

**SOCIETY OF AMERICAN MINIATURISTS**  
**BYLAWS**  
**September 2017**

**ARTICLE I NAME**

The name of this organization shall be Society of American Miniaturists, hereinafter referred to as the Society.

**ARTICLE II OBJECT**

The object and purpose of the Society shall be to promote and maintain a national interest in all areas relating to miniature. It shall be dedicated to the education of the public to the history, art, craft and hobby of miniatures.

**ARTICLE III ORGANIZATION**

This shall be a nonprofit organization chartered by and incorporated in the State of Texas and organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue as amended.

**ARTICLE IV MEMBERSHIP**

SECTION 1. Eligibility. Any person or group of persons who are interested in, collectors or builders of miniatures of any category may be admitted into membership in the Society.

SECTION 2. Classification. There shall be five classes of membership.

- A. Regular Members: All persons who have paid the full amount of dues and are at least eighteen years of age, and who will receive all publications and services of the Society.
- B. Family Members: Persons who are a member of the immediate family of a regular member, are at least twelve years of age, and reside at the same address. Dues for family memberships shall be at a reduced rate that is less than the cost of two regular memberships.
- C. Student Members: Persons between the ages of twelve and eighteen who become members under the sponsorship of two regular members.
- D. Honorary Members: Honorary membership may be given to any person by 2/3rds vote of the Executive Board in recognition of outstanding service to miniature. Honorary members shall have no voting privileges.

- E. **Gratis Members:** Gratis memberships shall be offered to past Presidents in recognition of their service to the Society by the Executive Board. Gratis members shall continue to have full Society privileges and voting rights.

SECTION 3. Admissions.

- A. Application for membership in the Society shall be accompanied by payment of the annual dues to the Society.
- B. Upon receipt of the annual dues, new members shall be notified of their acceptance into the Society.

SECTION 4. Reinstatement. A member who has resigned or has been dropped for non-payment of dues may be reinstated upon payment of said dues for the current year.

**ARTICLE V OFFICERS**

SECTION 1. Officers. The elected officers of the Society shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, a Passport Editor and a Webmaster.

SECTION 2. Qualifications. A candidate shall be a member in good standing.

SECTION 3. Term of Office. Officers will be elected for a term of two years. No officer shall serve for more than two consecutive terms (four years). The Passport Editor and Webmaster are exempted from this term limit due to the technical requirements of their positions.

SECTION 4. Vacancy in Office. A vacancy in the office of President shall be filled by the First Vice President. The vacancy thus created in the office of First Vice President, or any other vacancy that occurs in any other office shall be filled by a ballot vote of the Executive Board.

SECTION 5. Duties of the Officers.

- A. The President shall:
  - 1. Be the chief executive officer and official representative of the Society.
  - 2. Perform duties as set down in the Bylaws or Standing Rules adopted by the Executive Board.
  - 3. Appoint any temporary committees, as needed, subject to the approval of the Executive Board.
  - 4. Maintain ownership of website, online account(s) for official board member emails, storage of official documents and photos. The Webmaster shall have dual ownership.
  - 5. Preside at all meetings.
  - 6. Sign all contracts together with other appropriate officers as may be determined by the

Executive Board.

B. The First Vice President, Events Chair, shall:

1. Be responsible for all conferences, education and Bylaws and chair any temporary committees appointed to assist with these duties.
2. Act as Liaison between the appointed Birthday Party Host City Committee Chair and the Executive Board.
3. Assume other duties assigned to the office by the Bylaws and Standing Rules Committees, the President and the Executive Board.
4. Assume the Office of the President for the unexpired term in the event of a vacancy in that office.
5. Assume other duties assigned to the office by the President and the Executive Board.

C. The Second Vice President, Membership Chair, shall:

1. Receive applications for membership in the Society and maintain a current list of members.
2. Promote membership in the Society through membership renewals.
3. Acquaint the general public with the functions and services of the Society.

D. Assume other duties assigned to the office by the President and Executive Board.

E. The Secretary shall:

1. Record the proceedings of all meetings of the Society and Executive Board and provide a copy to the Executive Board, as needed.
2. Provide the Passport Editor with a copy of the minutes of the annual meeting for publication in the Passport.
3. Sign all certified copies of acts of the Society, unless otherwise specified by these Bylaws.
4. In the absence of the President and both Presidents, call the meeting to order and preside until the election of a chairman pro tem.
5. Assume other duties assigned to the office by the President and Executive Board.

F. The Treasurer shall:

1. Receive and take charge of all funds and securities of the Society and deposit same to its credit in such depositories as the Executive Board shall designate
2. Submit budget in accordance with Article IX and disburse funds as directed in the budget, or by the Executive Board.
3. Provide financial report to the Passport Editor for publication in the Passport.
4. File vouchers for all expenditures and render a complete report at the annual meeting
5. Assume other duties assigned to the office by the President and Executive Board.

G. The Passport Editor shall:

1. Be responsible for publicity of the Society.
2. Collect articles and publish the Society publication, PASSPORT, twice a year, typically June and December. At a minimum, this publication shall include Society news, information on upcoming events, financial reports, minutes from the previous meeting and membership updates. An electronic version will be provided to the Webmaster for inclusion on the website.

H. The Webmaster shall:

1. Maintain the official SAM domain (minisam.org) and any accounts needed for official SAM Executive Board email addresses and electronic document and photo storage.
2. Update the official website with event information as received by the Executive Board.
3. Post the electronic version of the PASSPORT on the official SAM website.

## **ARTICLE VI NOMINATIONS AND ELECTIONS**

SECTION 1. Nominations. Nominations for all offices shall be open. Each nomination shall be filed with the Secretary no later than the Monday prior to the SAM Birthday Party event held annually in the month of February. In the event no regular nomination is made for any office within the time limit prescribed, a Nominating Committee composed of three members shall be formed. The Nominating Committee shall consist of one past president of the Society and two general members from the Society at large nominated from the floor at the February SAM Birthday Party. This committee shall submit one name for each position in which no regular nomination has been made. During the annual meeting when elections are being considered, nominations may also be made from the floor. No name shall be placed in nomination without consent of the nominee.

SECTION 2. Election. Election of officers shall be by show of hands during the annual meeting. The nominees shall leave the room during any discussion and voting.

## **ARTICLE VII EXECUTIVE BOARD**

SECTION 1. Composition. The Executive Board shall be composed of all the elected officers.

SECTION 2. Duties. The Executive Board shall:

- A. Conduct the business of the Society between annual meetings.

- B. Adopt Standing Rules as needed to carry on the business of the Society. These Standing Rules shall include all policies, including those governing exhibits, workshops, seminars and other educational services of the Society.
- C. Adopt a budget after presentation by the Treasurer.
- D. Determine the time, place and registration fee for the annual conference.
- E. Report periodically through a newsletter to the membership that is published on the official website.

### SECTION 3. Voting.

- A. Proposals concerning changes in Society policy or expenditures of funds not provided for in the adopted budget shall require a 2/3rds vote of members present for adoption.
- B. A vote by mail or by electronic communication is authorized when necessary. Proposals concerning changes in Society policy or expenditures of funds not provided for in the adopted budget shall require a 2/3rds vote of the membership of the Executive board for adoption by mail or by electronic communication. A report of any action taken by mail shall be verified and made by a part of the minutes at the next meeting of the Executive Board.

SECTION 4. Meetings. The Executive Board shall meet on call of the President, or at the request of three members of the Executive Committee. At least five days prior notice shall be given all members of the Board, except for any meeting the President may call during a conference.

SECTION 5. Quorum. Three members shall constitute a quorum for the transaction of the business at all meetings of the Executive Board.

SECTION 6. Business by Mail, Telephone, or Electronic Communication. The Executive Board may conduct business by mail, telephone or electronic communication when necessary. No action may be taken as a result of conducting business by mail, telephone or electronic communication unless approved by a quorum of the Executive Board. A report of any action taken by mail, telephone or electronic communication shall be verified and made a part of the minutes at the next meeting of the Executive Board.

## ARTICLE VIII MEETINGS

### SECTION 1. Conferences.

- A. A conference shall be held annually, at the time and place the Executive Board shall determine, for the purpose of receiving Reports, amending Bylaws, and other business as may properly come

before it.

- B. The Official Call to the conference giving the time and place of the meeting shall be published in an official publication at least three months prior to the date of the conference.
- C. The voting body of the conference shall be composed of:
  - 1. The Executive Board
  - 2. All members in good standing present at the conference.
- D. No member shall vote in more than one capacity, and there shall be no proxy voting.

SECTION 2. Special Meetings. Special meetings of the Society shall be called upon a 2/3rds vote of the Executive Board taken in a meeting or by mail or electronic communication. Thirty days notice of a Special meeting shall be given.

SECTION 3. Quorum. A quorum for the transaction of business at a meeting or conference shall be a majority of the voting members.

SECTION 4. Cancellations. In case of a national emergency, any event outside of human control such as a national disaster, flood, tornado or other event for which the Society is not responsible the Executive Board, by a 2/3rds vote in meeting, by mail, telephone, or electronic communication, may cancel the annual conference. All members shall be notified of the cancellation, and the Executive Board shall provide for the transaction of business to be brought before the general membership in the conference by mail or electronic communication.

## **ARTICLE IX DUES AND FINANCE**

SECTION 1. Membership Year. The membership year shall be the same as the fiscal year – July 1 through June 30. In the event a new member joins the association during the course of a regular membership year, that new member's first year of membership shall be for the remaining portion of the membership year.

SECTION 2. Dues.

- A. Annual dues of the Society shall be determined by a 2/3rds vote of the Executive Board.
- B. Dues shall be delinquent if not paid on or before August 1 of the membership year, however a member may not register for any official SAM activity until their membership is paid.
- C. Dues for residents of a country other than the United States shall be \$5.00 more than residents of the United States.

SECTION 3. Budget. A proposed budget shall be submitted by the Treasurer to the Executive Board for consideration and adoption at the last meeting preceding the beginning of the next fiscal year of the Society.

SECTION 4. Financial Review.

- A. The financial records of the Society shall be reviewed by an Audit Committee selected by open nomination during the annual meeting of the Society.
- B. The Audit Committee shall be comprised of three members of the general membership in good standing but shall exclude sitting members of the Executive Board in order to provide appropriate checks and balances for the Society. The Executive Board may nominate candidates for the Audit Committee for election during the annual conference in accordance with Article VI, Section 2.
- C. The Treasurer shall forward copies of the financial records to the Audit Committee within 60 days of the close of the fiscal year.
- D. The Audit Committee shall report the results of its review and any recommendations to the President on or before April 1 of the succeeding fiscal year.
- E. The results of the review shall be attached to the annual financial report of the Treasurer.
- F. The annual financial report shall be presented to the general membership.

## **ARTICLE X DISSOLUTION**

SECTION 1. Distribution of Monies and Securities. In the event of dissolution of the Society of American Miniaturists for any reason, all monies and securities remaining in the treasury after paying, or adequately providing for the debts and obligations of the Society, is to be distributed by the Treasurer, on a per capita membership to a nonprofit fund, foundation or corporation which is organized and operated exclusively for Charitable or Educational purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, as amended. Such distribution is subject to the approval of the Executive Board.

SECTION 2. Net Earnings. No part of the net earnings of this Society shall ever inure to, or for the benefit of, or be distributed to its members, officer or any other private persons, except that the Society shall be empowered to pay a reasonable compensation for the service rendered, and to make payments and distributions in furtherance of the except purposes for which it was formed.

SECTION 3. Notwithstanding any other provisions of these articles, the Society shall not carry on any other activities not permitted to be carried on by a Society exempt from Federal Income Tax under Section 501 (c)(3)

of the Internal Revenue Code of 1954 as amended and that there shall not be any power limitations included in the Bylaws.

## **ARTICLE XI PARLIMENTARY AUTHORITY**

Roberts Rules of Order, newly revised, shall govern the proceedings of the Society in all cases not provided for in these Bylaws or in the Standing Rules.

## **ARTICLE XII AMENDMENT**

SECTION 1. Amendments. These Bylaws may be amended at any conference or through mail as follows:

- A. By a 2/3rds vote of members voting, providing the proposed Amendment(s) shall have been submitted in writing at least thirty (30) days prior to the election.
- B. By unanimous vote provided previous notice shall have been given at an earlier meeting of the same revision.

SECTION 2. Revisions. These Bylaws may be revised only upon authorization by the conference.

- A. The conference shall select a Bylaws Committee of three member of the general membership in good standing by open nomination at the annual conference to consider any revisions to the Bylaws.
- B. The proposed revision shall be submitted to the membership in an official publication prior to the conference at which action is to be taken.
- C. The Bylaws shall be reviewed for possible revision no less than every five (5) years.

## **ARTICLE XIII INDEMNIFICATION**

The Society shall indemnify and hold harmless each person who is no or shall hereafter be an officer or employee of the Society from and against any and all claims and liability, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his having heretofore or hereafter been an officer or employee of the Society, or by reasons of any action alleged to have been heretofore, or hereafter taken or omitted by him as such officer, or employee, and shall reimburse each such person for all legal and other expenses, (including the cost of settlement) reasonably incurred by him in connection with any such claim, liability, suit, action, or proceedings; provided, however, that no such person shall be indemnified against, or be reimbursed from any claims, liabilities, costs or expenses be incurred in ~~the~~ connection with any claims or liability, or threat or prospect thereof, based upon arising out of his own willful misconduct or gross negligence, in the performance of his duties as such officer, or employee. The determination of all questions as to the existence of willful misconduct or gross negligence, as to the right



indemnity and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be final and conclusive if made, by the Executive Board of the Society acting at a meeting at which a quorum of the Executive Board so acting is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any person under the provisions of this Article XIII shall not exclude any other right which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Society to indemnify or reimburse such person in the case even though not specifically provided for herein.