

#### **ARTICLE I Name**

The name of this corporation is Handicraft Club, Inc.

#### **ARTICLE II Purpose**

The purpose of this Club is the teaching, practicing and encouraging of all kinds of artistic handicraft work.

#### **ARTICLE III Club Year**

The Club year shall coincide with the Club's fiscal year.

#### **ARTICLE IV Membership**

Section 1. The categories of membership shall be as follows:

- (a) **Active Member:** Active Members are those who have completed all the requirements of admission to membership. They shall be interested in handicrafts and will justify their membership through the following: be willing to hold office, to act as a Chair of a committee, to serve on committees, or to take part in general activities of the Club. They have the right to vote.
- (b) **Senior Member:** Senior Members are those who have been Active Members of the Club for twenty (20) years and who have reached the age of 65 by the beginning of the Club year. They shall be entitled to all privileges and obligations of an active Member, including the right to vote.
- (c) **Emeritus Member:** Emeritus Members are those who shall have been Active and/or Senior Members of the Club for more than 25 years and have reached the age of 75 by the beginning of the Club year and who elect Emeritus status. Emeritus Members may attend Club events and programs but may no longer take classes. Emeritus members shall not have the right to vote.
- (d) **Out of Town Member:** Any member of the Club who moves her residence more than 100 miles from the Clubhouse **may** elect to be an Out of Town Member, but is not required to do so. An Out of Town Member shall not have the right to vote or take classes, but may attend other Club events.
- (e) **Courtesy Member:** Courtesy Members shall include teachers and such persons as the Board in its discretion may elect. They are eligible to take classes and participate in Club functions, however they may not vote.

#### **SECTION 2. Admission to Membership.**

- (a) **Eligibility:** Any person who is of voting age who is in sympathy with the purpose of the Club shall be eligible for membership.

(b) **Financial Responsibilities:** Each newly elected member shall qualify by payment of the initiation fee and yearly dues as applicable to their membership category within ninety days (90) after the Club has notified them of the election. Failure to thus qualify, unless an extension of time shall be granted by the Board, shall render the membership void.

(c) Newly elected members shall take a class within the first year of their admission. Said member may be granted a waiver of this requirement for good cause.

#### SECTION 3.

(a) Resignations: Any member who is not in arrears in dues or other fees may resign in good standing. Resignations shall be made in writing to the Membership Chair.

(b) Reinstatement: Members who have resigned in good standing shall, upon request, in writing, to the Membership Chair be reinstated by the Board upon payment of the current annual dues and reinstatement fee.

(c) A Member can only change membership status, for good cause, during a Club Year upon request made to the Membership Chair who shall bring said request to the Board. A membership status change request shall be allowed upon an affirmative vote of 2/3 of the Board present at such meeting as the request is presented and considered.

#### SECTION 4. The Board shall determine annually the number of Members of the Club

### **ARTICLE V Initiation Fees and Dues**

SECTION 1. An initiation fee determined by the Board shall be paid by all newly elected members. The Board shall determine the annual dues of each category of membership. The annual dues for Senior Members and Out of Town Members shall be less than those for Active Members. There shall be no dues for Courtesy Members or Emeritus Members. The Board shall set a pro-rated schedule of dues for new members.

SECTION 2. Any member who fails to pay dues within ninety (90) days of receipt of the dues invoice, with due notice having been given by the Treasurer, shall automatically cease to be a member of the Club, unless the Board, for satisfactory cause, extends the time for payment.

### **ARTICLE VI Officers**

SECTION 1. The Officers of the Club shall consist of President, two Vice Presidents, Recording Secretary, Treasurer and Assistant Treasurer. All such Officers shall be elected by the members of the Club, eligible to vote, at each Annual Meeting requiring such vote, and shall hold office for one (1) year, or until their successors

are elected. Terms of office shall begin at the beginning of the Club Year. No Officer shall serve for more than four (4) consecutive years in the same office. The elected Officers of the Club shall constitute the Executive Committee of the Board:

SECTION 2. The President shall preside at the meetings of the Club and of the Board and with the Treasurer and Assistant Treasurer shall have the power to co-sign all legal documents on behalf of the Club. The President may be, *ex officio*, a member of all committees except the Nominating Committee. As an *ex officio* member of the Standing Committees, the President shall have the right to vote. The retiring President will serve as an *ex officio* member of the Board with the right to vote, for the first year after being succeeded in office.

SECTION 3. A Vice-President shall in the absence or disability of the President, or at the President's request, perform the duties of the President.

SECTION 4. The Recording Secretary shall keep the minutes and records of the general membership meetings of the Club and of meetings of the Board and of meetings of the Executive Committee and shall perform such other duties as pertain to the office of the Recording Secretary or such as may from time to time be assigned by the Board.

SECTION 5. The Treasurer, or in the Treasurer's absence or disability the Assistant Treasurer, shall have charge of the Club's accounting, billing, budgetary control and all financial records and shall perform all other duties usually associated with the office of Treasurer. The Treasurer shall be aided by the Assistant Treasurer to whom specific duties shall be assigned by the Board. The Treasurer shall provide monthly statements to the Board, and submit a report of the preceding fiscal year at the Annual Meeting. Monies shall be disbursed only on payment of items approved by the Board or by a committee approved by it. The Treasurer shall be the Chair of the Finance Committee.

#### **ARTICLE VII BOARD**

SECTION 1. The elected Officers together with the Chairs of the Standing Committees shall constitute the Board of the Club. Board Members shall only be those members who are eligible to vote. For all purposes throughout these Bylaws, the term 'Chair of a Standing Committee' shall also include a Co-Chair of said Committee, when such is appointed.

SECTION 2. Standing Committees of the Board

(a) The Standing Committees of the Board shall be:

- 1) Building & Grounds Committee
- 2) Communications Committee
- 3) Class Committee
- 4) Events Committee
- 5) Finance Committee
- 6) Giving Societies Committee

- 7) Investment Committee
- 8) Membership Committee
- 9) Nominating Committee
- 10) Personnel Committee

(b) The Nominating Committee shall recommend to the Executive Committee the Chairs or Co-Chairs of the Standing Committees, except as otherwise provided in Section 6, below. The Executive Committee shall approve and appoint said Chairs or Co-Chairs. The Chairs or Co-Chairs shall serve until their successors are designated. In cases where there are Co-Chairs of a Standing Committee, both shall have the right to be considered for a quorum, and vote at, a meeting of the Board.

Commented [FGR1]:

SECTION 3. The Board shall have full power and authority to manage the affairs of the Club in the usual course of business. All proposed expenditures except the ordinary running expenses of the Club shall be submitted to the Board. Commitment of the Club to any financial outlay that would exceed 4% of the rolling 12 quarter average of the HC Investment Fund, as defined in Article VIII, Section 1(b) shall be previously authorized by a majority of members eligible to vote at a meeting held in accordance with Article IX. This limitation shall not be interpreted to imply further limitation upon the full power of the Board to conduct the ordinary business of the Club.

SECTION 4. There shall be at least six regular meetings of the Board during the year. Special meetings of the Board shall be held at any other time at the request of the President, Vice-President or a majority of the Board.

SECTION 5. A majority of the Board shall constitute a quorum for the transaction of any business.

SECTION 6

- (a) The Board shall appoint a Chair or Co-Chairs of the Nominating Committee. On or before October 31<sup>st</sup> the Board shall appoint at least an additional three (3) members, so that the total on the Committee equals at least five (5), including the Chair and, if appointed, the Co-Chair. Except for the Chair or Co-chairs, no member of the Nominating Committee shall be a member or an *ex officio* member of the current Board. The Nominating Committee shall report at the following April meeting of the Board its list of nominees for the Officers, elected member of the Finance Committee, and elected member of the Investment Committee, which list shall be mailed and/or emailed to the members of the Club at least ten (10) days prior to the Annual Meeting
- (b) An alternative Slate of Officers and elected members of the investment and finance committees wishing to stand for election, which is not proposed by the Nominating Committee, must submit an application to that effect in accordance with procedures established by the Board, to the Recording Secretary before the April Board meeting. Said Slate shall also be mailed

and/or emailed to the members of the Club at least ten (10) days prior to the Annual Meeting.

SECTION 7. The Finance Committee shall consist of at least five (5) members, four of whom shall be the Club President, Treasurer, Assistant Treasurer and Investment Committee Chair. The fifth member shall be nominated and elected at the Annual Meeting to serve a two (2) year term. Any additional members shall be selected by the Executive Committee. No elected member may serve more than two consecutive terms. The Treasurer shall serve as Chair.

(a) The Finance Committee shall prepare and submit to the Board for approval a budget for the subsequent fiscal year no less than two months before the end of the current fiscal year.

(b) The Finance Committee will engage a certified Public Accountant firm to compile an annual report.

SECTION 8. The Executive Committee may also appoint Special Committees as needed, with such powers, duties and authority as the Board may designate.

SECTION 9. Vacancies occurring in office during the year shall be filled by the Executive Committee to serve until the next Annual Meeting.

SECTION 10.

(a) The Board may remove or suspend any member of the Club by the affirmative vote of two thirds (2/3) of the Board present at any meeting expressly called for the purposes of taking action thereon, for any violations of these Amended and Restated Bylaws of the Club or of any policies or rules adopted by the Board, or for any other conduct deemed by the Board to be improper or prejudicial to the welfare of the Club. No member, however, shall be removed or suspended for a period exceeding two weeks without having been given one week's written notice of the charges preferred against the member and an opportunity to submit to the Board a written answer to such charges.

(b) The Board may remove any Officer, Standing Committee Chair or elected committee member by the affirmative vote of two thirds (2/3) of the Board.

SECTION 11.

(a) The Board shall require for passage of a motion or for passage of any policy or rule, unless otherwise specified in these Bylaws a vote of the majority of Board members present at the meeting where such matter is considered.

(b) A Board member shall not vote by proxy at any regularly scheduled meeting of the Board. A Board member may be permitted to remotely attend a regularly scheduled meeting of the Board, at the President's discretion, but

may not vote remotely by any electronic means at any such meeting. A Board member may only vote if present at the regularly scheduled meeting.

- (c) Notwithstanding (b) above, electronic voting, by email, shall be permitted for necessary votes taken between regularly scheduled meetings of the Board and shall be reflected in the minutes of the next regularly scheduled meeting.

#### **ARTICLE VIII Investment Funds**

SECTION 1. The Handicraft Club shall maintain funds as follows:

- (a) **A General Fund** that is monies set aside for major unforeseen emergencies and used to offset operating expenses of the Club. Upon a two-thirds (2/3) vote of the Board monies may be used for these expenses and other Club purposes.
- (b) **Investment funds:** There shall be the Handicraft Flexible Endowment Fund at the Rhode Island Foundation (“Flexible Endowment Fund”) and also The Handicraft Club Investment Fund (“HC Investment Fund”). The HC Investment Fund shall be used to support the maintenance and improvement of the Club’s physical properties. By a two thirds (2/3) vote of the Board monies from the Flexible Endowment Fund and/or the HC Investment Fund may be also used for other Club purposes. Upon a two thirds (2/3) vote of the Board, all gifts and bequests shall be deposited in the HC Investment Fund unless otherwise designated by the donor for a specific purpose or designated to a specific fund. Nothing contained herein shall override the provisions of Article VII, Section 3.
- (c) Notwithstanding the foregoing provisions of Article VIII, the Board may establish such other funds for general or specific purposes as it shall deem necessary.

SECTION 2. Control and management of the funds shall be vested in the Investment Committee consisting of at least four (4) members, three (3) of whom shall be the Chair, Treasurer, and Assistant Treasurer and one other member who shall be elected at the Annual Meeting. Any additional members shall be appointed by the Executive Committee. The powers and duties of the Investment Committee shall include the following:

- (a) It shall have full control of the investment and reinvestment of all assets contained in the funds.
- (b) It shall have the power to employ such supervisory, advisory or custodial services provided by a bank, trust company, national brokerage house, or investment advisory company as it shall deem advisable, the expense thereof to be paid from the funds.

- (c) It shall report to the Board quarterly and at the Annual Meeting with respect to the funds, their assets and performance, comparative to benchmarks, their receipts and disbursements and new contributions.

SECTION 3. The HC Investment Fund may be terminated and the assets thereof and any proceeds from the sale of any other assets shall be added to the Handicraft Club Flexible Endowment Fund at the Rhode Island Foundation upon:

- (a) termination of the Club's activities and
- (b) the affirmative vote, in separate meetings of:
  1. The Board and
  2. The members of the Finance Committee and
  3. Members, eligible to vote, voting at a special meeting called for the purpose of considering and voting upon such a question.

#### **ARTICLE IX MEETINGS OF THE MEMBERSHIP**

SECTION 1. Unless otherwise ordered by the Board, the Annual Meeting shall be held in May on the date established by the Board. The presence of twenty five (25) members eligible to vote shall constitute a quorum.

SECTION 2. Membership meetings and events to promote an interest in handicrafts shall be held from time to time during the Club Year.

SECTION 3. Special Meetings of the Membership

- (a) Special Meetings of the Membership may be held at the call of the President. A quorum of 25 members eligible to vote must be present. Members shall receive written notice of such meeting and an agenda, mailed and/or emailed at least ten (10) days before such meeting.
- (b) Upon a written request of five (5) members eligible to vote, sent to the Secretary, the President shall call a Special Meeting. The presence of 25 members eligible to vote, exclusive of Board members, shall constitute a quorum. Members shall receive written notice of such meeting and an agenda, mailed at least ten (10) days before such meeting.
- (c) The Board may adopt such rules and procedures as it deems necessary for any special meeting of members, including but not limited to, voting by proxy, electronic voting, absentee ballot, or such other means as described in Article XI, section (b).
- (d) Unless otherwise specified in these Bylaws, a simple majority of members who are eligible to vote and have actually voted by the procedures specified by the Board shall prevail in any vote taken. Members eligible to vote, but who did not vote, shall not be counted for any purposes.

**ARTICLE X VOTING BY MEMBERS**

SECTION 1. All votes, unless otherwise specified in these Bylaws, shall be by a simple majority of Members present and eligible to vote. In all cases where a 25 member quorum is required, said quorum shall be comprised of members eligible to vote and present.

SECTION 2. The Board may, by a majority vote, permit voting by members eligible to vote who are not physically present at a member meeting. The Board shall adopt a process utilizing absentee ballot and/or proxy ballot and/or electronic voting and/or such other process as the Board may adopt from time to time, by a majority vote.

SECTION 3. The Bylaws may be revised or amended by two-thirds vote of the Members eligible to vote and present at any Annual Meeting. Bylaws may be revised or amended by two-thirds vote of any members eligible to vote at any special meeting of the Club in accordance with the procedures of Article X, Section 2.

SECTION 4. Notwithstanding any other provision of these Bylaws, for the purposes of determining a majority or two-thirds vote of members, the majority or two-thirds required shall be of members who actually voted and not of total eligible members.

**ARTICLE XI Rules of Order**

The Board shall vote, from time to time, to adopt a Rules of Order.

**ARTICLE XII POLICIES AND RULES**

In order to comply with the specific provisions of the Handicraft Club, Inc., Bylaws as Amended and Restated, the Board may from time to time establish Policies or Rules, which terms shall be used throughout these Bylaws interchangeably, that have the same force and effect as the Bylaws. Policies or Rules may be amended or rescinded by a two-thirds vote of the Board without previous notice or by majority vote with such notice.

**ARTICLE XIII**

The Board shall adopt a Conflict of Interest Policy.