



# Corporate Bylaws

Handcrafted Soap  
& Cosmetic Guild

## ARTICLE I - Name

The name of the organization shall be the Handcrafted Soap and Cosmetic Guild, Inc. (hereinafter “HSCG”).

## ARTICLE II - Seal

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

## ARTICLE III - Object

The object and purpose of this association, organized as a non-profit corporation, shall be:

- a) to promote and educate the public about the handcrafted soap, cosmetic, and candle industry;
- b) to act as a center of communication among, and to circulate information beneficial to, members of the handcrafted soap, cosmetic, and candle industry;
- c) to foster the handcrafted soap and cosmetic industry through education and training; and
- d) to represent the handcrafted soap, cosmetic, and candle industry in matters concerning legislation and regulations affecting the industry,

all within the meaning of Section 501(c) (6) of the Internal Revenue Code.

## ARTICLE IV - Members

**Section 1. Membership.** Membership is open to individuals and businesses of the handcrafted soap, cosmetic, and candle industry. A soap, cosmetic, or candle is deemed to be “handcrafted” if a majority of the processes and procedures used in its creation are accomplished by hand with a minimal use of mechanized equipment.

**Section 2. Member Rights.** Unless otherwise stipulated in these bylaws, all members have the right to vote, to hold office, to serve on committees and all other rights and duties as defined within these bylaws, the Delaware Statutes and the adopted parliamentary authority.

**Section 3. Member Benefits.** Member Benefits shall be determined by the Board of Directors based on membership classification.

**Section 4. Membership Classification.** The HSCG shall have the following membership classifications:

**A. Maker.** Any individual who makes handcrafted soap, cosmetics, and/or candles may qualify for membership. Membership shall be based upon the categories and criteria defined as:

**1) Novice.** To qualify for Novice membership, an individual may make handcrafted soap, cosmetics, and/or candles for personal and family use, but shall not manufacture and market handcrafted such products to the general public. **A Novice membership shall be in the name of the individual.** A Novice membership is limited to five years at which time the member must upgrade their membership in order to remain a member of the HSCG. Novice members may not hold office.

**2) Professional.** To qualify for Professional membership, an individual shall manufacture handcrafted soap, cosmetics and/or candles and market such products to wholesale, private label or to the general public. **Professional membership shall be in the name of the business.**

**3) Retired Professional.** To qualify for Retired Professional membership, an individual shall have been a Professional member for a minimum of two years and may continue to make handcrafted soap, cosmetics, and/or candles for personal family use, but shall no longer market such products wholesale, private label or to the general public. **Retired Professional membership shall be in the name of the individual.**

**B. Supplier.** To qualify for Supplier membership, a business shall market soap, cosmetic, and/or candle making supplies and/or related services to individuals or businesses which make handcrafted soap, cosmetics and/or candles. **A Supplier membership shall be in the name of the business, not in the name of an individual.** A Supplier member may not hold office.

**C. Private Label Distributor.** To qualify for Private Label Distributor a business shall purchase soap, cosmetics, and/or candles only manufactured as handcrafted and market such products under the private label distributor's own label(s). **The membership shall be in the name of the business, not in the name of an individual.** A Private Label Distributor member may not hold office.

**D. Associate.** To qualify for Associate membership, an individual shall be a partner, employee or contractor of a Professional Maker, Supplier, and/or Private Label Member. An Associate member exists only as a subordinate to the parent membership. An Associate member may not hold office. Associate membership may qualify as a member in other class(es) in their own right.

**E. Designation of Representative.** Each Professional Maker Members, Supplier Members and Private Label Member member shall designate in writing to the HSCG a person who shall act as its representative for all purposes of membership. The member may change such written designation at any time. Acts by such designated representative performed in the name of the membership shall be deemed, for purposes of the HSCG, to be acts of the member in accordance with applicable law.

**F. Benefactor Member.** Any member may choose to contribute additional financial support to the HSCG in addition to their regular membership dues to become a Benefactor Member. Benefactor Members shall be entitled to additional benefits based upon the level of contribution as established by the Board of Directors. Benefactor Levels shall be defined as:

- 1) Friend of the Guild.
- 2) Supporting Member.
- 3) Patron

**G. 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 HSCG. An honorary member shall have none of the obligations of membership and shall be entitled to:

- a) All member rights with the exception of making motions, voting, or holding office.
- b) Member benefits as determined by the Board of Directors, but not less than those of a Novice Member.
- c) An Honorary Life Member may choose to maintain a, Maker, Supplier or Private Label Membership in addition to their Honorary Life Status and would then receive all rights and benefits for that membership classification.

**H. Members of More than One Membership Classification.** Members qualified to vote under more than one membership shall be limited to one vote.

**Section 5. Eligibility for Membership.** A member shall be admitted upon submission of a completed membership application and payment of annual membership dues. The HSCG reserves the right to reject any membership application to the HSCG by a two-thirds vote of the Board of Directors.

**Section 6. Resignation.** Any member desiring to resign from the HSCG 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 HSCG shall cease to have any interest in the funds, assets, or activities of the HSCG and shall not be entitled to any refunds of any type or in any amount.

**Section 7. 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 8. 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 HSCG bylaws, HSCG policies approved by the membership and the adopted parliamentary authority.

## ARTICLE V - Dues

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

**Section 2. Dues Structure.** The board shall have authority to establish levels/tiers of dues within each membership classification.

**Section 3. 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 - Nominations and Elections

**Section 1. Nominating Committee.** Three (3) members of the HSCG who are not currently serving on the Board of Directors shall be appointed as the Nominating Committee for the upcoming election by the outgoing Nominating Committee.

**Section 2. Eligibility to Serve.** No member shall serve more than two (2) one-year consecutive terms on the Nominating Committee.

### Section 3. Resignation.

A. Any member of the Nominating Committee may resign at any time by giving written notice to the Board of Directors.

B. A member of the Nominating Committee whose membership in the Handcrafted Soap and Cosmetic Guild expires shall be automatically removed from the Nominating Committee.

C. A member of the Nominating Committee who fails to actively participate in the selection process by not responding within 48 hours of the third notice of the committee or the Board of Directors, without being excused, shall be deemed to have resigned from the committee.

**Section 4. Vacancies.** If a vacancy occurs on the Nominating Committee, the Board of Directors shall appoint another member to fill the vacancy.

**Section 5. Eligibility for Nomination.** A member currently serving on the Nominating Committee is not eligible for nomination for an open Board position or as President.

**Section 6. Duties.** The duties of the Nominating Committee shall be to carry out the following actions on a schedule to be determined by the Board of Directors:

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 to nominate at least one (1) candidate per office for the ensuing term. A qualified candidate is one who is:

1) Willing and able to serve for the term of office, and

2) Will have been a member for at least one year at the time of taking office, and

- 3) Shall be at least 21 years of age at the time of taking office;
- C. To present to the Board a slate of at least one (1) qualified candidate for each position to be filled;
- D. To publish for the membership the list of candidates nominated for each office at least thirty (30) days prior to the election;
- E. To verify eligibility of and acceptance by any individuals nominated by the membership in accordance with Section 7, Member Nominations;
- F. To review and approve the electronic ballots to be presented to the membership;
- G. To review and verify the final results of the election;
- H. To present the election results to the membership at the Annual Meeting;
- I. To appoint three (3) members to the Nominating Committee for the next election year, and
- J. To remain in force until June 30th, or until their successors take office.

**Section 7. Member Nominations.** Following the publication of the slate of nominees by the Nominating Committee, two (2) voting members of the HSCG may nominate one candidate per each vacant office by nomination ballot. Ballots for nomination shall be available to the membership via the HSCG website or upon request from the HSCG office. All nomination ballots must contain full instructions for making and returning the ballots. Ballots may be returned by electronic, facsimile, or postal mail and must be received by the deadline determined by the Board of Directors. In no case may the period for submitting Member Nominations be less than 14 days. Each name submitted by nomination ballot, pending verification of eligibility by the Nominating Committee and acceptance by the nominee, shall be included as a candidate for office on the ballot of the next election.

**Section 8. Electronic Voting.** Voting shall be carried out electronically, with ballots submitted via the HSCG website or other suitable online venue. Any electronic election must allow members a period of not less than 14 days during which they may cast their votes. The Board of Directors and Nominating Committee shall be responsible to ensure only votes submitted by valid, current, members of the HSCG who are eligible to vote are accepted and counted. Recording of votes shall be done in such a way as to maintain anonymity of the voters and votes cast.

**Section 9. Election of Officers.** Elections shall be held annually. The candidates receiving the greatest number of votes shall be elected. In the event of a tie, the member with the longest continuous membership in the HSCG shall be deemed the winner.

**Section 10. Election by Acclamation.** In the event that a member is unopposed in an election to any position, or the number of members nominated is equal to or less than the number required to fill the positions, no voting shall be required for those position(s) and those members shall be declared elected.

**Section 11. Announcement of Election.** Winners of the election shall be announced at the Annual Meeting as part of the report of the Nominating Committee. The Board shall provide the

results of the election to the general membership within thirty (30) days after the Annual meeting.

**Section 12. Retention of Voting Records.** All voting records shall be retained at the HSCG office until the end of the fiscal year in which the nominees took office. Thereafter the ballots and records may be destroyed.

**Section 13. Ensuing Nominating Committee.** The Nominating Committee for the ensuing year shall take office on July 1st.

## ARTICLE VII - Board of Directors

**Section 1. Composition.** The members of the Board of Directors shall be the President, and four elected directors who shall serve as Vice-President, Secretary/Treasurer, and two Directors at large.

**Section 2. Duties of the Board of Directors.** The Board of Directors Shall:

- A. Have full power and authority over the affairs of the HSCG between annual meetings except as otherwise provided in these bylaws;
- B. Actively pursue the purposes and objectives of the HSCG;
- C. Adopt special rules of order and standing rules to govern its proceedings and the affairs of the HSCG over which it has power and authority;
- D. Adopt an annual budget;
- E. Approve the annual financial statements and tax return provided by the CPA;
- 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. Elect from the Directors a Vice-President and Secretary/Treasurer in its first meeting;
- J. Establish promotional and educational programs;
- K. Fill vacancies provided in these bylaws;
- L. 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 the HSCG;
- M. Attend all scheduled Board Meetings and the Annual Meeting; and
- N. Serve on special projects, standing committees and ad hoc Committees at the direction of the Board of Directors.

**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 VIII Section 5, Vacancy in Office, and/or Section 6, Emergency Election.

**Section 4. Meetings.** The Board shall meet at least quarterly.

**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.** Three (3) 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 two (2) 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 HSCG expires without timely renewal shall be considered to have resigned.

**Section 8. Compensation and Reimbursement of Expenses.** Officers of the corporation HSCG may receive salaries or compensation from the HSCG 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 HSCG. 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 VIII - Officers**

**Section 1. Elected Officers.** The elected officers of the HSCG shall be a President and four (4) Directors who shall be known as the Board of Directors.

- A. The President shall be elected by the membership as directed in Article VI, Nominations and Elections.
- B. The Vice-President and Secretary/Treasurer shall be elected by the Board of Directors from the four elected Directors.
- C. These officers shall perform the duties prescribed in these bylaws and in the adopted parliamentary authority.

**Section 2. Appointed Officers.** A Parliamentarian may be appointed as needed by the President or by a majority vote of the Board of Directors.

**Section 3. Qualifications for Office.** To be eligible for the office of President or Director, an individual shall be 21 years or older and have been a member of the HSCG 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 HSCG.

**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 two additional two year elected terms. No individual may serve more than three consecutive elected terms as President.

**Directors.** A Director shall serve a staggered two year term and shall be eligible for reelection for three additional staggered two year staggered terms in this office. Terms of the 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. No individual may serve more than four consecutive elected terms as Director.

### **Section 5. Vacancy in Office.**

A. 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 VIII; Section 4, Term of Office.

B. If a current member of the HSCG 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 after the two expired seats are filled.

C. If one seat on the Board of Directors becomes vacant during the term and such vacancy is more than 60 days prior to the next election, the seat shall be filled by an appointment of the Board of Directors by a majority of the board members present and voting. If the seat becomes vacant less than 60 days prior to the next election the seat shall remain vacant until filled at the next scheduled election.

**Section 6. Emergency Election.** If two or more seats on the Board of Directors become vacant the remaining Board Members shall declare a need for an Emergency Election. In such a case, the Nominating Committee shall immediately proceed with the election process as described in Article VI, Nominations and Elections, providing that:

A. the time frame required for a regular election shall be suspended; and

B. the election shall be carried out in the most expedient manner possible; and

C. in no case may the period for submitting Member Nominations in accordance with Article 6, Section 7, or the period allowed for the casting of ballots be less than 14 days.

**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, and official spokesperson of the HSCG.

2) To have general supervision of the affairs of the HSCG.

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.

**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/Treasurer.**

- 1) Record the minutes of all meetings of the membership, the Board of Directors, and the Executive Committee.
- 2) Be custodian of all HSCG funds;
- 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.

**ARTICLE IX - Executive Committee**

**Section 1. Composition.** The members of the Executive Committee shall be the President, Vice President, and Secretary/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;
- 4) Hire and fire the Executive Director, with the approval of the Board of Directors;
- 5) Have financial oversight of the ongoing business of the HSCG;
- 6) Approve the disbursement of funds; and
- 7) 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 - Executive Director**

**Section 1. Hiring and Firing.** The Executive Committee, with the approval of the Board of Directors will have the authority to employ and, in accordance with applicable law, to terminate the employment of an Executive Director.

**Section 2. Position.** The Executive Director shall serve as the Chief Executive Officer of the corporation and shall serve in a non-voting, ex-officio capacity to the Board of Directors and its committees.

**Section 3. Responsibility.** The Executive Director shall be responsible for all the day-to-day management functions, including all activities related to the production of the Annual Conference and the Annual Meeting. They shall manage and direct all activities of the corporation in accordance with policies established by the Board of Directors and shall be responsible to the Board.

**Section 4. Duties:** Within their authority, and in the course of their duties, the Executive Director shall:

- A. Prepare an annual budget to be presented to the Board of Directors for approval;
- B. Employ and discharge all members of the staff necessary to carry out the work of the corporation, and fix their compensation subject to budgetary constraints and approval by the Board of Directors;
- C. Define the duties of the staff, supervise their performance, establish titles, and delegate those responsibilities of management as shall, in their best judgment, be in the best interest of the corporation;
- D. Retain outside Certified Public Accountant to periodically examine all HSCG financial accounts and file to the correct authority all necessary financial documents.
- E. Attend all meetings of the Board of Directors, the Executive Committee, and all other committees, but may be excused at meetings called to review their performance and/or compensation; and
- F. Carry out other such duties as may be assigned by the Board of Directors.

## ARTICLE XI - Committees

### Section 1. Standing Committees.

**A. Composition, Accountability, and Term.** The standing committees of the HSCG shall be Policy Procedures and Bylaws, and Ethics.

- 1) All committee chairmen shall be responsible to the President or to a Board Member designated by the President and approved by the Board of Directors.
- 2) Committees shall be composed of a chairman appointed by the President and approved by the Board of Directors and at least two other members appointment by the committee chair with approval of the Board of Directors unless otherwise stipulated within these bylaws.
- 3) The term of committee members shall be for two years or until their successors have been chosen unless otherwise stipulated within these bylaws.

**B. Policy, Procedure and Bylaws.** The Policy Procedure and Bylaws committee shall:

- 1) Periodically review and suggest changes to the Board of Directors to the HSCG's policies and procedures.
- 2) 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. 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 the investigation and resolution of any complain against an HSCG member for violation of the HSCG Code of Ethics, in accordance with the Bylaws, approved policies of the HSCG and the adopted parliamentary authority.

**Section 2. Advisory Council.** The Board of Directors of the HSCG may invite, by unanimous consent, acknowledged leaders in the various fields relating to the handcrafted soap and cosmetics 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 HSCG.

**Section 3. Other Committees; President's Ex-Officio Committee Membership.** Such other committees, standing or special, shall be appointed by the President and approved by the Board of Directors as the HSCG or the Executive Board shall from time to time deem necessary to carry on the work of the HSCG. The President shall be an ex-officio member of all committees except the Nominating and Ethics Committees.

**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 HSCG may serve as a volunteer to assist a committee. Nonmember 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 of Directors. This reimbursement shall be determined in advance of expenditures not otherwise provided in the budget.

## **ARTICLE XII - 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 or by a petition signed by not less than 1% of the current membership. Special Meetings shall be held at such times, and such places as the requesting body 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 HSCG's records, at least fifteen (15) days prior to the date of the meeting.

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

**Section 4. Electronic Meetings.** The Board of Directors, Executive Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communication 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 even permitted by Delaware 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 HSCG.

**Section 2. Limitations 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 Delaware, in such manner, under such circumstances, and to such extent as permitted by Delaware Statutes, as now enacted or as may hereafter be amended.

## **ARTICLE XIV - Dissolution**

The HSCG may be dissolved by a two-third (2/3) vote of members present at the annual Member Business Meeting or a Special Meeting called for that purpose. Upon dissolution of the HSCG, the Board shall, after making provisions for payment of all liabilities of the HSCG, dispose of all the assets of the HSCG then remaining exclusively for the purpose and objects of the HSCG, 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 the HSCG 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 the HSCG may adopt.

## **ARTICLE XVI - Amendment**

**Section 1. Proposed Amendments.** Proposed amendments to these bylaws must be reviewed by the Policies Procedures and Bylaws Committee and approved by the Board of Directors before being presented to the membership for approval.

**Section 2. Member Comments.** Any proposed amendments must be published to the membership along with the rationale behind each amendment. Members shall have at least thirty (30) days to review and comment on any proposed amendments to the bylaws. Comments must be submitted to the Policies, Procedures and Bylaws Committee prior to the published cut-off date.

**Section 3. Comment Review Process.** The Policies Procedures and Bylaws Committee shall review all comments received and revise the proposed amendments as applicable and appropriate. The Committee shall document their action in response to comments received and such document shall accompany final bylaw amendment proposal submitted to the Board of Directors for approval and to the membership for vote.

**Section 4. Notification of Final Amendment Proposal.** The final amendment proposal shall be published to the membership not less than 10 days before voting commences.

**Section 5. Methods of Voting.** These bylaws may be amended to by mail ballot, electronic voting or in person at the Annual Meeting. The voting method shall be determined by the Board of Directors. If voting by mail, members shall be given at least 15 days to respond. If voting electronically, membership shall be given at least 7 days to respond.

**Section 6. Approval.** Any amendments to these bylaws must be passed by two-thirds of those voting.

## **HISTORY**

- August 2022 Revised by mail-in vote to add “Associate” membership, change Professional membership from being held by a person to being held by a company, reduce number of Board Members from 7 to 5, reduce the required percentage of members to constitute a quorum, and provide provisions for electronic voting.
- May 2020 Revised by mail-in vote to include candlemakers as qualified members of the HSCG, to implement electronic voting for elections, and to modify the conditions and procedures for an Emergency Election.
- May 2019 Revised by vote at the Annual Meeting to clarify what the Ethics Committee may investigate and resolve and to allow a special meeting to be called by petition of membership.
- Feb 2019 Restated to change state from Ohio to Delaware.
- May 2018 Revised by vote at the Annual Meeting to change the name of “Associate” membership to “Novice” membership, to lengthen the term limits for Board Members and the President, to clarify voting and election procedures and to remove the Finance and Programs and Services committees.
- May 2016 Revised by vote at Annual Meeting.
- May 2014 Revised by vote at Annual Meeting.