

# Loose Bead Society of Greater Milwaukee, Inc.

## Bylaws

Approved October 15, 2001  
Amended November 19, 2007  
Amended September 21, 2009  
Amended November 22, 2010  
Amended October 17, 2011  
Amended August 19, 2013  
Amended October 16, 2017  
Amended November 19, 2018

### **ARTICLE I. Name**

#### Section 1

The name of this organization shall be the “Loose Bead Society of Greater Milwaukee, Inc.,” referred hereafter in these bylaws as “LBS.”

#### Section 2

A mailing address shall be maintained for LBS.

### **ARTICLE II. Purpose**

#### Section 1

LBS shall promote and encourage interest in beadwork and related fields through social and educational programs as well as community service projects available to its members and the general public.

#### Section 2

The organization is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)3 of the Internal Revenue Code.

### **ARTICLE III. Membership**

#### Section 1

Membership in LBS shall be open to those who are interested in the purpose as stated in Article II.

#### Section 2

Membership in good standing is maintained by paying annual dues and representing LBS in a manner consistent with our Code of Conduct.

#### Section 3

Code of Conduct. Members of the Loose Bead Society of Greater Milwaukee must behave in a manner that is supportive of LBS and its purposes. All members will treat guests and fellow members with respect at LBS-sponsored events and when representing themselves as LBS members in public. The Board of Directors will review conduct violations and determine the consequences, up to and including revocation of membership.

## **ARTICLE IV. Dues and Fees**

### Section 1

Dues are payable by the first membership meeting of the year.

### Section 2

Dues shall be determined annually by the Board of Directors after review of the budget.

### Section 3

The fiscal year of the LBS shall begin on October 1 and end on September 30.

### Section 4

Members may be charged for special programming based on cost.

### Section 5

Fees may be charged to nonmembers as determined by the Board.

## **ARTICLE V. Membership Meetings and Quorum**

### Section 1

LBS shall hold Membership meetings as scheduled by the Board of Directors. Special programming may be scheduled by the Vice President of Programs with Board approval.

### Section 2

LBS business shall be conducted in accordance with *Robert's Rules of Order*.

### Section 3

The members present at a regularly scheduled or properly called meeting shall constitute a quorum for the purposes of transacting business. A simple majority rules.

## **ARTICLE VI. Officers**

### Section 1

The Officers of LBS shall consist of a President, President-Elect, Vice President of Programs, Vice President of Special Events, Secretary and Treasurer. Officers must be members in good standing.

### Section 2

The President and President-Elect shall serve one-year terms.

### Section 3

The Vice President of Programs, Vice President of Special Events, Secretary and Treasurer shall serve two-year terms. Two consecutive terms may be served.

### Section 4

The Officers shall be elected by the membership. Elections shall take place during the annual business meeting to be held in October or as scheduled by the Board of Directors.

## **ARTICLE VII. Officer Duties**

### Section 1

The President shall

- A. preside over all board and general membership meetings,
- B. serve as chief executive of LBS and oversee all activities,
- C. serve as official representative of LBS, and
- D. serve as an ex-officio member of all committees, without a right to vote except to break a tie-vote.

Section 2

The President-Elect shall

- A. assume the duties of president in the absence of the President,
- B. perform duties as assigned by the President and Board of Directors, and
- C. automatically become President for the following year.

Section 3

The Vice President of Programs shall

- A. assume the duties of president in the absence of the President and President-Elect , and
- B. establish a committee to develop and organize the regular monthly programs.

Section 4

The Vice President of Special Events shall

- A. assume the duties of president in the absence of the President, President-Elect and Vice President of Programs, and
- B. establish a committee to develop and organize activities other than regular monthly meetings.

Section 5

The Secretary shall

- A. record proceedings of board and general membership meetings,
- B. maintain LBS records, and
- C. maintain a Policies and Procedures manual as a guide for LBS operations and activities.

Section 6

The Treasurer shall

- A. have custody of and be responsible for all funds and securities of LBS,
- B. receive and give receipts, if requested, for monies due and payable to LBS and deposit all such monies in the name of LBS in such banks, trusts or other financial depository(s) as selected by LBS,
- C. if required by the Board of Directors, give a bond for the faithful discharge for her/his duties in such sum and with such surety or sureties as the Board of Directors shall determine,
- D. present a report of the financial condition of LBS to the membership at the annual business meeting,
- E. ensure compliance with 501(c)3 tax status, and
- F. make all reports and filings required by the IRS and the State of Wisconsin.

## **ARTICLE VIII. Board of Directors**

Section 1

The Board of Directors shall be comprised of all LBS officers and standing committee coordinators.

Section 2

The Board of Directors shall have the authority to establish and administer policies.

Section 3

The property and equipment of LBS shall be held and managed by the Board of Directors.

Section 4

The Board of Directors shall meet regularly. The date, time, and place of all Board of Directors meetings shall be determined by majority decision.

Section 5

LBS business shall be conducted in accordance with *Robert's Rules of Order*.

Section 6

The Board of Directors shall hold a transition meeting to orient new board members and transfer necessary records.

Section 7

Special board meetings may be held at such time as determined by the President or any three members of the Board of Directors. Advance notice of special meetings shall be given to all members of the Board.

Section 8

Vacancies occurring in the offices of LBS shall be filled by appointment of the Board of Directors, with the exception of the office of President, in which case the President-Elect assumes the office. In the event the President-Elect is unable to fill the presidential vacancy, the Vice President of Programs shall assume the office. In the event the Vice President of Programs is unable to assume the office, the Vice President of Special Events shall assume the office. In the event that the President-Elect and neither Vice President is able to assume the office of President, the Secretary shall organize a special election.

Section 9

A President-Elect who was appointed by the Board must be nominated and elected in the next election in order to become President.

Section 10

Vacancies occurring in the coordinators of the standing committees shall be appointed by the Board of Officers. Consideration should be given to a member currently serving on that committee.

Section 11

All directors shall maintain records in accordance with the operating guidelines of LBS.

Section 12

All directors, upon leaving office, shall deliver to their successors all monies, accounts, records, or other property belonging to LBS within one month of leaving office.

Section 13

Any board member who misses more than 25 percent of meetings in a twelve month period — including both membership meetings and board meetings — may be replaced at the discretion of the Board of Directors.

**ARTICLE IX. Committees**

Section 1

Committee coordinators must be members in good standing.

Section 2

Ad hoc committees may be developed as needed.

Section 3

The standing committees shall be Information, Membership and Community Service.

Section 4

The coordinators of the standing committees shall be appointed and/or approved by the Officers.

Section 5

The standing committee coordinators shall serve two-year terms. Two consecutive terms may be served. The outgoing coordinator shall serve as a mentor for the first three months of the transition.

Section 6

Committee coordinators may establish committees when deemed necessary.

**ARTICLE X. Standing Committee Coordinator Duties**

Section 1

The Information Coordinator shall

- A. oversee or manage communication of information provided to the membership, and
- B. coordinate activities such as
  - a. social media
  - b. library
  - c. electronic communications
  - d. surveys
  - e. Web Coordinator
  - f. other public relations.

Section 2

The Community Service Coordinator shall

- A. facilitate events and programs that provide service to the community.

Section 3

The Membership Coordinator shall

- A. maintain membership records and facilitate membership.

**ARTICLE XI. Elections**

Section 1

An annual election shall be held for the office of President-Elect. The Vice President of Programs and Secretary shall be elected in even years and the Vice President of Special Events and Treasurer shall be elected in odd years.

Section 2

The board shall form an ad hoc nominating committee composed of a past director in good standing, at least two members in good standing and the President (ex officio).

Section 3

The nominating committee shall present a slate of officer candidates at the September general membership meeting. The slate of officers shall be read at the October annual business meeting, at which time nominations may also be taken from the floor with the approval of the nominee.

Section 4

The election shall be conducted by secret ballot of members in good standing present at the October annual business meeting. No proxies shall be allowed. Ballots shall be counted by the Nominating Committee.

Section 5

The terms of all officers shall begin on January 1.

**ARTICLE XII. Amendments**

Section 1

An amendment to the bylaws may be proposed by any member in good standing at any time.

Section 2

A proposed amendment must be submitted in writing to the Secretary. After review by the board or a board-appointed committee, the proposed amendment shall be communicated to the membership and voted on at the next regular membership meeting. The vote shall occur as defined in Article V, Section 3.

Section 3

Advance notice of proposed amendments to the bylaws shall be given to members by current communication methods so that all members are given an opportunity to vote.

**ARTICLE XIII. Finances**

Section 1

The revenue and expenditures of LBS shall be recorded in accordance with good business practices.

- A. All revenues shall be identified by type.
- B. All expenditures must be documented by an invoice or voucher identifying the purpose of the expenditure.

Section 2

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (c) by Wisconsin statutes.

**ARTICLE XIV. Dissolution**

In the event of dissolution, all assets shall be liquidated and distributed intact to such organizations approved by the Board of Directors and per Internal Revenue Code and per Wisconsin statutes 181.