

Reading-Berks Guild of Craftsmen,
A Chapter of the Pennsylvania Guild of Craftsmen,
Constitution and By-Laws
Approved November 3, 2019

Article I. Name

Section 1.

The name of the organization shall be "The Reading-Berks Guild of Craftsmen", herein after referred to as "RB Guild". The organization is a chapter of the "Pennsylvania Guild of Craftsmen"; herein after referred to as the "PGC".

Section 2.

The RB Guild shall operate within a reasonable geographic area encompassing Berks County.

Section 3.

The RB Guild, its logo, name, membership list, and any other items hereafter considered property of the RB Guild cannot be used by anyone (members or non-members) for any purpose, for themselves or for the RB Guild, without the express approval of the Board of Directors.

Article II. Aims and Purposes

Section 1.

The purpose of the RB Guild Shall be as follows.

- a. To promote and protect the interests of the members.
- b. To encourage the study and practice of the handcrafts.
- c. To uphold the best of traditional and contemporary crafts.
- d. To participate in educational programs, workshops, lectures, sales, and exhibits.
- e. To maintain standards of excellence in design and technique.
- f. To operate as a non-profit organization.

Article III. Membership

Section 1.

- a. Membership in this RB Guild shall be open to all persons ~~without regard to race, creed, or national origin,~~ who are in accord with and who will carry out the aims and purposes of the RB Guild.
- b. Persons desiring membership may obtain an application, in person, at a regular monthly meeting, or may apply through the PGC, either online or by contacting the PGC office. All new members are encouraged to attend a meeting either before joining RB Guild or soon afterwards.
- c. Participating members are members in good standing (a person whose dues are ~~current~~ ~~renewed on or before January first of each year and a new member whose dues are paid with application~~) who are in accord with the aims and purposes of the RB Guild.
- d. A person must be a member for a period covering at least three (3) months before being eligible for chapter jurying. All members shall be in good standing and their crafts either chapter juried at a regular jury session or approved by the standards committee with the direction from the board of directors prior to their being accepted for participation in shows or any other Chapter marketing venue.
- e. Life members shall be individuals elected by the executive committee of the RB Guild. Such honor shall be bestowed in recognition of years of membership service or outstanding or unusual contribution, contribution having been instrumental in furthering

- the aims, objectives and programs of the organization.
- f. All members in good standing shall be eligible to receive all publications and information collected by the RB Guild.

Article IV. Assessments

Section 1.

- ~~a. Annual per capita dues shall be payable between October 1st and December 31st of each year with a grace period until January 31. Those that have joined since the state rules changed, your membership renewal month is determined by when you joined. Dues received after January 31st will be considered a new member and that member must then comply with Article III, Section 1, Paragraph d.~~
- b. All membership dues shall be paid to the PGC. The membership chairperson shall be responsible for receiving membership dues from the PGC and maintaining a complete list of members and dues paid. This chairperson shall submit all dues to the treasurer.
- c. Annual chapter dues for Life members are waived. The RB Guild will pay annual PGC dues for these members.

Section 2.

RB Guild dues structure will be the same as the PGC. Dues amounts will be reviewed annually and will be communicated to the PGC by either the President or the membership chair on or before the date requested by the PGC, usually early August.

Article V. Funds

Section 1.

Any monies contained in the treasury of the RB Guild shall not in whole or in part revert to any individual or individuals. All monies and properties belong to the RB Guild.

Section 2.

All disbursements of the RB Guild shall be approved for payment by executive committee order.

Section 3.

There shall be a complete review of the RB Guild's funds, annually, during the first quarter for the preceding year.

Section 4.

For his or her protection, the treasurer shall be bonded for, at a minimum, the sum of one hundred and twenty percent (120%) of the monetary assets as of January of each year and have his or her dues remitted.

Section 5.

In the event of a dissolution, for any cause, of the RB Guild, all monies, securities, and property of whatsoever nature, whether real, personal or mixed, which the RB Guild has received or acquired by gift, bequest, devise, or otherwise, as well as all unexpended income from said monies or property, and any other funds, monies, securities and property of whatsoever nature, whether real, personal or mixed, which at the time may be owned by or under the absolute control of the RB Guild shall be disposed of by the Board of Directors to such organization, or corporation, for such public, charitable or educational uses and purposes as may be designated by the Board of Directors of the RB Guild; the designation of organization or corporation and use to be the absolute discretion of said Board. At this time the list of designated organizations is as follows: Kutztown Foundation, BCTV, Goggle Works, and Berks Arts Council.

Article VI. Officers

Section 1.

The officers of the organization shall include a President, Vice President, Treasurer, Recording Secretary, Newsletter Editor, and Past President, ~~and PGC Delegate.~~

Section 2.

The officers shall receive no compensation for their services as officers of the Guild. Officers may be reimbursed for actual expenditures when approved by the executive committee.

Section 3.

Each officer in accepting nomination and election to office shall be obligated to perform the duties of that office in accordance with following:

President. The president shall preside over all regular meetings; appoint chairpersons for all standing committees or special committees. He or she shall direct the activities of the chapter and preside over the executive committee. The president is also an ex-officio member of all standing committees.

Past President. The out-going president shall serve one year on the executive committee to insure a smooth transition for the new president.

Vice President. The vice president shall assume the duties of the president when so directed by the president, or when the president is unable to act. The vice president shall ensure that the RB Guild Bylaws are up to date and chair the bylaws committee when necessary.

Treasurer. The treasurer shall handle all the Guild funds and shall make a financial report at each meeting of the guild when requested.

Recording Secretary. The recording secretary shall record the minutes of all regular and executive committee meetings. The secretary shall see that each executive committee member receives a copy of the minutes of each monthly executive committee meeting.

Newsletter Editor. The newsletter editor shall carry on the correspondence of the Guild and prepare email newsletters and blasts.

Section 4.

The president may appoint ~~the following~~ officer(s) with the approval of the executive committee. If the executive committee determines that multiple candidates are appropriate for the office, the officer position will be handled through the normal election procedures.

Section 5.

All out-going officers and committee chairpersons shall turn over all materials pertaining to their office to the corresponding in-coming officer or chairperson within two (2) weeks of leaving office.

Article VII. Nominations and Elections

Section 1.

The nominating committee, appointed by the president, shall report its nominations to the RB Guild at the regular October meeting.

Section 2.

All nominees shall have given their consent prior to the meeting at which the nominating committee makes its report. Additional nominations may be made from the floor only if those nominees have given prior consent.

Section 3.

Officers shall be elected at the biennial November meeting falling on even-numbered years.

Section 4.

Should a vacancy occur it should be filled by appointment by the executive committee. The appointed officer shall serve until the next regular election.

Article VIII. Executive Committee

Section 1.

The executive committee shall consist of all elected officers, appointed officers, past president and all standing committee chairpersons. They shall meet to formulate and transact the business of the organization. This committee shall have the power to act with discretion for the membership between regular meetings and to decide the items of business to be brought before the entire membership. The president shall have the power to include other participants to serve in an advisory capacity at the executive committee sessions.

- a. The executive committee shall be responsible for maintaining an updated list of duties of each standing committee.

Section 2.

The standing committees are:

Membership	Education	Program	Standards
Holiday Show	Publicity Social Media	Spring Show	
Media BCTV	Web-Administrator	Kutztown Representative	

- a. All standing committees must be represented at each executive committee meeting. The failure to attend three (3) consecutive executive committee meetings will be cause for forfeiture of his or her duties.
- b. Each member of the executive committee shall have one vote regardless of the number of offices and/or standing committees they may represent.

Article IX. Meetings

Section 1.

Regular business meetings of this chapter shall be held the first Tuesday of every month, unless rescheduled by the executive committee.

Section 2.

Special meetings may be called by the president and/or upon the request of at least fifteen percent (15%) of the Guild membership, when such a request is presented in writing to the president.

Section 3.

For business to be conducted at an executive committee meeting a quorum of at least fifty percent (50%) of the executive committee members must be present.

Article X. Annual Meetings

Section 1.

Installation of officers shall occur at the January meeting.

Article XI. Employees

Section 1.

The executive committee shall be empowered to employ any person or persons deemed necessary to further the aims and purposes of the RB Guild.

Section 2.

The salary of any employee shall be authorized by the executive committee and be subject to a vote and approval of two-thirds (2/3) of the RB Guild membership present at the next regular RB Guild meeting.

Article XII. Amendments

Section 1.

Any proposed amendments to this constitution and by-laws shall be presented in writing at any regular meeting of the RB Guild. Such proposed amendment will be signed by three (3) or more active members before being submitted and shall be read by the secretary. After such notice it shall be voted upon at the NEXT regular meeting and shall become a part of the constitution and by-laws only if approved by a two-thirds (2/3) vote of the members in attendance.

Article XIII. Liability and Indemnification

Section 1.

An officer or director of this RB Guild shall not be personally liable for monetary damages as a result of any action taken, or any failure to take action, unless such action or inaction constitutes both: (i) a breach of failure to perform his or her duties in compliance with the standards of fiduciary care prescribed in the Pennsylvania Directors' Liability Act (i.e., in good faith, in a manner he or she reasonably believes to be in the best interests of the RB Guild, and with such care, including reasonable inquiry, skill and diligence and (ii) self-dealing, willful misconduct or recklessness, subject to exception provided by said Act for his or her responsibility or liability under any criminal statute and his or her liability for payment of taxes.

Section 2.

The RB Guild shall indemnify and hold harmless any officer or Director of said RB Guild from and against any claims or liabilities (including reasonable attorney fees) and any judgment, decree, fines or penalties imposed on him or her for any act or omission committed or incurred while acting as such, and shall reimburse him or her for all legal and other expenses reasonably incurred by him or her in defense thereof at such time and upon such terms as provided by governing law; provided that there shall be no obligation to reimburse, partially or wholly, such person for claims or liabilities determined by a Court to have constituted willful misconduct or recklessness.

Article XIV. Parliamentary Authority

Section 1.

The rules contained in the current edition of Robert's Rules of Order shall govern the RB Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the PGC Bylaws, and any special rules of order the Executive Committee may adopt.