

Genesee Valley Sock Machine Club

Bylaws

Adopted March 9, 2013

ARTICLE ONE - NAME, PURPOSE and OFFICE

Section 1.01 Name

The name of the club shall be Genesee Valley Sock Machine Club (hereinafter sometimes referred to as the GVSMC or the "Club")

Section 1.02 Purpose

The purposes of this Club shall be:

- 1 To provide an organization for owners and operators of antique knitting machines or sock machines in Rochester, NY, and the surrounding region.
- 2 To encourage the preservation, restoration, and use of antique knitting machines.
- 3 To aid in the education of members and the public about the history of antique knitting machines through shared teaching experiences and demonstrations at various fiber arts shows and festivals and at regular meetings planned by the members.
- 4 The club shall be non-commercial, non-sectarian, and non-partisan, and non discriminatory against any ethnic or minority group or individual.

Section 1.03 Office Address

The principal office of the Club shall be at the address of the Treasurer.

ARTICLE TWO - MEMBERSHIP AND DUES

Section 2.01 Eligibility and Application for Membership.

Membership in the GVSMC is open to individuals who accept the Bylaws, procedures, and purposes of the Club as set forth in Article One. An application for membership shall be made available to individuals who wish to apply.

Section 2.02 Classes of Membership

The one class of membership shall be called a "Regular Membership". A Regular Membership includes the individual member and spouse. The minor children are not members, but may attend meetings as guests.

Section 2.03 Rights and Privileges

Each membership is entitled to a copy of the Newsletter, Bylaws, a name tag, and any other items prescribed by these Bylaws or Club Procedures. Both the member and spouse are entitled to one vote, or two votes together, in the conduct of business of the Club. The member and spouse may both hold offices in the Club. Members may submit items for meeting agendas to the Club Secretary if submitted at least one month prior to the date of the meeting.

Section 2.04 Dues

Dues for new members shall be \$20.00, and thereafter an amount determined by the Board of Directors.

Section 2.05 Resignation

A member may resign from the Club at any time by giving written notice to that effect, by mail or email, to the Club President and Club Secretary. The Secretary shall confirm receipt of the notice by mail or email as soon as practical after receiving said notice.

ARTICLE THREE - MEETINGS, VOTING, ELECTIONS

Section 3.01 Annual Meeting

The Board of Directors shall approve the time, place and agenda for the annual membership meeting. The Secretary shall mail or email a notice thereof not less than 30 days prior to the meeting, to the address of each member of the Club.

Section 3.02 Elections

Elections for the officers specified in these Bylaws shall be held at the annual meeting.

Section 3.03 Nominations

At least one (1) month prior to the annual meeting, the Secretary shall mail or email a ballot to members containing a list of nominees plus provision for write-in candidates. Additional nominations may be made from the floor at the annual meeting, and a list of all nominees announced by the Secretary. Votes cast for Club officers by mail, email and at the annual meeting shall determine the vote.

Section 3.04 Quorum

A quorum for the transaction of business at any live meeting of the members shall be ten (10) members, and a quorum for meetings by electronic means shall be considered automatically met, provided all members are given sufficient advance notice that the electronic meeting will be in session and such notice shall include the meeting agenda.

Any live meeting of the members not meeting the requirements of a quorum may be adjourned by a majority vote of the members present.

Section 3.05 Other Business

Other business may be voted on by the general membership at Club meetings (or by email) at which there is a quorum as specified in section 3.05.

ARTICLE FOUR - OFFICERS

Section 4.01 Officers

The officers of the Club shall be:

(a) President (b) Vice President (c) Secretary and (d) Treasurer.

Section 4.02 Elections of Officers

All officers shall be elected in accordance with Section 3.03.

Section 4.03 Terms of Officers

The terms of office for (a) President (b) Vice President (c) Secretary and (d) Treasurer shall be one (1) year. Officers may be reelected to serve two (2) or more consecutive terms.

Section 4.04 Nominations

An Election Committee as described in Section 7.05 of these Bylaws shall make nominations for office.

Section 4.05 Vacancies

In the event that any office becomes vacant, The Board of Directors shall, by majority vote, appoint a Club member to fill the vacancy for the remainder of the term.

ARTICLE FIVE - DUTIES OF OFFICERS

Section 5.01 President

The President shall give notice of all meetings of the membership and of the Board of Directors.

The President shall preside over meetings of the membership. The President shall make appointments and perform duties authorized by the Bylaws and exercise responsibilities as may be decided from time to time by the Board of Directors. The President may appoint committees from the membership to perform various duties. The President may also serve as ex officio member of all committees. When practical, Presidential notices may be communicated to members electronically according to Section 12.03.

Section 5.02 Vice President

The Vice President shall act in the capacity of the President in his/her absence, and shall at all times provide support to the President in conducting normal business of the Club.

Section 5.03 Secretary

The Secretary shall record and maintain the minutes of the Club business meetings and meetings of the Board of Directors. Minutes of the proceedings of the Board shall be kept by the Secretary and, as soon as practical after a meeting, a copy of said minutes shall be mailed or emailed to the Board of Directors. Minutes of the proceedings of each committee shall be kept by the Secretary. The minutes of closed sessions shall be kept separate from those of the public meetings. The Secretary shall be the custodian of all official records of the Club, including the minutes of all meetings and papers of the Club. The Secretary shall be custodian of the Seal of the Club and shall affix it to documents executed on behalf of the Club. The Secretary shall also maintain (a) a current membership list, (b) a current record of the Bylaws, policies and resolutions and a (c) current inventory of property owned by the Club. The Secretary shall be responsible for communications with the membership and other parties and for certifying documents issued by the Club. All records for which the Secretary is custodian may be stored and transmitted in digital form. Duties of the Secretary may be shared by other officers of the Club when circumstances indicate a need for additional support.

Section 5.04 Treasurer

The Treasurer shall maintain records of all financial transactions and shall report on the financial status of the Club upon request of the President or the Board of Directors. At the time of each annual meeting, or as requested by the President, the Treasurer shall provide the Board of Directors with an audited financial report. The Treasurer shall submit all relevant financial records to an auditor approved by the Board of Directors in a timely manner to facilitate such report. The Treasurer shall also serve as Chairman of the Finance Committee. The Treasurer shall receive all moneys of the Club subject to the control and direction of the Board. All moneys received by the Club, whether by the Treasurer or by the officers, shall be deposited forthwith in bank accounts approved by the Finance Committee. The Treasurer shall be the custodian of all bonds, stocks, notes, contracts of sale, mortgages, and deeds of trust for real property held or acquired for investment purposes, and of all other securities belonging to the Club, and all insurance policies and other documents relating to any of the same and shall keep them in such places and in such manner as shall be approved by the Board of Directors. The Treasurer, in general, shall be the manager of all external financing of the Club, subject to control and direction of the Board of Directors.

ARTICLE SIX - BOARD OF DIRECTORS

Section 6.01 Board of Directors

The Board of Directors shall consist of the President as chair, Vice President, Secretary, Treasurer, past President as ex officio member, plus one member from the general membership.

Section 6.02 Term

Directors shall be elected to the Board of Directors for a term of one (1) year and may serve two or more terms.

Section 6.03 Responsibilities

The Board of Directors shall be responsible for the management of the business affairs of the Club, shall be familiar with these Bylaws of the GVSMC, and conduct business in a manner that is consistent with these Bylaws. All expenditures of GVSMC funds shall be authorized by the Board of Directors. The Board shall review and oversee the financial recommendations proposed by the Finance Committee in accord with provisions in Section 7.02, and shall prepare an application form for membership. The Board shall view new membership applications and approve only those who support the purposes of the Club as stated in Section 1.02.

Section 6.04 Quorum

Business may be conducted at any meeting of the Board of Directors at which a quorum exists. A quorum at Board meetings shall be four (4) of the elected members of the Board of Directors.

Section 6.05 Compensation

No elected officer, Board member or committee member may receive compensation for services rendered to the Club. Clerical and other necessary operating expenses may be paid by the Club when authorized by the Board.

Section 6.06 Auditors

The Board of Directors shall be responsible for selecting a qualified individual to conduct auditing functions required by the Club.

Section 6.07 Parliamentary Authority

The Modern Edition of Robert's Rules of Order shall be employed to conduct business at meetings of the Club and Board of Directors, except where such rules are inconsistent with the Bylaws of the Club, and statutes of federal, state or local governments. Bylaws adopted by our club take higher authority than Robert's Rules of Order, but not higher than federal, state or local statutes.

Section 6.08 Board Meetings

Business may be conducted via electronic means, including video conferencing, electronic mail, and Internet relay chat, at any meeting of the Board of Directors at which a properly constituted quorum is present. The following shall be the order of business at meetings of the Board:

Roll Call

Approval of the minutes of the last meeting

Report of the Chairperson

Reports of Standing Committees

Reports of Special Committees

Reports of Officers

Unfinished business

New business

Section 6.09 Special Meetings

At special meetings the order of business shall be:

Roll call

Reading of notice thereof

The special business for which the meeting was called

In the absence of the Chairperson, the Board shall elect for that meeting a Chairman Pro Tempore to perform the duties of said Chairpersons. The regular order of business of a Board Meeting may be suspended by a majority vote of the members present.

Section 6.10 Vacancies

In the event that a Director's position becomes vacant, the Board of Directors may by a majority vote, appoint a member of the Club to fill the remainder of the Director's term.

ARTICLE SEVEN - COMMITTEES

Section 7.01 Standing Committees

All activities and recommendations of standing committees are subject to approval of the Board of Directors. Except as noted below, The Chairperson shall annually appoint Club members to the following standing committees and shall determine an appropriate quorum for the conduct of business by each committee.

Section 7.02 Finance Committee

The Finance Committee shall consist of the Treasurer as chair and three (3) or more appointed members. The Finance Committee shall recommend an auditor for approval by the Board of Directors and ensure that a properly audited financial statement is prepared on an annual basis in accordance with generally accepted auditing standards. The Committee shall consider all matters relating to the business management of the Club and shall consider and recommend to the Board of Directors the annual budget of the Club. The Finance Committee shall open, maintain, and close bank accounts, both savings and commercial, in the name of the Club, and prescribe the conditions under which deposits shall be made and funds shall be withdrawn.

Section 7.03 Rules Committee

The Rules Committee shall consist of the Board of Directors and two (2) additional Club members, to formulate the Bylaws, Policies, Rules and Regulations of the Club and to consider amendments suggested by the Club members.

Section 7.04 Publications Committee

The Publications Committee shall consist of a Chair selected from the membership, an Editor-in-Chief, and other members, as the Chairperson may deem appropriate. This Committee shall be responsible for the newsletter, Web site, calendar and various publications of the Club.

Section 7.05 Election Committee

The Election Committee shall consist of the Vice President as chair and such other members as may be appointed by the Chairperson. The Election Committee shall conduct the annual election of officers, including preparing a slate of nominees, the ballot, and tabulation of election results. The Election Committee shall provide the membership with the required nominees one (1) month before the next annual meeting, and shall obtain the consent of the individuals to accept and serve in the position for which nominated. In the event an Election Committee can not be formed from the members, the Board of Directors shall serve as Election Committee.

Section 7.06 Awards Committee

The Awards Committee shall consist of the Vice President and such other members as the Vice President may deem appropriate. The Committee shall recommend and administer the various awards of the Club.

Section 7.07 Membership Committee

The Membership Committee shall consist of three (3) or more members of the Club appointed by the Vice President. The Committee shall develop and administer activities for the recruitment of new members.

ARTICLE EIGHT - AFFILIATES

Section 8.01 Policy

It is the policy of the Club to be open to the opportunity to affiliate with other organizations that may have similar interests and objectives as the Club. When such an opportunity arises, the Board shall formulate terms of eligibility, purpose, dues and responsibilities of the Club and its affiliate(s). Affiliation with other organizations must be approved by a majority vote of Club members.

ARTICLE NINE - AMENDMENTS

Section 9.01 Amendments to Bylaws

These Bylaws may be amended, altered or rescinded by a two-thirds vote of the members present at a meeting for which a 30 day notice of such action was given, and a quorum is present. The Secretary shall communicate changes in the Bylaws to the Club membership at the earliest opportunity.

Section 9.02 Petition for Amendment

A petition to change the Bylaws, signed by ten percent (10%) or more of the membership may be submitted to the Board of Directors at any time. The Board of Directors shall review the proposed changes and offer them with a recommendation to the membership for a two-thirds vote.

ARTICLE TEN - EXECUTION OF DOCUMENTS

Section 10.01 Signatures

Contracts, documents or any instruments in writing requiring the signature of the Club, other than checks and negotiable instruments, shall be signed by any two of the President, Vice President, Secretary and Treasurer. Checks and negotiable instruments shall be signed as provided for by the Policies, Rules and Regulations. The Directors may from time to time by resolution, appoint other officers on behalf of the Club to sign contracts, documents and instruments in writing. The seal of the Club may be affixed to such signed documents when required.

ARTICLE ELEVEN - INDEMNIFICATION

Section 11.01 Indemnification

Club officers and members should be aware that the GVSMC has no insurance or indemnification process to hold members harmless against suit. Club officers and members must at all times exercise care to comply with the Bylaws, statutes and policies adopted by the Club. It is the responsibility of all members to be familiar with these Bylaws as a requirement for membership as stated in Section 2.01.

ARTICLE TWELVE - MISCELLANEOUS

Section 12.01 Endorsements

No member, Committee Chairman, Director or Officer of this Club shall use the seal, logo or name of the Club to endorse, condemn or express an evaluation of any product or service of any firm or individual.

Section 12.02 Seal and logo

The seal and logo of this Society shall be in a form prescribed by the Board of Directors.

Section 12.03 Electronic communications

Communications of the Society, including Newsletters, ballots, letters and notices, and the conduct of meetings of standing committees and the Board, may be transmitted via electronic means such as Internet mail, Internet relay chat and video conferencing, except where otherwise specified by the Bylaws. The Bylaws and other records may be transferred to members in digital form by email or posting on the Web site, unless specified otherwise in the Bylaws.

Section 12.04 Electronic records

The Computer Age has made the requirement to retain hard copies of Club records obsolete. Therefore, unless specified elsewhere in the Bylaws, the requirement that club records be held by a particular member or Club officer shall be met if the records are known to exist digitally in four or more computers owned by Club members. Club members are entitled to store records on their personal computers.

Section 12.05 Fiscal year

The fiscal year of the club shall begin on the first day of January and end on the last day of December in each year.

Section 12.06 Guests

Guests and individuals from the general public are welcome to visit informal gatherings of the members. They may not participate in our formal deliberative meetings.

Section 12.07 Membership Application

All prospective members shall fill out an application form designed by the Board of Directors. Said form shall provide for name of applicant, spouse and minor children (optional), address, email address and phone. The applicant shall by their signature affirm they have read the GVSMC Bylaws and accept the Bylaws, procedures, and purposes of the Club as stated in Section 1.02. The application shall have an Internet address giving applicants access to Club Bylaws.

Section 12.08 Newsletter

The newsletter of the GVSMC shall be *The Circular*, published bi monthly in digital form and distributed to members by email. The newsletter may be distributed in hard copy and after one year may be posted online at the discretion of the Publications Committee. Members are encouraged to support the newsletter by submitting articles and photographs for publication. Members are not authorized to share the newsletter with non members.

Section 12.09 Web Site

The GVSMC shall maintain an Internet Web site on space provided by an Internet hosting service at the domain <http://GVSMC.org>.