



Northern Virginia Bead Society

BY-LAWS

ARTICLE I. NAME

The name of this organization shall be Northern Virginia Bead Society, of the Commonwealth of Virginia, and shall hereinafter be referred to as NVBS.

ARTICLE II. PURPOSE

Section 1. The Northern Virginia Bead Society (NVBS) was founded in February of 1992, and established exclusively for educational, charitable, social, cultural, and artistic purposes as defined by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of NVBS is to encourage members of the community to appreciate and participate in the visual arts through beads, to provide a network for educational opportunities, and to foster the exchange of ideas regarding beading and techniques.

Section 2. No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 3. No discrimination shall be made with regard to race, color, creed, gender, age, disability, sexual orientation, or national origin.

ARTICLE III. MEMBERSHIP

Section 1. Any person who supports the purpose of this organization may become a member upon application and payment of dues.

Section 2. A new member is anyone that has not been an active member for three (3) consecutive calendar years.

Section 3. Annual dues shall be payable upon notification by the Treasurer-Membership Chair. Dues will be collected once per year on a calendar-year basis. Reminders for the next year's membership will be sent to all members in early-mid December via e-mail, with a due date of January 31 of the next calendar year. New members joining between June 1 and December 31 will receive their dues amount for the remainder of the year prorated by 50%. Those persons whose dues are not paid in full by February 1 shall be automatically designated as an inactive member.

Section 4. An Inactive Member cannot participate in NVBS activities, programs, classes, etc. as a member until their account has been brought up to date, and all dues have been paid.

Section 5. Membership runs on a calendar year, from January through December and dues are not refundable.

Section 6. Only members in good standing can vote and hold office.

Section 7. Membership may be revoked by the majority vote of the Board of Directors upon receipt of a petition for cause by a member or members in good standing.

ARTICLE IV. ELECTED OFFICERS

Section 1. The elected officers of the NVBS shall be President, Vice President, Secretary, and Treasurer - Membership Chair.

Section 2. Elected Officers shall serve alternating terms of two years. The President and Secretary are elected in alternating years to the Vice President and Treasurer. Starting in 2012, elections will be held in November with the term of office beginning the following January 1.

Section 3. No member shall serve more than two terms consecutively in the same office, and no member shall hold more than one elected office at a time.

Section 4. If the President is no longer able to serve, the Vice-President shall automatically become President for the remainder of the current term. If any other board member is unable or unwilling to serve the remainder of their term, there shall be a special election by NVBS membership to fill the vacancy.

Section 5. Nominations and Elections:

- a. A nomination committee of three (3) members-at-large, including at least one member of the current Board of Directors, shall be filled from the general membership at the April meeting. This committee shall report to the volunteer chair.

- b. The nomination committee shall nominate at least one member in good standing as a candidate for each of the offices to be filled. They must obtain consent from each of the nominees, and submit a written report of qualifications to the members at the October meeting before the election. Members of the nomination committee are not eligible for nomination.
- c. The election of officers shall be at the November meeting, as referenced in Article IV, Section 2. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees.
- d. In case of an unfilled vacancy the incumbent will remain in the position no more than 60 days , by which time the nominating committee must find a candidate.

Section 6. The Elected Officers shall have general authority over the NVBS between meetings of the Board of Directors (any action taken by the Elected Officers shall be reported at the next Board meeting), may hold meetings between meetings of the Board of Directors, and they shall also perform other duties specified in these By-Laws.

ARTICLE V. COMMITTEES

Section 1. The President shall appoint and/or replace all Standing Committee Chairs, with the approval of the Board of Directors. Said appointments shall be announced at the first NVBS meeting following their selection, or as appropriate.

Section 2. Special, or ad hoc, Committees or additional Standing Committees shall be appointed by the President as the general membership or the Board of Directors deems necessary including, but not limited to, a committee to periodically review these By-Laws. A By-Laws Review Committee shall consist of at least three (3) members with representation from the Board of Directors and the General membership.

Section 3. The President shall be an ex officio (non-voting) member of all committees except the Nomination Committee.

Section 4. See statement of purpose in standing rules for each committee and responsibilities.

ARTICLE VI. Board of Directors

Section 1. The Board of Directors will supervise the affairs of the NVBS between its business meetings. Supervision includes setting the day, hour, and place of Board of Directors meetings, presenting recommendations to the general membership, and

performing other duties specified in the By-Laws. The Board's actions shall in no way conflict with a majority vote decision taken by the general membership.

Section 2. Special meetings of the Board may be called by the President or by any three members of the Board, one of whom shall be an elected officer. The Board of Directors must be notified seven days in advance of a special meeting, and no business other than that stated in the notice may be transacted.

Section 3. Quorum for all Board of Directors' meetings shall be a majority of its voting members.

Section 4. Any elected or appointed official can be considered for removal from office when a member in good standing submits a written petition to the Board of Directors. The Board of Directors shall notify the subject of the petition immediately. The subject of the petition will have the opportunity to address the petition either by written or verbal format and will respond to the Board of Directors in 30 calendar days. The board of directions will consider the matter and determine the appropriate course of action. The removal from office does not affect general membership.

ARTICLE VII. MEETINGS

Section 1. The Annual Meeting shall be held in January for the purpose of receiving annual reports from the officers and standing committees, presenting a budget, and transacting any other business that may arise.

Section 2. Special business meetings for the members may be called by the President, the Board of Directors, or by any seven members, two of whom must be Board members. A seven-day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 3. Items requiring a decision will be carried by majority vote of general members in attendance at any official NVBS meeting.

Section 4. General business meetings are open to non-members without charge (i.e. joining NVBS) with a limit of two visits per twelve (12) month period.

Section 5. Board of Directors will meet a minimum of four (4) times per year and the general membership will be notified in a timely manner so they may attend.

ARTICLE VIII. FISCAL POLICIES

Section 1. The Fiscal Year shall be from January 1 through December 31.

Section 2. The books and accounts of the NVBS shall be kept in accordance with accepted general accounting practices.

- a. The Treasurer shall provide NVBS with a yearend preliminary report of the finances of the organization for the previous year at the Annual meeting each year.
- b. Annual and quarterly financial reports will be published in the NVBS newsletter.
- c. The President will make arrangements for an annual financial audit.
- d. The annual audit must be performed and completed by a member or professional with accounting experience no later than March 1. The member or professional chosen to perform the audit must not have participated in NVBS financial management anytime during of the same period as the audit. The Treasurer must be present during the annual financial audit.

Section 3. The Board of Directors may, at its discretion, authorize invited contracted instructors or vendors to sell their products at the NVBS meeting at which they are making a presentation. Contracted presenters are not required to be members of the NVBS.

Section 4. No one may profit from membership in the NVBS by sales, or solicitation of sales, at meetings or workshops.

Section 5. Budget

- a. A Budget Committee shall meet to prepare a budget for the forthcoming year no later than the end of October. The proposed budget must be presented for review by the Board of Directors no later than the end of November. The Budget Committee will present the Board approved operating budget to the membership for NVBS approval at the Annual Meeting (reference Article VII Section 2).
- b. Budget Committee members shall be approved by the Board of Directors, and shall be comprised of at least three NVBS members, one of whom must be the current Treasurer and at least one of whom shall be from the general membership.
- c. Approval of the Budget shall be by the majority of those general members attending the Annual Meeting.
- d. The incumbent Budget Committee shall review the operating budget to determine compliance or adjustments on a semi-annual basis.

Section 6. The Board of Directors shall not expend any non-budgeted amounts in excess of \$500.00 without prior approval by the majority of the general membership in attendance at an official NVBS meeting, such approval being obtained by:

- a. Notification in writing or by email to the membership at least fifteen (15) days prior to the meeting at which the vote is to be taken,
- b. Notification must include the amount and purpose of the expenditure, and

Section 7. Non-budgeted donations of monies by the NVBS may be made to any organization or person who the majority of the members in attendance at the meeting designate as the recipient. Notice of such a proposed donation shall be submitted in writing to the members at least fifteen (15) days prior to the meeting at which such vote is to be taken.

Section 8. Members may be reimbursed for purchases made on behalf of NVBS provided the following conditions are met:

- a. Prior approval is obtained in writing from the appropriate Committee Chair and Treasurer for any and all purchases, even those previously budgeted
- b. Receipts may not be combined with personal purchases
- c. Complete receipts must be submitted within 30 days of purchase with the required Reimbursement Request Form

Section 9. Indemnification of Directors or Officers:

- a. Directors and Others Covered: Directors whom the NVBS may indemnify under this paragraph include the Directors described in these By-Laws as members of the Board of Directors. Officers whom the NVBS may indemnify under this paragraph are the elected officers described in these By-Laws. If an officer or director is described in this Section, indemnification may be paid to his/her duly qualified executor, administrator, or other personal representative.
- b. Legal Actions, Suits, or Proceedings brought against Directors or Officers of the NVBS:
 - (1) Discretionary Indemnification: Except as provided in paragraph (2) below, the NVBS may, at the sole discretion of the Board of Directors, indemnify any director or officer or former director or officer described above against any judgment and any expenses including attorneys' fees, actually, reasonably and necessarily incurred by him/her in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.

- (2) Limitations Upon Indemnification: The NVBS shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the NVBS Board of Directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to Northern Virginia Bead Society.
- (3) Payment of Indemnification:
- (i) Approval: Notwithstanding the foregoing paragraphs, the NVBS shall not indemnify any director or officer described above unless such indemnification is approved by its Board of Directors acting by a majority which consists of Directors who are not parties to the action or proceeding for which indemnification is considered.
 - (ii) Notice to Members: If any expenses or other amounts are paid by way of indemnification of a director or officer, other than by court order or action by the members, the NVBS shall prepare a statement specifying the person(s) paid, the amount paid, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the NVBS to its members of record entitled to vote for the election of Directors within three (3) months from the date of payment.

Section 10. Corporate Property and Dissolution

- a. Corporate Property: All property, real, personal or mixed, legal or equitable, acquired by the Society by grant, purchase, gift, bequest or devise, shall be corporate property.
- b. Dissolution: In the event of dissolution of the corporation, the Board of Directors shall after making provision for the payment of all the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation, in such manner, or to such organization, or organizations, organized and operated exclusively for charitable, educational or cultural purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future U.S. Internal Revenue Law, as the Board of Directors shall determine. No part of the assets of the corporation shall be distributed to its members, trustees, officers or other private persons, except to pay for reasonable compensation for services rendered or as otherwise permitted under the Society's Articles of Incorporation.

ARTICLE IX. AMENDMENT TO THE BY-LAWS

These By-Laws may be amended by a majority of all general members present at any regular meeting of Northern Virginia Bead Society provided the proposed amendment has been submitted, in writing, to the membership at least fifteen (15) days before the meeting.

MEMBERSHIP APPROVAL:

Reviewed and Adopted by the General Membership on the ____ day of _____, 2013

PRESIDENT: _____ DATE: _____
DIANE DENNIS

SECRETARY: _____ DATE: _____
DIANA IVEY

VICE PRESIDENT: _____ DATE: _____
LISA NORTON

TREASURER: _____ DATE: _____
HELEN VICTOR