to the benefit of any member or employee, and no member or employee of the PGC shall receive any pecuniary benefit of any kind except reasonable compensation for services rendered to the PGC.

SECTION 2. CORPORATE OFFICE

A. The PGC shall maintain a Corporate Office at such location within the Commonwealth of Pennsylvania as the Board of Directors may designate. This office shall be the official mailing address of the Board of Directors and all Officers.

B. The PGC name **and insignia** shall be used **and the insignia of the PGC shall be displayed** only as authorized by the Board of Directors. Custody of the PGC Corporate Seal and record shall remain in the Corporate office. **The seal shall be affixed only to documents duly authorized by the Board of Directors.**

ARTICLE II MEMBERSHIP

SECTION 1. ELIGIBILITY

A. Membership in the PGC is open on a nondiscriminatory basis without regard to race, color, creed, sex, **age**, or national origin, to any **natural** persons who are in accord with and who will aid in the promotion of the aims and purposes of the PGC, who are engaged in the practice of or teaching of any of the handcrafts, or who are interested in the history, **or practice or collection of the crafts in Pennsylvania and adjoining other states or countries.**

B. A person may join the PGC through a chartered Chapter, through formation of a new Chapter, or through membership at large.

SECTION 2. PARTICIPATION

A. All members in good standing are eligible to hold office; to serve on committees or the Board of Directors; to attend PGC meetings; to vote in elections of Craftsmen Directors and to receive all the benefits specified herein for their individual membership categories as specified in the Policy & Procedures Manual.

B. A. CHAPTER MEMBERS in good standing are eligible to participate in the activities of their local Chapters; to hold office in the PGC; to serve on the Board of Directors; to serve on PGC committees; to attend PGC meetings; to vote in elections of PGC Craftsmen Directors; and to receive all the benefits specified herein for their individual membership categories. All Chapter members of Chapters must be members in good standing of the PGC. Chapter members are also subject to the provisions of the chapters to which they belong.

C. B. Members at large are PGC members who choose not to join a local chapter. Members-at-Large in good standing are eligible to hold office in the PGC; to serve on the Board of Directors of the PGC; to serve on PGC committees; to attend PGC meetings; to vote in elections of PGC Craftsmen Directors and to receive all the benefits specified herein for their individual membership categories.

SECTION 3. MEMBERSHIP CATEGORIES

A. All of tThe following membership categories are open to all both Chapter members. and Members-at-Large. Subcategories are permitted with Board approval and are outlined in the Policy & Procedure Manual.

B. CRAFTSMAN MEMBERS are individuals of any age who are actively working in craft creating work, and/or sharing work with the public. Craftsman Members are eligible to participate in PGC functions in any capacity except those limited to Juried Status and Juror. Craftsman members may choose to enhance their membership to Juried Status by meeting the standards required by the PGC Statement of Standards and presenting their work for examination by a qualified panel of jurors as outlined in Article IX, Section 2-B (Standards). This recognized distinction provides additional benefits to the member.

C. FRIEND MEMBERS are individuals of any age who love and/or support craft, and are not actively engaged in creating craft yet wish to support the PGC and receive membership benefits.

D. ORGANIZATION MEMBERS are any organizations including corporate, non-profit, private business or government agency wishing to support the PGC and receive membership benefits.

ARTICLE III DUES

SECTION 1. APPLICABILITY

A. All PGC members, except Complimentary members, shall pay annual dues to the PGC by the published due date. no later than December 31 for the following calendar year. The dues structure, timing and amounts shall be approved by the Board of Directors. Chapters may set their dues in keeping with the PGC Policy & Procedures Manual.

B. Dues paid by a new member joining the PGC during the fourth quarter of a calendar year shall be applied as full payment for the following calendar year.

B. C. A member whose renewal dues have not been paid in good funds to the Corporate Office or PGC Treasurer by January 31 of the new year on time is no longer considered a member in good standing, and becomes subject to the same dues and procedures (including Jurying) as a new member.

SECTION 2. METHOD OF PAYMENT

PGC and local chapter dues shall be collected as the Board of Directors shall from time to time specify.

SECTION 3. NOTIFICATION OF CHANGE

Notice of any proposed change in dues structure shall be published in the PGC newsletter and distributed to members no later than thirty (30) days prior to the PGC Board of Directors meeting at which the proposed change will be considered.

ARTICLE IV LOCAL CHAPTERS

SECTION 1. RECOGNITION

A. ORGANIZATION—Subject to approval by the Board of Directors, and in accordance with established procedures, a PGC Chapter may be organized by any ten or more persons who are eligible for member-

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ship in the PGC, or who are members of the PGC.

B. CHARTER—Upon approval of the Board of Directors, the **Vice-President Administration Corporate Office** shall issue a Charter to the new Chapter.

C. BENEFITS—Each Chapter holding a Charter from the PGC may use the name and insignia of the PGC.

D. MEMBERSHIP—Each January all Chapters shall submit in writing to the Corporate Office a list of the names and addresses of all Chapter officers. The **Vice-President Administration Corporate Office** shall verify the good membership standing of all Officers.

E. BYLAWS—All Chapters shall enact and maintain their Constitution and /or Bylaws to be in conformance with these Bylaws of the PGC. Each January all Chapters shall submit **in writing** to the Corporate Office **any and all revisions** of their current Constitution and/or Bylaws for the purpose of review and filing in the Corporate Office.

SECTION 2. REVOCATION OF RECOGNITION

A. REVOCATION—When a Chapter does not conform to the Bylaws, **mission and purposes** of the PGC, the Board of Directors may revoke the Charter. The procedure leading to revocation of a Charter shall be as follows:

i. A letter of notification that the Chapter is not in conformance with the PGC Bylaws and warning of the possible revocation of the Charter shall be sent to the Chapter by the **Corporate Office Vice-President Administration**;

ii. The Chapter will be allowed a period of **ninety (90) thirty (30)** days from the date of receipt of said Letter in which to prove compliance and conformance with the PGC Bylaws;

iii. If, after the aforesaid notification and **ninety thirty** day period, conformance with PGC Bylaws has not been proved, the Board of Directors may vote to revoke the Chapter's Charter. The **Corporate Office Vice-President Administration** shall then issue a notice of the revocation to the Chapter;

iv. When a Charter is revoked, the former Chapter must cease all use of the name and insignia of the PGC; and the Charter

shall be returned by the former Chapter to the Corporate Office;

B. APPEAL—Within thirty (30) days of issuance of the aforesaid notice of revocation of the Charter, a former Chapter may file a written appeal to the Board of Directors. Such appeal must show reorganization of the former Chapter in conformance with the PGC Bylaws. The Board of Directors shall then vote at their next meeting on whether or not to reinstate the Charter;

C. RIGHT OF MEMBERS—If an appeal is not made by a former Chapter whose Charter has been revoked, or if the Board of Directors votes to reject a former Chapter's appeal, but PGC dues have been paid by some of the former Chapter's members, those members will be considered members at large for the remainder of their **membership calendar** year with no adjustment in dues.

SECTION 3. VOLUNTARY DISSOLUTION

A. CHARTER—If any Chapter decides to dissolve itself or to cease its affiliation with the PGC, that Chapter's Charter shall be returned by the former Chapter to the Corporate Office.

B. RIGHTS OF MEMBERS—If a Chapter decides to dissolve itself or to cease its affiliation with the PGC, but PGC dues have been paid by some of the former Chapter's members, those members shall be considered members at large for the remainder of their **membership calendar** year with no adjustment in dues.

ARTICLE V BOARD OF DIRECTORS

SECTION 1.

The Board of Directors shall be the governing body of the PGC and shall be composed of a maximum of fifteen (15) voting members:

A. CRAFTSMAEN DIRECTORS—Nine (9) to twelve (12) openly elected from nominees, meeting the qualifications of members in good standing and having been so for at least one (1) calendar year. They should also be actively supporting or engaged in practicing or learning a craft.

B. COMMUNITY DIRECTORS—Up to five (5) drawn from the community within and surrounding the Commonwealth of Pennsylvania, chosen for their enthusiasm for the PGC and possessing skills and community contacts of value. They may, or may not, already be members of the PGC.

C. VICE PRESIDENT STANDARDS—One (1) director elected from the ranks of State Juried craftsmen, having Guild experience of which three (3) years will have been served as a member of the Standards Committee.

D. EX OFFICIO MEMBERS—The Executive Director shall have an ex-officio, non-voting status on the Board. The immediate Past President will be entitled to serve as an ex-officio, non-voting member of the Board for one (1) year at the end of his/her term of office.

E. OFFICERS—With the exception of the Vice President Standards (Article V, Section 3), the officers of the PGC shall be drawn from members of the Board of Directors. Officers shall be elected by the Board of Directors as specified in Article VII, Section 2.

SECTION 2. ELECTION OF CRAFTSMAEN DIRECTORS

The entire membership of the PGC is **eligible to shall** vote by ballot to elect Craftsmaen Directors. The procedure for this is **as follows outlined here and supplemented in the Policy & Procedures Manual**:

A. The Nominating Committee shall secure a list of nominees. Additional nominees may be presented to the Nominating Committee by any PGC member, and if they meet the qualifications of Board membership **shall be considered and presented for Board Endorsement. In addition, individuals who and** are supported by at least **five (5) ten (10)** members in good standing shall be placed on the ballot **provided they meet the qualifications of Board membership**.

B. All nominations, including resumes, signatures and consent to serve if elected, shall be made in writing **and forwarded** to the Chairperson of the Nominating Committee, **or** the President, **or Corporate Office**.

C. B. The good membership standing of **all the** nominees shall be verified by the **Vice-President Administration Corporate Office**.

D. C. The **Nominating committee Corporate Office** shall publish the list of consenting nominees with **their** resumes **information** in the Fall edition of the PGC Newsletter.

E. D. A ballot shall be distributed to each voting member, to be completed and returned to the Corporate Office by the date specified.

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F. E. The PGC President shall designate one or more member (s) as Vote Teller (s), who shall verify the validity of ballots, supervise the count of ballots, and confirm the outcome of the election.

G. F. The Corporate Office secretary shall notify all nominees and the President by mail or telecommunications as soon as results are learned, and shall notify the membership and Board of Directors by publishing the results. of the election in the PGC Newsletter.

H. G. Newly elected Craftsmen Directors shall take office on January 1 following their election, and serve a term of two (2) or three (3) years or until their successors are elected. Not more than six (6) consecutive years shall be served.

I. H. Vacancies –Vacancies among the Craftsmen Directors shall be filled by appointment by the President, for the term remainder, subject to confirmation by the Board of Directors.

SECTION 3. ELECTION OF VP STANDARDS

A. The qualification for nomination to the post of Vice President Standards will be previous experience in craft activity in the Guild, State Juried Status, and service on the Standards Committee. Nominations are made by the Standards Committee. Additional nominations may also be made by the Board provided the nominee meets the qualifications.

B. Qualifications of the nominee shall be verified by the Vice President Administration Corporate Office and passed to the President with the nominee's letter of intent and resume.

C. Once nominated, the position is approved by the Board of Directors. The Vice President of Standards will serve a term of three (3) years but not more than two (2) consecutive terms.

SECTION 4. ELECTION OF COMMUNITY DIRECTORS

A. The Executive Director will put together a list of potential Community Directors, bearing in mind the needs of the PGC for strong community leadership, finance and support. In concert with the President, he/she will forward recommendations to the Nominating Committee Chair beginning a discussion between themselves which should culminate in a name or names to be presented to the Board for election. The

President will then invite the elected individual to meet and join the Board.

B. Newly appointed Community Directors shall take office and serve a term of two (2) years commencing from the date of appointment. Not more than three (3) consecutive terms shall be served;

C. It shall be acceptable for the President to negotiate alternative periods of service where the Board agrees such a variance is appropriate.

D. Vacancies –Vacancies among the Community Directors shall be filled by appointment by the President, for the term remainder, subject to confirmation by the Board of Directors.

SECTION 5. DUTIES OF THE BOARD OF DIRECTORS

The duties of the PGC Board of Directors shall be:

A. To elect the Officers of the PGC.

B. To formulate all policies for the administration of the business of the PGC, and for the coordination of the activities of its Chapters and Members.

C. To approve an annual budget detailing anticipated revenues and expenditures of all PGC activities.

D. To establish such committees as the business of the PGC may require, and to define the purposes, authority, and budgets of said committees.

E. To establish the dues structure for all membership categories as stated in Article III, Section 1-A.

F. To confirm or reject individuals appointed by the President to fill vacancies among the Officers (Article VII, Section 2-G); Craftsmen and Community Directors (Article V, Section 2-IH and Section 4-D), and individuals appointed to the Standards Committee by the Vice President Standards (Article IX, Section 2-C).

G. To vote on all proposed amendments or revisions to the PGC Bylaws (Article X).

H. To approve the admission of new Chapters and the granting or revocation of Charters to Chapters (Article IV).

I. To communicate with other organizations and to support such activities as may advance the interests of the PGC and/or its members.

J. To purchase or otherwise acquire for the PGC any and all types of property, services, rights, or privileges which the PGC may legally acquire, at such price or consideration and upon such terms as the Board of Directors deems expedient.

K. To appoint, engage, discharge or suspend subordinated agents or employees of the PGC; to determine the duties and authority, and fix the salaries or compensation of said agents or employees.

L. To determine who shall be authorized to sign documents on behalf of the PGC.

M. To delegate any of the powers, but not the responsibilities, of the Board of Directors to any Committee, Officer, Agent, or Member of the PGC.

N. To do all such legal acts which may be necessary to conduct the business of the PGC and which are not by law, by Charter, or by these Bylaws required to be done by the members.

O. To publish or cause to be published a periodic newsletter which shall be distributed to all members. This newsletter shall be considered the official instrument of communication of the PGC Board of Directors and the Corporate Office with the membership. Publication in this newsletter shall constitute due notice to PGC Members, Chapters and Board of Directors members, except in cases in which a specific notification process is detailed in these Bylaws. The official newsletter of the PGC shall be the publication currently known as "Pennsylvania Crafts."

P. To remove from office a board member for actions inconsistent with the mission of the PGC.

SECTION 6. LIABILITY OF DIRECTORS

A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on

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information, opinions, reports or statements, including financial statements and other financial data; in each case prepared or presented by any of the following: (a) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons; or (c) a committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

A. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, suppliers, and customers of the Corporation and communities in which offices or other establishments of the Corporation are located, and all other pertinent factors.

B. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

C. A director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (a) the director has breached or failed to perform the duties of his office, and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

D. The provisions of Section 6 hereof shall not apply to: (a) the responsibility or liability of a director pursuant to any criminal statute; or (b) the liability of a director for the payment of taxes pursuant to local, state or federal law.

E. Notwithstanding any other provisions of these Bylaws, the approval of shareholders shall be required to amend, repeal or adopt any provision as part of these Bylaws that is inconsistent with the purpose or intent of Section 6, A., B., C., D., or E. of this Article V and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such shareholder approval.

SECTION 7. MEETINGS

A. The Board of Directors shall meet at least four (4) times each year at such time and place as designated by the President. Board members are obligated to make their best efforts to attend all meetings. Repeated absence may be reason to begin a process of inquiry.

B. Special meetings of the Board of Directors shall be called at the request of five (5) or more members of the Board of Directors or by the President.

C. Notice **in the PGC newsletter, by mail or telecommunication** shall be given to all members of the Board of Directors at least fourteen (14) days prior to any meeting of the Board of Directors.

D. A majority of the duly elected or appointed members of the Board of Directors must be present to constitute a quorum.

E. Each member of the Board of Directors present at a meeting shall have one vote on all motions which come before said Board for consideration. Voting privileges are not transferable.

F. An **annual report shall be published or an annual meeting of the PGC membership shall be held once each calendar year at such time and place as designated by the President.** This meeting shall be open, **or publication sent**, to all **current** members in good standing of the PGC. Officers and committee chairpersons shall render their annual reports at **the Annual Meeting this time. If a meeting is held, n**Notice of this **meeting** shall be published at least sixty (60) days in advance.

ARTICLE VI IDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

A. The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees,

judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

B. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of shareholders or directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end the provisions of this Article VI shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the BCL of any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the BCL to indemnify, or advance expenses to, directors and officers of corporations.

C. The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action or proceeding referred to in this Article VI in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation.

D. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

E. The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to:

- i. deposit funds in trust or in escrow;
- ii. establish any form of self-insurance.

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iii. secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation; or

iv. establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article VI. The provisions of this Article VI shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section A of this Article VI but whom the Corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the BCL or otherwise. The authority granted by this Section A shall be exercised by the Board of Directors of the Corporation.

F. The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation or any subsidiary providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

G. As soon as practicable after receipt by any person specified in Section A of this Article VI of notice of the commencement of any action, suit or proceeding specified in Section A of this Article VI such person shall, if a claim with respect thereto may be made against the Corporation under Article VI of these Bylaws, notify the Corporation in writing of the commencement or threat thereof; however, the omission so to notify the Corporation shall not relieve the Corporation from any liability under the Articles of these Bylaws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article VI of these Bylaws. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation to the reasonable satisfaction of such person. After notice from the Corporation to such person of its election to assume the defense thereof, the Corporation shall not be liable to such person under Article VI of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation

of its assumption of the defense thereof shall be at the expense of such person unless:

i. the employment of counsel by such person shall have been authorized by the Corporation;

ii. such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding; or

iii. the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article VI of these Bylaws or advancement of expenses are not paid or made by the Corporation, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses has been received by the Corporation, such person may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.

H. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VI.

I. Notwithstanding any other provisions of these Bylaws: the approval of shareholders shall be required to amend, repeal or adopt any provision as part of these Bylaws which is inconsistent with the purpose or intent of

this Article VI; and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such shareholder approval.

ARTICLE VII OFFICERS

SECTION 1.

The Officers of the PGC shall be: a President, a Vice President Administration, a Vice President of Standards, a Secretary and a Treasurer.

With the exception of the Vice President Standards, they shall each serve a term of one (1) year, but not more than three (3) consecutive terms, or until their successors are elected, beginning on January 1 following their election. The duties and responsibilities of the Officers shall be as follows:

A. THE PRESIDENT shall preside at all meetings of the PGC, the Board of Directors, and the Executive Board; shall appoint the Members of Standing, **Steering**, and Special Committees, except the Standards Committee; shall designate a Certified Public Accountant to examine annually the accounts and ledgers of the PGC; shall be an Ex Officio member of all committees except the Nomination committee; shall, in the absence or inability of the Treasurer, affix one of the necessary signatures or endorsements to checks, drafts, or notes; shall fill vacancies among the Officers and Directors by appointment, subject to confirmation by the Board of Directors, as specified in Article V, Section 2-**I**H and 4-D, and Article VII, Section 2-G; shall supervise the activities of the Corporate Office and its employees, acting as liaison between the Board of Directors and that Office; and shall generally direct the activities and policies of the PGC as formulated by the Board of Directors.

B. THE VICE-PRESIDENT ADMINISTRATION shall assist the President; shall act for the President in all matters when the President is absent or unable to act; shall represent the PGC when so directed by the President; shall serve as Chairperson of the Bylaws Committee (**as specified in Article IX, Section 1-C**); and shall serve as Parliamentarian. **He/she will also serve those functions to the Board which require Membership examination.**

C. THE VICE-PRESIDENT STANDARDS shall serve as Chairperson of the Standards Committee; and shall appoint members of the Standards Core Committee as specified in Article IX, Section 2-B. He/she will strive, by all means available to him/her, to uphold and improve the craft standards of all members, aiming to bring

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an ever increasing number to the level of State Juried Status.

D. THE SECRETARY shall keep a record of the minutes of all meetings of the Board of Directors, Executive Board, and the PGC membership; shall keep a record of voting members present at such meetings; shall confirm that distribute said minutes and records are distributed to all members of the Board of Directors; and shall oversee maintenance of a contemporaneous hand-book of all policies and procedures approved by the Board of Directors.; and shall give notice of the results of PGC elections to the members and the Board of Directors.

E. THE TREASURER or a duly appointed assistant shall, under the direction of the Board of Directors, oversee have charge of funds and monies of the PGC; shall confirm see that said funds and monies are deposited in the name of the PGC in depositories designated by the Board of Directors; shall confirm collection and receive receipt of all monies due the PGC; shall confirm payment of all vouchers and bills properly attested; and shall sign all checks and payments as necessary. The Treasurer, assisted by the Executive Director, shall present financial statements to the Board of Directors at meetings; and shall present a complete and accurate report of the finances of the PGC to the Board of Directors at each meeting. once each calendar year. The financial records of the PGC shall be examined annually by a Certified Public Accountant designated by the President, and the resulting report shall be submitted to the Board of Directors.

F. THE IMMEDIATE PAST PRESIDENT The immediate past president of the PGC shall be an ex officio, non-voting officer and a member of the Board and Executive Board for one (1) year following retirement.

G. In addition to the duties specified herein, the officers shall perform all the duties of their respective offices specified in the parliamentary authority. Officers may delegate their duties and authority, but not their responsibilities, to any PGC member.

SECTION 2. ELECTION OF OFFICERS

The Board of Directors shall vote to elect the officers of the PGC by the following Procedure:

A. Candidates for the offices of President, VP Administration, Secretary, and Treasurer, shall be nominated by the Nominating Committee. Candidate names will be drawn from the list of Board members who will serve in the year following the election;

B. The list of candidates shall be presented in writing by the Chairperson of the Nominating Committee to the Board of Directors. Said list of candidates shall be published in the agenda, included in the meeting notice, and sent mailed to Board members not later than two (2) weeks prior to the meeting at which voting will take place. Said voting meeting will normally occur during the fourth quarter of the calendar year.

C. Additional candidates may be nominated from the floor by any member of the Board of Directors prior to the vote.

D. Prior to the vote, candidates must indicate their consent to serve if elected. Candidates not present to accept the nomination shall indicate their consent in writing.

E. The Board of Directors shall vote by voice, ballot, or counted show of hands. The President shall verify and count (if necessary) the vote.

F. Officers thus elected will serve a term of one (1) year beginning January 1 following their election, or until their successors are elected.

G. Vacancies among the Officers shall be filled by appointment by the President, subject to confirmation by the Board of Directors.

H. In the case of resignation or death of the President, the Vice President Administration automatically becomes President for the un-expired term. In the absence of the President and the Vice President Administration, the Secretary is charged to call the meeting to order and preside until the immediate election of a Chairman is made by the Board of Directors.

ARTICLE VIII EXECUTIVE BOARD

SECTION 1. ORGANIZATION

A. The Executive Board shall consist of the Officers of the PGC, plus the Executive Director and Past President, who both serve as ex officio, non-voting members.

B. Meetings of the Executive Board shall be held at such time and place as designated by the President, may be held by telecommunication, and may be called without prior notice. The quorum for Executive Board meetings shall be three (3) Officers.

SECTION 2.

The duties of the Executive Board shall be:

A. The preliminary evaluation of proposals and projects for consideration by the Board of Directors.

B. Preparation of the annual corporate budget, and submission of said budget to the Board of Directors for approval.

C. Supervision of expenditures by and for the PGC.

D. Investigation and recommendations to the Board of Directors on personnel matters.

E. To provide counsel and advice to committee chairpersons.

F. To transact the business of the PGC between regular meetings of the Board of Directors under the following circumstances:

i. when emergencies arise requiring immediate action, the Executive Board may act as the Agent of the Board of Directors with regard to those duties specified in Article V, Section 5, paragraphs A through P inclusive, exercising any of the powers of said Board. An emergency shall be defined as any situation in which failure to act decisively without a meeting of the Board of Directors may result in: personal, bodily, or advertising injury to any person or organization; loss of or damage to any property; financial loss or damage to the PGC, any of its members, or any affiliated organization; any legal action against the PGC, any of its members or any affiliated organization; riot, civil disorder, or any criminal activity; and/or cancellation or loss of insurance coverage of the PGC or any affiliated organization.

G. The Executive Board shall not assume any of the duties of the Board of Directors specified in Article V, Section 5, except as specifically authorized in Article VIII, Section 2-F, above, and shall report to the Board of Directors at all PGC meetings.

H. The Executive Board may approve expenditures of not more than five hundred dollars (\$500) one thousand (\$1,000) each for items not previously specified in the PGC budget. Expenditures of more than five hundred dollars (\$500) this amount each must be approved by the Board of Directors.

ARTICLE IX COMMITTEES

SECTION 1.

Pursuant to Article V, Section 5-D, the Board of Directors shall establish such

PENNSYLVANIA GUILD OF CRAFTSMEN: BYLAWS

proposed administrative amendments as of March 9, 2011

Red = delete, Blue = new

committees as the business of the PGC may require. Committees should be of **three (3)** **these** types:

A. STANDING COMMITTEES shall be established as specified in Article IX, Section 2.

B. SPECIAL COMMITTEES shall be formed for the planning and operating of specific projects and/or activities of the PGC, and shall be in existence for the duration of their particular project or activity.

C. The President shall appoint the members of all committees (as specified in Article VII, Section 1-A) except the Standards Committee which is specified in Article IX, Section 2-B.

SECTION 2.

The Standing Committees of the PGC shall include:

A. NOMINATING—The Nominating Committee shall annually prepare the list of Nominees for **Craftsmen** Directors as specified in Article V, Section 2, and the list of candidates for PGC Officers as specified in Article VII, Section 2.

B. STANDARDS—The Vice President Standards shall chair a committee to establish, modify and enforce compliance with a Statement of Standards approved by the Board of Directors, and to screen, jury or judge the work of applicants for **Juried Membership Status** according to the Jurying policy and procedures approved by the Board of Directors. Six (6) or more members holding juried status shall be appointed by the Vice-President Standards and approved by the Board of Directors, and shall each serve a term of **up to** three (3) calendar years. **Each year the terms of one-third of the committee members shall expire.**

C. REVIEW—The Review Committee shall investigate and hold hearings into complaints, grievances or appeals by a PGC member or chapter against the PGC, any of its committees, officers, agents, or members. The Review Committee shall determine whether the aggrieved member or Chapter was fairly treated and received due process, whether PGC policies and procedures were properly administered, and whether PGC committees, officers, agents, members or Chapters acted appropriately.

The opinion of the committee shall be rendered to the Board of Directors with a recommendation for the appropriate action.

Proceedings of the Review committee shall be conducted according to procedures approved by the Board of Directors. The Review Committee shall consist of not less than three (3) members including a chairman. Two (2) alternate members may be appointed by the President as necessary to serve in the absence of any regular committee member except the chairman. Committee members shall each serve a term of three (3) calendar years. A majority of the committee must be present to constitute a quorum.

D. Additional Standing committees shall be established by the Board of Directors, and their members and chairpersons appointed by the President, as may be deemed expedient.

ARTICLE X AMENDMENTS AND REVISIONS

SECTION 1.

The procedure for amendment to or revision of these Bylaws of the PGC shall be as follows:

A. Proposals for amendment or revision shall be presented in writing to the Vice-President Administration. All such proposals shall include the endorsement of at least two members of the Board of Directors.

B. Every practical and reasonable effort to inform PGC members of a petition to amend the bylaws will be undertaken by the Board. A thirty (30) day period will be allowed for this communication and the return of written comments or proposed amendments to the Vice President Administration.

C. The Vice President Administration shall present said proposals to the Board of Directors for action.

D. Once the final form of the proposed amendment or revision has been presented to the Board of Directors, a period of not less than thirty (30) days shall elapse before said amendment or revision may be voted upon.

E. The proposed amendment or revision will become part of these Bylaws upon an affirmative vote of two-thirds of the members of the Board of Directors present at a meeting of the PGC Board of Directors.

F. TRANSITIONAL IMPLEMENTATION
Recognizing that the reduction of the Board of Directors from approximately 33 in 2007 to a maximum of 15 in this revision of the bylaws must be done thoughtfully and carefully, the Board has the authority to approve and periodically modify, a transition plan, allowing for intermediate number of Board Members in the years 2008 and 2009. This provision acknowledges that full implementation will be completed by January 1, 2010.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the PGC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Corporate Charter, and any special rules of order the Board of Directors may adopt.

ARTICLE XII DISSOLUTION

The PGC may be dissolved by a two-thirds vote of the total membership of the Board of Directors after sixty (60) days notice has been published to all members. In the event of a dissolution of the PGC for any cause, all monies, securities, and property of any nature which the PGC has received or acquired and which at the time may be owned by or under the absolute control of the PGC shall be donated to such organization (s) or corporation (s) as the PGC Board of Directors may designate, to be used for such public, charitable, or educational purposes as said Board may deem appropriate, except, however, that no part of the monies, securities or property of the PGC shall inure to the benefit of any individual PGC member or employee.

Adopted September 12, 1990
Amended April 7, 1991
Amended September 13, 2000
Amended March 17, 2004
Amended August 9, 2006 (Article I, Section 1. B)
Amended October 11, 2006 (Article III, Section 2)
Amended January 23, 2008
Amended August 18, 2009