

# CONSTITUTION AND BYLAWS OF THE SAN FRANCISCO BAY AREA PUPPETEERS GUILD

ARTICLE I -- NAME The official name of this association shall be THE SAN FRANCISCO BAY AREA PUPPETEERS GUILD (SFBAPG).

## ARTICLE II -- PURPOSE

Section 1. The purpose of this organization shall be to encourage and promote puppetry as a means of communication and as a performing art; and to improve proficiency in the art of puppetry, both professional and amateur, through publications, workshops, conventions, meetings, education programs, advisory services, performances, and any other means.

Section 2. This organization shall never be operated for the primary purpose of carrying on a trade or business for profit.

## ARTICLE III -- MEMBERSHIP

Section 1. Eligibility. Membership in this organization is open to any person subscribing to the purpose of this organization, subject to the payment of the requisite dues.

Section 2. Categories, definitions and rights.

2.1 Categories. There shall be six categories of membership: Adult; Joint; Senior; Junior; Foreign; and Life.

2.2 Definitions.

(a) Adult Membership is open to any person age 18 and older.

(b) Joint Membership is open to two or more people who live at the same street address.

(c) Senior Membership is open to any person age 65 or older.

(d) Junior Membership is open to any person age 17 or younger.

(e) Foreign Membership is open to any person who does not reside in the U.S..

(f) Life Membership shall be bestowed very rarely, and only on outstanding members who are designated by a unanimous vote of the Board as having given unusual or longtime service to the SFBAPG. Life members shall not be required to pay dues.

2.3 Rights.

(a) Adult, Senior, Junior, Foreign, and Life Membership shall entitle the holder to the right to vote; the right to hold office; the right to serve on committee; and one copy of each of the organization's publications and notices.

(b) Joint Membership shall entitle two individuals living at the same street address to the same rights and privileges as Adult Membership, except that only one copy of each of the organization's publications shall be sent to each Joint Membership address.

Section 3. Suspension or revocation of membership. By a two-thirds vote of the Board, the Board may suspend or revoke the membership of any member willfully violating these bylaws or acting in a manner harmful to the organization.

## ARTICLE IV -- BOARD MEMBERS

Section 1. Number and name. There shall be nine Board Members. Collectively, all nine Board Members shall be known as the Board.

Section 2. Eligibility. Any member shall be eligible to run for election to the Board as long as he or she has been a member for at least one year prior to taking office.

Section 3. Term limits.

3.1 The term of office for each Board member shall be three years. Each term shall begin on June 1, after the May election.

3.2 Each Board member shall be allowed to serve no more than two consecutive three-

year terms. A Board member who has completed two full consecutive terms shall not be eligible to be elected to the Board again until one year after the end of the Board member's last term.

Section 4. Early vacancies. If a Board position is vacated before the term has expired, the President shall select a candidate to complete the term of office. Approval of the candidate shall be subject to a simple majority vote from the Board.

## ARTICLE V -- BOARD OFFICERS

Section 1. Name. The President, Vice President, Secretary, Membership Officer, and Treasurer shall be chosen from within the ranks of the nine Board Members. The President, Vice President, Secretary, Membership Officer and Treasurer shall be known as Board Officers. A Board may decide that any of these four Board Officer positions may be shared by two Board Members. In that case, the position titles would be changed to Co-President, Co-Vice President, etc..

Section 2. Eligibility. A Board Member shall be eligible to be a Board Officer if the Board Member has been an SFBAPG member at least for the following number of years: President, 3 years; Vice President (V.P.), 1 year; Secretary, 1 year; Membership Officer, 1 year; Treasurer, 3 years. The Board may make an exception to these eligibility requirements in the event that no available Board Member qualifies on the basis of length of membership.

Section 3. Election. Every Board shall elect from among its nine members, the President, Vice President, Secretary, Membership Officer, and Treasurer. This shall be done at the first meeting of every newly formed Board. The election shall be by secret ballot. The outcome shall be determined by a simple majority vote.

Section 4. Term limits.

4.1 Term of service. The positions of President, Vice President, Secretary, Membership Officer, and Treasurer shall be elected by the whole Board every year. In other words, the term of service for the positions of President, Vice President, Secretary, Membership Officer and Treasurer shall be one year.

4.2 . Term renewals and limits.

(a) President, V.P., and Secretary. The President, Vice President, and Secretary shall be allowed to serve no more than three consecutive terms (that is, three years) in the same Board Officer position. Upon finishing three consecutive terms in one Board Officer position, the President, V.P., and Secretary may serve again in the same position only after he or she has been out of said position for at least two years.

(b) Membership Officer and Treasurer. The Membership Officer and Treasurer shall be allowed to serve no more than six consecutive terms (that is, six years) in the same Board Officer position. Upon finishing six consecutive terms in one Board Officer position, the Membership Officer and Treasurer may serve again in the same position only after he or she has been out of said position for at least two years.

## ARTICLE VI -- DUTIES OF BOARD OFFICERS

Section 1. President. The President shall be the chief officer of the organization and shall preside over all Board and general membership meetings. In general, the President shall supervise and guide the business, activities and officers of the organization; and shall see that orders, directives and resolutions of the Board are implemented.

Section 2. Vice President. In the absence or disability of the President, the Vice President shall exercise all the powers and perform all the duties of the President, and when so acting, be subject to the prescribed restrictions on the President's office. The Vice President shall have such other powers and duties as may be prescribed by the organization's bylaws and the Board.

Section 3. Secretary.

3.1 The Secretary shall keep or cause to be kept, an accurate record of the proceedings of all Board meetings, and all general membership meetings. The Secretary shall duplicate and distribute copies of meeting minutes to all Elected Board Members and Appointed Officers.

3.2 The Secretary shall receive, preserve and file all documents and papers relating to the business of the organization; and shall regularly update and keep a register of all Board Members, Appointed Officers, and committee members.

#### Section 4. Membership Officer.

4.1 The Membership Officer shall maintain a roster of current members; shall publish the annual Guild Membership Directory; and shall disseminate one copy of the Guild Membership Directory to each membership unit. The Membership Officer shall pass new email addresses to the Email Coordinator and shall inform the Newsletter Editor of any members who wish to receive the Newsletter via postal mail rather than email. The Membership Officer shall seek out and encourage new members.

4.2 The Membership Officer shall maintain the hardcopy membership form and shall oversee the membership form on the Guild web site.

4.3 The Membership Officer shall collect dues from members and shall deposit said dues into the Guild bank account. The Membership Officer shall inform the Treasurer in a timely manner of all financial transactions.

#### Section 5. Treasurer.

5.1 The Treasurer shall keep and maintain, or cause to be kept and maintained, correct accounts of the properties and business transactions of the organization, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

5.2 Within thirty days after the end of each membership year, the Treasurer shall submit to all Board Members a written Annual Financial Report on the organization's financial condition, including a detailed account of all the previous year's transactions and balances, as well as a Summary Financial Report to be published in one of the organization's official publications. Six months after the end of the membership year, the Treasurer shall submit to all Board Members a written Mid-Year Financial Report of all transactions that have taken place since the Annual Financial Report.

### ARTICLE VII -- APPOINTED OFFICERS

Section 1. Name. Appointed Officers may include, but shall not be limited to, the following: Newsletter Editor, Librarian, Historian, Hospitality Chair, Email Coordinator, Scholarship Chair, Web Master, and Publicity Chair.

Section 2. Eligibility. Any member, including any Board member, shall be eligible to be an Appointed Officer.

Section 3. Selection. The selection of an Appointed Officer shall be subject to a two-thirds majority vote of the Board. An Appointed Officer position may be created whenever a majority of the Board agrees it is necessary to carry on the business of the organization.

Section 4. Term of service. The regular term of service for Appointed Officers shall be one year and shall be renewable indefinitely by the Board, subject to a two-thirds majority vote of the Board before each renewal.

Section 5. Early vacancies. If for any reason an Appointed Officer position is vacated before the term has expired, the President shall select an Interim Appointed Officer to fill the position temporarily, subject to a majority vote of approval by the Board.

Section 6. Replacing appointed officers unable or unwilling to fulfill duties. The Board may remove, by a two-thirds vote, any Appointed Officer who is deemed unable or unwilling to fulfill the duties of his or her appointed position. If the Board votes to remove an Appointed Officer, then the President shall select an Interim Appointed Officer in accordance with Section 5 of this Article.

## ARTICLE VIII -- BOARD MEETINGS

Section 1. Notification. Notification of the date, time and place of any in-person or teleconference Board meeting shall be given to each Board Member and Appointed Officer at least two weeks, but preferably at least four weeks, in advance.

Section 2. Quorum. Six Board members shall constitute a quorum for the transaction of business.

Section 3. Scheduling. Meetings may be called by the President as he/she determines the need; or by request of at least three Board members requesting that such a meeting be called.

Section 4. Annual Meeting. There shall be one annual Membership Meeting in May or June of each year for conducting organizational business (cf. Article X), which shall include electing members of the Board, making changes in the bylaws, and any other items that at least three members of the Guild request the President to place on the agenda.

Section 5. Other Meetings. Other meetings of the regular Membership during the year as part of Guild meetings may be held to discuss relevant issues and offer feedback to the Board, but these meetings have no decision-making status; only regularly-constituted Board Meetings and the annual Membership Meeting are the authorized occasions for official resolutions.

Section 6. Special. An exception to Sec. 5 may be made by Board resolution if there is business to contract that the Board deems necessary to involve the full membership, in which case the same provisions of advance notification and balloting shall pertain as for an Annual Meeting.

Section 7. On-line Board Resolutions. The Board is authorized to engage in email discussions and take binding votes online or by conference call on occasions when the President determines a resolution requires prompt action. Such decisions will be included by the Secretary in the official Board Minutes. The same provisions for quorum and notification shall apply as for regularly scheduled meetings.

## ARTICLE IX -- COMMITTEES

Section 1. Eligibility to serve. Any member of the SFBAPG may serve on committee.

Section 2. Categories. There shall be two categories of committees: Advisory Committees and Selection Committees.

Section 3. Advisory Committees.

3.1 Establishment. The Board may establish standing (permanent) and ad hoc (short-term) Advisory Committees. The creation of new Advisory Committees and the approval of new Advisory Committee members shall be subject to a simple majority vote by the Board.

3.2 Term of service.

(a) Standing. The term of service for any member of a standing Advisory Committee shall be two years, unless a two-thirds majority of the Board votes to remove said member from a committee or dissolve the committee entirely.

(b) Ad hoc. The term of service for any member of an Advisory Committee shall be for the duration of the Committee, as set by the Board.

Section 4. Selection Committees.

4.1 Definition. A committee shall be categorized as a Selection Committee if its goal is (1) to choose recipients for awards or scholarships, or (2) to select candidates for election to office. Selection Committees shall include, but shall not be limited to, the Awards Committee, the Scholarship Committee, and the Nominating Committee.

4.2 Committee membership. The Board shall choose all Selection Committee members by a simple majority vote.

4.3 Term of service. The term of service for each Selection Committee member shall be one year. No Selection Committee member shall serve more than three consecutive one-year terms. The maximum term to chair any Selection Committee shall be three consecutive years. Exception: Nominating Committee.

4.4 Nominating Committee.

(a) Eligibility and number. The Nominating Committee shall be a committee comprised of three members. One member shall be a current Board Member; the other two shall be Guild members in good standing but not currently Board Members.

(b) Selection and term. Member terms shall be three years, with one member rotating off and the Nominating Committee selecting a new member each year. Outgoing Board Members shall be eligible to be on the Nominating Committee.

(c) The duties of the Committee shall be to solicit potential candidates for the Members in time for the annual election; to receive other nominations (with the nominee's approval) from the general membership; to ascertain the eligibility of anyone nominated or self-nominated; and to organize biographical data or statements for the newsletter prior to balloting. They must include all eligible nominees on the slate presented to the membership.

Section 5. Early vacancies. If any Selection or Advisory Committee member's position is vacated before the term has expired, the President may select a replacement to complete the term of service, subject to a majority vote of the Board.

## ARTICLE X -- ELECTIONS

Section 1. Annual ballot. The annual ballot shall include the slate of candidates for the Board, approved proposals to change the bylaws, and any other measures that are approved by a majority vote of the Board. The ballot shall allow for write-in candidates for each Board position.

Section 2. Election procedure. The Newsletter Editor shall assure that the annual ballot is sent to the members at least two weeks before the May Guild meeting. Each member shall be allowed to choose one of three ways to vote: by email, postal mail, or in person at the May meeting. Email and postal mail votes shall be due one day before the May meeting. In the case when there is no Guild meeting in May, the ballot shall be sent to the members at least two weeks before the next scheduled Guild meeting, and the election shall take place at that meeting.

One vote shall be allowed per member. The slate of candidates shall not be subject to revision or approval by the Board, unless the Nominating Committee has prepared the slate in violation of these bylaws.

Section 3. Teller. The Board shall select a teller to validate and tally the ballots. The teller shall not be a Board Member or a member of the Nominating Committee.

## ARTICLE XI-- DUES AND FINANCES

Section 1. Annual dues. Annual membership dues shall be due in the first month of the membership year.

Section 2. Dues adjustment. Any change in the amount of Branch dues must be approved by a two-thirds vote of the Board. The membership shall be notified of any dues increase at least 30 days before the membership renewal deadline.

Section 3. Bank account.

3.1 Number of signatories. Three signatories shall be required on all bank accounts. The signatories shall be the Treasurer and two other members who shall not be Board members.

3.2 Signatures on checks. Only one signature shall be required on any check for less than \$500. Two signatures shall be required on any check for \$500 or more.

Section 4. Compensation. Payment of money may be made to members for

reimbursement for actual expenses accrued for purchases for the Guild or as reasonable compensation for services significantly beyond the normal level of volunteer hours contributed by other members or officers. Compensation for such special services must be approved by 2/3rds of the full Board.

The Board shall determine and publish to the membership a consistent policy of payment for presentations offered to the Guild, whether by members or non-members.  
Section 5. Approval for large expenditures. Any single expenditure of \$500 or more must be approved by a two-thirds majority of the Board and a two-thirds majority of votes cast by the members present at a duly-called meeting.

**ARTICLE XII -- ROBERT'S RULES OF ORDER** The conduct of business at all meetings shall be governed by the current edition of Robert's Rules of Order, except when Robert's Rules of Order are inconsistent with these bylaws.

#### **ARTICLE XIII-- AMENDMENTS TO THESE BYLAWS**

Section 1. Initiation of amendment. Any member may propose an amendment to these bylaws. The proposal must be submitted to the Board and must include the exact wording and rationale for the proposal.

Section 2. Approval to proceed. In order for an amendment to be presented to the membership for discussion, the amendment must have the approval of at least two Board members.

Section 3. Notifying membership. Once an amendment to these bylaws has been initiated according to Sections 1 and 2 of this Article, the exact wording of the amendment and its rationale must be published in the SFBAPG newsletter and disseminated to the membership before a duly-called general meeting.

Section 4. Right to be on ballot. To be granted the right to be on a ballot, any proposed amendment to these bylaws must be approved by at least two Board members.

Section 5. Membership vote. These bylaws shall be changed only by a vote of the membership. In order for a proposed amendment to become part of these bylaws, a two-thirds majority of the votes cast must be in favor of the proposal.

#### **ARTICLE XIV -- DISSOLUTION**

In the event that the San Francisco Bay Area Puppeteers Guild dissolves, the net assets remaining after the discharge of all obligations shall be transferred to a nonprofit 501(c)3 organization or organizations whose mission is to further the art of puppetry. At the time of dissolution, the recipient organization(s) shall be chosen by a majority vote of the Elected Officers.