

AMENDED AND RESTATED BYLAWS OF  
ROCKY MOUNTAIN BEAD SOCIETY

These Amended and Restated Bylaws supersede any and all previous Bylaws of the Rocky Mountain Bead Society.

**ARTICLE I  
NAME**

The name of this organization shall be the Rocky Mountain Bead Society and shall be referred to herein as the "RMBS," the "Society" or the "corporation."

**ARTICLE II  
PURPOSE**

Section 1. Purpose. The RMBS provides the community with an educational resource in the artistic, historical and cultural significance of beads and related crafts and for the making of distributions to charitable organizations. Its mission is to inspire and nurture creative expression in a non-competitive atmosphere, by bringing together a diverse group of people who can exchange ideas, share techniques and encourage talents in all aspects of beading, loom work, wire and metal work, and polymer clay, among other techniques.

Section 2. Non-Profit. The property of the corporation is irrevocably dedicated to non-profit purposes and no part of the net income or assets of this corporation shall ever benefit any officer or member thereof or any private persons.

Section 3. Non-Discrimination. The Society does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Section 4. Non-Partisan. The RMBS is non-partisan and does not align itself with any non-creative related issues.

**ARTICLE III  
OFFICES**

Section 1. Principal Place of Business. The principal office of the corporation shall be located at 8700 E. Jefferson Ave., P.O. Box 370054, Denver, CO 80237. The board of directors may change the principal place of business at any time. The corporation may also have offices at other places within or outside of the State of Colorado as the board of directors may from time to time approve.

Section 2. Principal Place of Meetings. The principal place for meetings of members and the board of directors shall be located at the Spirit of Hope United Methodist Church, 3885 S. Broadway, Englewood, CO 80113. The board of directors may change the principal place of meetings at any time.

The Society may also have meetings at other places within or outside of the State of Colorado as the board of directors may from time to time approve.

#### **ARTICLE IV MEMBERS**

Section 1. Qualification. The corporation shall have four (4) categories of members.

Section 2. Designation of Categories. Membership shall be open to all persons interested in the purposes of this corporation and shall consist of four (4) categories:

(a) INDIVIDUAL membership shall be open to all persons who are at least fifteen (15) years of age. INDIVIDUAL members in good standing may vote and hold office.

(b) FAMILY membership shall consist of one (1) INDIVIDUAL member together with spouse and children who are at least fifteen (15) years of age residing in the same household. A FAMILY membership in good standing shall be entitled to one vote per FAMILY member on any item requiring a vote of the members. Any one member of a FAMILY membership may hold office.

(c) ARTISAN membership shall offer the same benefits as an Individual Membership plus a custom page on the website. An ARTISAN membership in good standing may vote and hold office.

(d) BUSINESS membership shall offer the same benefits as an Individual Membership for two business associates, a custom page on the website, and the privilege to disseminate marketing materials at meetings. A BUSINESS membership in good standing may vote. However, only one business associate may hold office.

Section 3. Qualification for Membership. Any person, who is at least fifteen (15) years of age, shall become a member upon presenting a properly completed application, accompanied by paid dues in full, to the Treasurer.

Section 4. Code of Conduct. All members shall adhere to the following Code of Conduct:

(a) All members shall treat each other and any guests of the RMBS, including speakers, teachers and vendors, with dignity and respect at RMBS-sponsored venues. Abuse such as derogatory remarks, threats, discrimination, disruptive behavior, theft, dishonesty or intimidation harms the RMBS and its purposes; such conduct is unacceptable and may be grounds for termination of membership.

(b) If, at any RMBS-sponsored venue, a member is determined to be in violation of this Code of Conduct, the RMBS President, or highest-ranking elected officer present, may address the member regarding their conduct, including asking the member to leave the venue.

(c) As necessary following a violation of this Code of Conduct, at the next regularly scheduled meeting of the board of directors, the board will review the Code of Conduct violation(s) and determine the consequences thereof up to, and including, loss of membership. The member in question shall have a chance to defend her/himself at such meeting of the board of directors prior to any loss of membership.

(d) The member in question may appeal Code of Conduct decisions made by the board. Upon receipt of a request for appeal, the President shall appoint an ad hoc Appeal Committee from the general membership to review the appeal. The decision of the Appeal Committee shall be final.

Section 5. Membership Term. Membership is for a period of twelve (12) months from the date a member submits an application and pays the related annual dues in full. Renewal notices shall be provided to a member at least 30 days prior to expiration of their annual membership. Those members whose dues are not paid by their renewal date shall be deemed to have their membership expired, automatically dropped from the membership roster, and no longer eligible for benefits provided to other members including, but not limited to, regular meetings of the Society and any programs.

## **ARTICLE V ANNUAL DUES**

Section 1. Memberships. The amount of the yearly assessment for all categories of membership shall be determined by the board of directors annually on such date as is determined by the board of directors to be effective as of January 1 of the year immediately following such determination. Any member whose membership renews after the date of any such adjustment shall pay such adjusted fee for their annual membership. The payment required to be made for each membership is to be made at the time a member joins the RMBS or prior to the expiration of a member's current annual membership for any renewing member. Failure to make the required payment or contribution may cause the member's privileges or membership to be terminated. Only members whose dues are paid in full for the current year are members in good standing and eligible to vote and hold office.

## **ARTICLE VI MEETINGS OF MEMBERS**

Section 1. Regular Meetings. Regular meetings of the RMBS shall be held on the fourth Saturday of each month for the months of January, February and March, and on the evening of the fourth Thursday of each month for the months of April through October, or as otherwise ordered by a motion from the membership or the board of directors. No regular meeting shall be held in the month of December. Meetings are open to all members; non-members may attend one meeting as a guest. There will be no guests permitted at the November holiday meeting/luncheon.

Section 2. Annual Meeting. The annual meeting of the members of the corporation shall be held each year on such date as may be fixed by the board of directors in the month of November. The annual meeting shall be held for the election of directors, the receiving of annual reports from the officers and standing committees, and the transaction of such other business as may properly come before it. At each such annual meeting, the board of directors shall submit to the membership a report of the corporation's business activities during the preceding year and the general financial condition of the corporation.

Section 3. Special Meetings. Special meetings of the members may be called by or at the direction of the President, the board of directors, or at the request of not less than ten members who are not officers or board members. Notice must be given to all members not less than seven (7) days prior to such special meeting stating the business of the meeting and no business other than that stated in the notice may be transacted.

Section 4. Notice of Meetings. Notice of any meetings, annual or special, shall specify the time, place and purpose of the meeting and shall be delivered, either personally or by mail, which shall also include by email or other electronic transmission, to all members. Notice for regular and annual meetings shall be sent not less than ten (10) and no more than ninety (90) days prior to such meeting.

Section 5. Voting. All members in good standing shall have voting privileges. All acts and resolutions of the members shall be deemed adopted upon a favorable vote of a majority of the votes cast by members qualified to vote. A member entitled to vote may vote in person or by proxy executed in writing by the member or the member's duly authorized attorney-in-fact. Members holding one-tenth of the votes entitled to be cast on the matter shall constitute a quorum.

Section 6. Action Without Meeting. Any action which might be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote, which signature or consent may be given by email or other electronic transmission.

## **ARTICLE VII BOARD OF DIRECTORS**

Section 1. Directors. The corporation shall have a board of directors consisting of four (4) members. Directors shall not be required to be residents of the State of Colorado but must be members in good standing. Directors shall serve a term of one (1) year or until their successors are elected and qualify.

Section 2. Vacancies. Vacancies on the board of directors may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining directors at any meeting of the board of directors. A vacancy created by an increase in the number of directors may be filled for a term of office continuing only until the next election of directors.

Section 3. Power and Duties of the Directors. The board of directors shall have control and general management of the affairs, property and business of the corporation and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the board of directors may deem proper. Such powers shall include but not be limited to the appointment and removal of the officers of the corporation specified herein.

Section 4. Election of Directors. The election of directors shall be at the annual meeting of the membership. Nominees receiving the greatest number of votes shall be elected.

Section 5. Chairman of the Board. From among the members of the board of directors, the board of directors shall elect a Chairman of the Board. The Chairman of the Board shall preside at meetings of the board of directors.

Section 6. Advisory Committee. The board of directors shall have the discretion of establishing an Advisory Committee consisting of chairpersons of any Standing Committees of the Society as set forth in Article X, Section 1 of these Bylaws, as well as any other members of the RMBS the board deems necessary or advisable. The purpose of the Advisory Committee shall be to provide input and guidance to the board of directors. No member of the Advisory Committee shall be entitled to vote on any matter brought before the board.

**ARTICLE VIII  
MEETINGS OF DIRECTORS**

Section 1. Annual Meeting. The annual meeting of the board of directors shall be held immediately after and at the same place where the annual meeting of the membership is held. The meeting will be held for the purpose of electing officers, appointing committees and for the transaction of any other business as may properly come before the board of directors. No notice shall be required for the annual meeting of the board of directors.

Section 2. Regular Meetings. Regular meetings of the board of directors shall be held at such times and on such dates as shall be determined by the board of directors with a minimum of one meeting per quarter. At any duly called meeting of the board of directors, a regular schedule of meeting time(s), date(s), and place(s) may be established. No notice shall be required for regular meetings of the board of directors.

Section 3. Special Meetings. Special meetings of directors may be called by or at or the direction of the President or the Chairman of the Board.

Section 4. Notice of Meetings. Except for the annual meeting and regular meetings of the board of directors, notice of the time and place of any meeting of the board of directors shall be given, either personally or written, which shall also include by email or other electronic transmission, not later than three (3) days prior to such meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting need be specified in the notice or waiver of such meeting.

Section 5. Conduct of Meeting. Any meeting of the board of directions may be conducted electronically, including, but not limited to, via e-mail, FaceTime, Skype or conference call. Any member of the board of directors may also participate in any meeting of the board of directors by electronic means where such member can hear and be heard.

Section 6. Voting. At all meetings of the board of directors, a majority of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present when there is a quorum shall be the act of the directors.

Section 7. Action Without Meeting. Any action which might be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action taken is signed by all of the directors entitled to vote.

**ARTICLE IX  
OFFICERS AND DUTIES**

Section 1. Officers. The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. No office may be held by the same person. Officers, who shall also be members of the board of directors, shall be elected by the general membership at the annual meeting of the membership. A vacancy in any office may be filled by the board of directors at any regular or special meeting of the board of directors.

Section 2. President. The President shall, subject to the direction and supervision of the board of directors, be the Chief Executive Officer of the corporation and shall have general and active control of its affairs and business and general supervision of its officers, agents and employees. The

President shall have the authority to sign all contracts and other instruments on behalf of the corporation, except as such authority may be restricted by resolutions of the board of directors adopted from time to time.

Section 3. Vice President. The Vice President shall have such duties as the board of directors or the President may delegate to them from time to time. In the absence of the President or his or her inability to act, the duties and powers of the office shall be performed and exercised by the Vice President.

Section 4. Secretary. The Secretary shall keep the minutes and act as secretary of all meetings of the members and of the board of directors. The Secretary shall be the custodian of the corporation records. The Secretary shall perform all duties usually incident to the office of the secretary, those duties specified in these bylaws, and such other duties as may from time to time be assigned by the board of directors.

Section 5. Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and securities of the corporation and shall deposit the same or cause the same to be deposited in the name of the corporation in such bank or banks, trust company or trust companies, as the board of directors may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the corporation and whenever required by the board of directors, shall render or cause to be rendered financial statements of the corporation.

Section 6. Term of Office. The term of office for all positions is one year.

## **ARTICLE X COMMITTEES**

Section 1. Standing Committees. The Standing Committees of the RMBS shall be the RMBS Bead Bazaar, Programs, Outreach and Membership and such other committees as determined by the board of directors. These committees shall be comprised of general members of the RMBS. The chairperson of each committee, if not otherwise a member of the board of directors, shall be a member of the Advisory Committee to the board of directors.

Section 2. Committee Appointment. The President shall appoint and/or replace all Standing Committee Chairpersons, with the approval of the board of directors. Said appointments shall be announced at the first RMBS meeting following their selection, or as appropriate.

## **ARTICLE XI NEGOTIABLE INSTRUMENTS**

Section 1. Signature on Checks. Etc. All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of the corporation by such officer(s) or person(s) as the board of directors of the corporation may from time to time designate by resolution.

## **ARTICLE XII EARNINGS/DISSOLUTION**

Section 1. Earnings. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation 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 these Articles of Incorporation.

Section 2. Dissolution. Upon the dissolution of the corporation, the assets of the corporation then remaining in the hands of the corporation shall be distributed, transferred, conveyed, delivered and paid over to any other nonprofit organization, of this or any other State.

### **ARTICLE XIII AMENDMENTS**

Section 1. Power. The board of directors shall have the power to alter, amend or repeal the bylaws of the corporation at any regular meeting of the board of directors or at any special meeting called for that purpose.

Section 2. Amendments. The articles of incorporation may be amended upon resolution of the board of directors and submission to a meeting of the members where it is approved by a vote of two-thirds of the members present at the meeting or represented by proxy. A resolution to amend may also be submitted to the members upon the request of one-twentieth of the members entitled to vote thereon.

### **ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Directors and Others Covered. Directors whom the RMBS may indemnify under this Article include the directors described in these Bylaws as members of the board of directors. Officers whom the RMBS may indemnify under this paragraph are the elected officers described in these Bylaws. If an officer or director is described in this Article, indemnification may be paid to his/her duly qualified executor, administrator, or other personal representative.

Section 2. Legal Actions, Suits, or Proceedings brought against Directors or Officers of the RMBS.

(a) Discretionary Indemnification. Except as provided in paragraph (b) below, the RMBS 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 her/him 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.

(b) Limitations Upon Indemnification. The RMBS 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 RMBS board of directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the Rocky Mountain Bead Society.

(c) Payment of Indemnification.

(i) Approval. Notwithstanding the foregoing paragraphs, the RMBS shall not indemnify any director or officer described above unless such indemnification is approved by its board of directors acting by a quorum 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 RMBS 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 RMBS to its members of record entitled to vote for the election of Directors within three (3) months from the date of payment.

#### **CERTIFICATE**

I hereby certify that the foregoing Amended and Restated Bylaws, constitute the bylaws of ROCKY MOUNTAIN BEAD SOCIETY, adopted by the Board of Directors of the corporation as of \_\_\_\_\_, 2018.

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Secretary

Adoption and Revision History:

First Adoption: February 16, 1992