



# HANDCRAFTED SOAPMAKERS GUILD Inc.

## CORPORATE BYLAWS

as amended by vote April 2008

### ARTICLE I - Name

The name of the organization shall be the Handcrafted Soap Makers Guild, Inc. (hereinafter "HSMG").

### ARTICLE II - Seal

The Guild shall have a seal of such design as the Board of Directors may adopt. The Guild shall have the sole right to control completely the use of the Seal, and such Trademarks or other Indicia as the HSMG may adopt.

### ARTICLE III - Object

The object and purpose of this association, organized as a non-profit corporation, shall be to promote the handcrafted soap industry; to act as a center of communication among soap makers, and to circulate information beneficial to soap makers; all within the meaning of Section 501 (c) (6) of the Internal Revenue Code.

### ARTICLE IV - Members

**Section 1. Classification.** The HSMG shall have the following membership classifications:

- A. **Basic.** Any individual with a genuine interest in handcrafted soap may qualify for membership based upon the categories and criteria defined as:
- 1) **Personal.** To qualify for personal membership, an individual shall share a genuine interest in handcrafted soap, and may make soap for personal and family use, but shall not manufacture and market handcrafted soap to the general public. Personal membership is limited to two years at which time the member must upgrade their membership in order to remain a member of the HSMG. A Personal member has all the rights and duties of a Basic member with the exception that they may not hold office.
  - 2) **Soapmaker.** To qualify for soapmaker membership, an individual shall manufacture and market handcrafted soap.
  - 3) **Vendor.** To qualify for Vendor membership, an individual shall market soap making supplies and/or related services to handcrafted soap makers.
  - 4) **Corporate.** To qualify for corporate membership, any business or firm shall manufacture and market handcrafted soap or market soap making supplies and/or related services to handcrafted soap makers. The membership shall be in the name of the firm, not in the name of an individual. Individuals associated with a corporate member may qualify as members in other classes in their own right. A Corporate member has all the rights and duties of a Basic member with the exception they may not hold office.

Each corporate member shall designate in writing to the HSMG a person who shall act as its representative for all purposes of membership. The corporate may change such written designation at any time. Acts by such designated representative performed in the name of the corporate member shall be deemed, for purposes of the HSMG, to be acts of the corporate member in accordance with applicable law.

- B. Friend of the Guild.** Any individual with a genuine interest in handcrafted soap and a desire to contribute additional financial support to the HSMG may become a Friend of the Guild based on the membership criteria outlined in the basic membership classification. A Friend of the Soap Guild member shall be entitled to all the rights and privileges of a Basic member with such other rights and privileges as established by the Board of Directors.
- C. Supporting Member.** An individual with a genuine interest in handcrafted soap and a desire to contribute additional financial support to the HSMG may become a Supporting Member of the HSMG based on the membership criteria outlined in the basic membership classification. A supporting Member shall be entitled to all the rights and privileges of a Basic member with such other rights and privileges as established by the Board of Directors.
- D. Patron.** Any individual with a genuine interest in handcrafted soap and a desire to contribute additional financial support to the HSMG may become Patron member of HSMG based on the membership criteria outlined in the basic membership classification. A Patron Member shall be entitled to all the rights and privileges of a Basic member with such other rights and privileges as established by the Board of Directors.
- E. Honorary Life Membership.** Upon the signed recommendation of two members and a three-fourths vote by ballot at the annual business meeting, honorary life membership may be conferred upon an individual who shall have rendered notable service to the HSMG. An honorary member shall have none of the obligations of membership and shall be entitled to all of the privileges except those of making motions, voting, or holding office.
- F. Members of More than One Membership Classification.** Members who qualify for more than one membership classification shall be limited to one vote.

**Section 2. Eligibility for membership.** A member shall be admitted upon submission of a completed membership application and payment of annual membership dues. The HSMG reserves the right to reject any membership application to HSMG by a two-thirds vote of the Board of Directors.

**Section 3. Resignation.** Any member desiring to resign from the HSMG shall present a resignation in writing to the secretary, who shall present it to the Board of Directors for action. Any member who resigns or otherwise withdraws, voluntarily or involuntarily, from the HSMG shall cease to have any interest in the funds, assets, or activities of the HSMG and shall not be entitled to any refunds of any type or in any amount.

**Section 4. Reinstatement.** Any member who has resigned and whose resignation was accepted shall be granted reinstatement upon application accompanied by current dues and approval of the Board of Directors.

**Section 5. Suspension or Termination of Membership.** The Board of Directors has the power to suspend or terminate members for non-payment of dues; and to reprimand, to suspend, or to expel members in accordance with the HSMG bylaws and in accordance with Chapter XX of *Robert's Rules of Order*.

## ARTICLE V - Dues

**Section 1. Annual Dues.** The annual dues shall be established by the Board of Directors.

**Section 2. Dues Payment.** Annual dues are due and payable by the member's dues renewal date. Membership shall be delinquent if dues are not paid on or before the renewal date. Renewal notices will be sent by U.S. Mail within 60 (sixty) days prior to the renewal date.

## Article VI - Officers

**Section 1. Elected Officers.** The elected officers of HSMG shall be a President and six (6) Directors who shall be known as the Board of Directors.

- A. The President shall be elected by the membership as directed in Article VII.
- B. The Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors from the six Directors.

- C. These officers shall perform the duties prescribed in these bylaws and in the adopted parliamentary authority.

**Section 2. Appointed Officers.** A Parliamentarian shall be appointed by the President with the approval of the Board of Directors.

**Section 3. Qualifications for Office.** To be eligible for the office of President or Director, an individual shall have been a member of HSMG at least one year at the time of taking office. Any person holding the office of President or Director must maintain a current membership in the HSMG.

**Section 4. Term of Office.** The elected officers shall assume office on July 1 following the election. Officers shall serve until the completion of their term or until their successors assume office. In the event of an emergency election, the elected officers shall assume office immediately upon the election becoming final and serve in office for the remainder of that term or until their successors assume office.

**President.** The President shall serve one two year elected term and shall be eligible for reelection to another two year elected term.

**Directors.** A Director shall serve a staggered two year term and shall be eligible for reelection for two additional staggered two year staggered terms in this office. Terms of office will be overlapped so that each year 1/2 of the directors shall be replaced in order to provide continuity from year to year. Directors shall serve either as an officer or a standing committee chairman or both.

**Maximum Number of Terms.** No member of the Board of Directors shall serve more than three consecutive terms.

**Section 5. Vacancy in Office.** In case of a vacancy in the office of President, the Vice-President shall serve as President for the remainder of the term. Any board member serving the office of President due to a vacancy will be considered serving within their term limits as a Director and shall be eligible to serve if elected by the membership for the full term limits as specified in Article VI; Section 4. If a current member of the HSMG Board of Directors is elected President at the Annual Election, the unexpired term of that director shall be filled by the Board Candidate receiving the next highest number of votes at that Annual Election. If one seat on the Board of Directors becomes vacant it shall be filled by an appointment of the Board of Directors by a majority of the board members present and voting.

**Section 6. Emergency Election.** If two or more offices on the Board of Directors become vacant at the same time, the remaining Board Members shall declare a need for an Emergency Election. If an Emergency Election is declared by a majority of the Board members present and voting, the Nominating Committee shall immediately begin the election process as described in Article VII. The time frame required for a regular election shall be suspended.

**Section 7. Duties of Officers.** The elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the Board of Directors, by the President, or in the adopted parliamentary authority

**A. Duties of the President.** The President shall:

- 1) Preside over all meetings of the Board of Directors, serve as Chairman of the Board, be the chief executive officer and official spokesman of HSMG.
- 2) Oversee the day-to-day activities of the HSMG.
- 3) Appoint, subject to the approval of the directors, one member at large to serve on the ethics committee.
- 4) Appoint, subject to the approval of the directors, the chairman of standing and special committees with the exception of the Nominating Committee.
- 5) Appoint, subject to the approval of the directors, members of the Finance Committee.
- 6) Appoint, subject to the approval of the directors, a qualified outside accountant whose duty shall be to perform a thorough review of the HSMG's financial records within 90 days from the close of each fiscal year.
- 7) Appoint, subject to the approval of the directors, a Parliamentarian who shall serve as consultant.

- B. Duties of the Vice-President.** The Vice-President shall serve in the absence of the President and shall perform such other duties as prescribed by the President.
- C. Duties of the Secretary.** The Secretary shall record the minutes of all meetings of the membership, the Board of Directors, and the Executive Committee.
- D. Duties of the Treasurer.** The treasurer shall:
- 1) Be custodian of all HSMG funds;
  - 2) Serve as Chairman of the Finance Committee;
  - 3) Make a financial report to the Board of Directors at each meeting; and at other times when requested by the President or the Board of Directors; and
  - 4) Submit the most recent annual budget report and financial statement to the annual meeting.
- E. Duties of the Directors.** The remaining Directors shall serve as standing committee chairmen.
- F. Duties of the Parliamentarian.** The Parliamentarian shall:
- 1) Advise the President, The Board of Directors, The Executive Committee and the members about proper parliamentary procedure.
  - 2) Provide review and advice concerning any action taken by the Board of Directors, the Executive Committee or any other governing body of the HSMG to assure that any action taken by the leadership does not violate these bylaws, the Ohio Statutes or the adopted Parliamentary Authority of the HSMG. The Parliamentarian may only advise; the final decision remains with a majority vote of the Board of Directors.
  - 3) Serve as an ex officio member of the Policy, Procedure and Bylaws Committee.
  - 4) Maintain a file of current Bylaws, Standing Rules and a copy of the latest edition of *Robert's Rules of Order, Newly Revised*.

## ARTICLE VII - Nominations and Elections

**Section 1. Nominating Committee.** Three (3) members of the HSMG who are not currently serving as an officer on the Board of Directors shall be elected by the general membership at the annual meeting.

**Section 2. Eligibility to Serve.** No member shall serve more than two one year terms consecutively on the committee.

**Section 3. Vacancies.** If a vacancy occurs on the committee, the Board of Directors shall appoint another member to fill the vacancy.

**Section 4. Duties.** The duties of the Nominating Committee shall be:

- A. To elect a member among themselves to serve as chairman of the Nominating Committee.
- B. To actively solicit qualified candidates for the board of directors and make nominations, nominate at least one (1) candidate per office for the ensuing term. A qualified candidate is one who is:
  - a. Willing and able to serve for the term of office
  - b. Will have been a member for a least one year at the time of taking office.
- C. To publish for the membership the list of candidates nominated for each office at least thirty (30) days prior to the election;
- D. To receive nomination ballots from the general membership as specified in Section 6A and to verify eligibility and acceptance by the nominee.
- E. To actively solicit qualified candidates for the Nominating Committee and nominate at least three (3) qualified candidates, for the ensuing year.
- F. To insure the election ballots include all candidates, including:

- a. Candidates nominated by the Nominating Committee to serve on the Board of Directors or as President;
  - b. Qualified candidate(s) nominated by the general membership to serve on the Board of Directors or as President;
  - c. Candidates nominated by the Nominating Committee to serve on the Nominating Committee for the ensuing year.
- G. To remain in force until sixty (60) days after the close of the election, or until all election disputes are resolved and retain all ballots. Thereafter the ballots shall be destroyed. The Nominating Committee for the ensuing year shall take office on July 1st, apart from the outgoing Nominating Committee and the election just completed.

**Section 5. Committee Report.** The Nominating Committee shall present to the Board a slate of nominees no later than sixty (60) days prior to the election. The Nominating Committee shall submit at least one (1) name for each position to be filled.

**Section 6. Voting.** Officers shall be elected via official ballot at the annual meeting.

**Section 6A. Nominations by Ballot.** A member of the HSMG may nominate one candidate per each vacant office by nomination ballot. Ballots for nomination shall be available to the membership via the HSMG website at least 30 days prior to the election. All ballots must contain a space for the member's identification number along with full instructions for marking and returning the ballots. Ballots may be returned by electronic, facsimile or postal mail and must be received at least 14 days prior to the election and must include the member's identification number along with a brief factual statement of the nominees' qualifications. Each name submitted by nomination ballot, pending eligibility and acceptance by the nominee, shall be included as a candidate for office on the ballot of the next election.

**Section 7. Election Tellers.** All timely and properly submitted ballots shall be tabulated by three members elected as tellers at the annual meeting by nominations from the floor.

**Section 8. Election of Officers.** Elections shall be held annually. The candidates receiving the greatest number of votes shall be elected.

**Section 9. Announcement of Election.** The Board shall provide notice of the results of the election to the members within thirty (30) days of expiration of the voting period.

## **ARTICLE VIII - Board of Directors**

**Section 1. Composition.** The members of the Board of Directors shall be the President, Vice-President, Secretary, Treasurer and three Directors who shall be chairmen of standing committees.

**Section 2. Duties of the Board of Directors.** The Board of Directors shall be the President and six elected directors. The Board of Directors shall:

- A. Have full power and authority over the affairs of HSMG between annual meetings except as otherwise provided in these bylaws;
- B. Actively pursue the purposes and objectives of HSMG;
- C. Adopt special rules of order and standing rules to govern its proceedings and the affairs of HSMG over which it has power and authority;
- D. Oversee the disbursement of funds and adopt an annual budget;
- E. Approve the report of the auditor annually;
- F. Have final approval of the place, date and time for the annual meeting;
- G. Have final approval of the place, date, time and registration fee for the annual conference.
- H. Approve standing and special committee chair appointments by the President unless otherwise stated in these bylaws;
- I. Approve the appointment by the President of the Parliamentarian.

- J. Elect from the Directors a Vice-President, Secretary and Treasurer at its first meeting;
- K. Appoint at least three (3) members at large to serve as a nominating committee in accordance with Article VII. Section 1;
- L. Establish promotional and educational programs;
- M. Fill vacancies as provided in these bylaws; and
- N. Have such other duties as are prescribed for the Board in these bylaws, in the adopted parliamentary authority or as deemed necessary for the administration of HSMG.

**Section 3. Resignation of Board Members.** Any member of the Board of Directors may resign at any time by giving written notice to the Board. Any vacancy shall be filled in accordance with Article VI Section 5 and /or Section 6.

**Section 4. Meetings.** The Board shall meet at least quarterly. These meetings may be held via telephone conference calls according to Article XII of these bylaws.

**Section 5. Special Meetings.** Special Meetings of the Board of Directors may be called by the President or any two members of the Board of Directors with 24 hours oral or electronic notice.

**Section 6. Quorum.** Four (4) members of the Board of Directors shall constitute a quorum.

**Section 7. Removal of Officers.** Any officer may be removed by a two-thirds (2/3) vote of the Board of Directors, with cause. Any officer unable to attend a duly called meeting of the Board shall advise the President as to the reason for the absence. If an officer has three (3) consecutive absences from duly called meetings of the Board without an accepted excuse, the officer shall be deemed to have resigned. A Director whose membership in the HSMG expires without timely renewal shall be considered to have resigned.

**Section 8. Compensation and Reimbursement of Expenses.** Officers of the corporation HSMG may receive salaries or compensation from the HSMG for service in office at the discretion of the Board of Directors. Officers may be reimbursed for authorized reasonable business expenditures on behalf of the HSMG. This reimbursement shall be determined in advance of expenditures not otherwise provided in the budget. Any increase in salaries shall not take effect until the next term of office.

## **ARTICLE IX - Executive Committee**

**Section 1. Composition.** The members of the Executive Committee shall be the President, Vice-President, Secretary, and the Treasurer.

### **Section 2. Duties.**

- A. **Authority between Board Meetings.** The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent:
  - 1) necessary to take action on business that requires action between Board meetings; and
  - 2) action taken is not contrary to the instructions of the Board of Directors.
- B. **Other Duties**
  - 1) Analyze the Guild's progress in achieving its objectives;
  - 2) Set the time and date of Board meetings;
  - 3) Make recommendations to the Board of Directors; and
  - 4) Approve the hiring and firing of personnel
  - 5) Have such other duties as are prescribed for the Executive Committee in these bylaws or by the Board of Directors.

**Section 3. Meetings.** Meetings of the Executive Committee may be called by the President or any two members of the Executive Committee with at least 24 hours oral or electronic notice.

**Section 4. Quorum.** Three members of the Executive Committee shall constitute a quorum.

**Section 5. Vote Required.** The adoption of a main motion and approval of appointments shall require the affirmative vote of a majority of the members of the Executive Committee present providing a quorum is present.

## ARTICLE X - Meetings

**Section 1. Membership Business Meetings.** There shall be a minimum of one (1) Membership Business Meeting per year to be held during the Annual conference. The Annual Meeting shall be held at a time and place set by the Board of Directors. There shall be no less than nine (9) or more than fifteen (15) months between Annual Meetings.

**Section 2. Special Meetings.** Special Meetings of the members may be called by a two thirds (2/3) vote of the Board of Directors. Special Meetings shall be held at such times, and such places as the Board may determine. Written notice of any Special Meeting, stating the date, time, place, and purpose of the meeting shall be sent to each member at the member's last address shown on the HSMG's records, at least ten (10) days prior to the date of the meeting.

**Section 3. Quorum.** Five percent (5%) of the total membership shall constitute a quorum at any regular or special business meeting of HSMG.

## ARTICLE XI - Committees

### Section 1. Standing Committees.

- A. Composition, Accountability, and Term.** The Standing Committees of HSMG shall be, Policy Procedure and Bylaws, Conference, Ethics, Finance, Programs and Services, Certification, and Membership.
- 1) All committee chairs shall report to the Board of Directors and shall be responsible to the President between meetings of the Board.
  - 2) Committees shall be composed of a Chair and at least two other members appointed by the committee chair with approval of the Board of Directors unless otherwise stipulated within these bylaws. All committee members must be HSMG members in good standing.
  - 3) The term of committee members shall be for one year unless otherwise stipulated within these bylaws.
- B. Policy, Procedure and Bylaws Committee.** The President shall appoint a Director, as Chair. Two other members shall be appointed by the Committee Chair with approval by the Board of Directors. The Parliamentarian shall serve as an ex-officio member of the committee. The committee shall:
- 1) Maintain a Policy and Procedure Manual covering all aspects of HSMG programs and activities.
  - 2) Periodically review and suggest changes to the Board of Directors to the HSMG's Policy and Procedure Manual.
  - 3) Review all submitted amendments, propose amendments, and ensure with the assistance of legal counsel that the bylaws and all policies and procedures are in compliance with applicable federal and state statutes.
- C. Conference Committee.** The Conference Committee shall consist of a Director as Chair and other members to be appointed by the Committee Chair with approval by the Board of Directors. The Conference Committee shall plan and implement the annual conference.
- D. Finance Committee.** The Finance Committee shall be composed of the Treasurer, as Chair, and two members appointed by the President with the approval of the Board. The committee shall periodically review the HSMG finances and present a proposed budget to the Board of Directors in the fourth quarter of each fiscal year for the upcoming year.

- E. Programs and Services Committee.** The Programs and Services Committee shall be composed of a Director as Chair, and at least two other members appointed by the Committee Chair with the approval of the Board of Directors. The committee shall develop programs and services to benefit the membership and the handcrafted soap industry.
- F. Certification Committee.** The Certification Committee shall be composed of a Director, as Chair, and at least two other members appointed by the Committee Chair with the approval of the Board of Directors. The committee shall develop and maintain a comprehensive Soap Maker Certification Program.
- G. Membership Committee.** The Membership Committee shall be composed of a Director as Chair and at least two other members appointed by the Committee Chair with approval of the Board of Directors. The committee shall be responsible for increasing HSMG membership by actively promoting new and renewal memberships.
- H. Ethics Committee.** The Ethics Committee shall be composed of at least three members, each serving a three year staggered term. Each year the President with the approval of the Board of Directors shall appoint one member to serve on the Ethics Committee. The committee shall be responsible for:
- 1) Oversight of the correct use of any seals, trademarks or other indicia as adopted by the Board of Directors.
  - 2) Investigation and resolution of complaints against HSMG members, in accordance with the Bylaws, approved policies of the HSMG and Robert's Rules of Order.

**Section 2. Advisory Council.** The Board of Directors of the HSMG may invite, by unanimous consent, acknowledged leaders in the various fields relating to handcrafted soap to serve on an Advisory Council. The duties of the Advisory Council shall be to provide professional input and advice to the Board of Directors in such matters that further the goals and objectives of the HSMG.

**Section 3. Special Committees.** Special committees may be created as necessary by the Board of Directors.

**Section 4. Volunteers.** A committee may recruit volunteers to assist in the execution of the plans and projects being carried out by the committee. Any member of the HSMG may serve as a volunteer to assist a committee. Non-member volunteers may be accepted at the discretion of the Board of Directors.

**Section 5. Reimbursement of Expenses.** Members of committees may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of duly appointed committees, as authorized by the Board. This reimbursement shall be determined in advance of expenditures not otherwise provided in the budget.

## ARTICLE XII - Electronic Meetings

The Board of Directors, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting.

## ARTICLE XIII - Indemnification

**Section 1. Indemnification.** To the fullest extent permitted by Ohio Statutes, enacted or as may be hereafter amended, or by any other applicable law, officers, committee members and other persons in their official capacity shall be entitled to indemnification from the HSMG.

**Section 2. Limitation of Liability.** Officers, committee members and other such persons shall not be liable for such acts or omissions, in such manner, under such circumstances, and to such extent as permitted by Ohio Statutes, as now enacted or as may hereafter be amended.

## ARTICLE XIV - Dissolution

The HSMG may be dissolved by a two-thirds (2/3) vote of members present at the annual Member Business Meeting or a Special Meeting called for that purpose. Upon dissolution of the HSMG, the Board shall, after making provisions for payment of all liabilities of the HSMG, dispose of all the assets of the HSMG then remaining exclusively for the purpose and objectives of the HSMG, in such a manner, or to such organization or organizations operated exclusively for educational, religious, or charitable purposes which shall, at that time, qualify as an exempt organization or organizations under Internal Revenue Code of the United States of America, as the Board may determine.

## ARTICLE XV - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of HSMG in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that HSMG may adopt.

## ARTICLE XVI - Amendment

These bylaws may be amended by mail vote, if authorized by the Board of Directors, or at the Annual Meeting of HSMG by a two-thirds vote of those voting, provided the amendment has been submitted in writing to the bylaw committee and published sixty (60) days in advance of the time of the vote.

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### HISTORY:

**April 2008 - Revised by vote at Annual Meeting**

**May 2007 - Revised by vote at Annual Meeting**

**May 2006 - Revised by vote at Annual Meeting**

**April 2005 - Revised by vote at Annual Meeting.**

**January 2004 - Revised by membership ballot.**

#### *Proviso Relating To Transition (2004)*

**DIRECTORS:** In the 2004 election four Directors shall be elected. The three candidates receiving the highest number of votes shall be elected to a two year term. The candidate receiving the next highest number of votes shall be elected to a one year term. Thereafter, three Directors shall be elected each year to a two year term.

The 2004 Board of Directors shall assume office no later than July 1, 2004 or on the date specified in the Standing Rules for Elections, if said rules are adopted at the 2004 Annual Meeting.

**QUORUM:** For the 2004 term three (3) members shall constitute a quorum for any regularly or specially called meeting of the Board of Directors.

**ETHICS COMMITTEE:** In 2004 the President, with the approval of the Board of Directors, shall appoint three members to serve as members of the ethics committee. To facilitate staggered terms, one member shall be appointed to serve a three year term, one member shall be appointed to serve a two year term and one member shall be appointed to serve a one year term. Thereafter, each year the President shall appoint one member to serve for a three year term on the Ethics Committee as outlined in Article XI Section 1.