

CORPORATE BYLAWS

as amended by vote May 5, 2018



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 and cosmetic industry;
- b) to act as a center of communication among, and to circulate information beneficial to, members of the handcrafted soap and cosmetic industry;
- c) to foster the handcrafted soap and cosmetic industry through education and training; and
- d) to represent the handcrafted soap and cosmetic 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 and cosmetic industry. A soap or cosmetic 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 Ohio 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. Handcrafter. Any individual who makes handcrafted soap and/or cosmetics may qualify for membership. Handcrafter membership shall be in the name of the individual. Membership shall be based upon the categories and criteria defined as:

- 1) **Novice.** To qualify for Novice membership, an individual may make handcrafted soap and/or cosmetics for personal and family use, but shall not manufacture and market handcrafted soap to the general public. 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. A Novice member may not hold office.
- 2) **Professional.** To qualify for Professional membership, an individual shall manufacture and market handcrafted soap and/or cosmetics.
- 3) **Retired Professional.** To qualify for Retired Professional membership, an individual shall have been a Professional member for a minimum of two years and shall no longer manufacture handcrafted soap and/or cosmetics to sell or market.

- B. **Vendor.** To qualify for vendor membership, a business or firm shall market soap and/or cosmetic making supplies and/or related services to handcrafted soap or cosmetic makers.

The membership shall be in the name of the firm, not in the name of an individual. Individuals associated with a vendor membership may qualify as members in other classes in their own right. A vendor member may not hold office. Each vendor member shall designate in writing to the HSCG a person who shall act as its representative for all purposes of membership. The vendor member may change such written designation at any time. Acts by such designated representative performed in the name of the vendor member shall be deemed, for purposes of the HSCG, to be acts of the vendor member in accordance with applicable law.

- C. **Private Label Distributor.** To qualify for Private Label Distributor a business shall purchase soap and/or cosmetics only manufactured as handcrafted and market it under the private label distributor's own label(s).

The membership shall be in the name of the firm, not in the name of an individual. Individuals associated with a private label distributor membership may qualify as members in other classes in their own right. A private label distributor member may not hold office. Each private label distributor member shall designate in writing to the HSCG one person who shall act as its representative for all purposes of membership. The private label distributor member may change such written designation at any time. Acts by such designated representative performed in the name of the private label distributor member shall be deemed, for purposes of the HSCG, to be acts of the private label distributor member in accordance with applicable law.

- D. **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.

- 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 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 Handcrafter, Vendor or Private Label Membership in addition to their Honorary Life Status and would then receive all rights and benefits for that membership classification.

- F. **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 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 the 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 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. Resignations.

- 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 committee, the Board of Directors shall appoint another member to fill the vacancy.

Section 5. 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 the Nominating Committee, 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 a 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 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 8, Nominations by Ballot, and to verify eligibility and acceptance by the nominee.
- E. To insure the election ballots include all candidates, including:
 - 1) Candidates nominated by the Nominating Committee to serve on the Board of Directors or as President;
 - 2) Qualified candidate(s) nominated by the general membership to serve on the Board of Directors or as President;

- 3) Candidates nominated by the Nominating Committee to serve on the Nominating Committee for the ensuing year.

F. To remain in force until June 30th, or until their successors take office.

Section 6. 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 7. Voting. Officers and the Nominating Committee shall be elected via official ballot at the annual meeting.

Section 8. Nominations by Ballot. A member 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 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 9. Election of Officers. Elections shall be held annually. The candidates receiving the greatest number of votes shall be elected, except as provided in Article VIII, Section 5(B). 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 numbers required to fill the positions, the Chair may declare those members elected.

Section 10. Election Tellers. All timely and properly submitted ballots shall be tabulated by not less than three (3) competent individuals appointed by the Chair as Tellers at the annual meeting. Tellers shall tabulate the number of votes received by each candidate and report their findings to the Chair in a timely manner. Upon receipt of the report from the Tellers, the Chair shall announce the names of the winners. The report of the Tellers shall be included in the meeting minutes.

Section 11. Announcement of Election. The Board shall provide of the results of the election to the members within thirty (30) days of the Annual meeting.

Section 12. Retention of Ballots. Ballots shall be retained at the HSCG office for at least sixty (60) days after the close of the election and until any elections have been resolved. Thereafter the ballots shall 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 six elected directors who shall serve as Vice-President, Secretary, Treasurer and three 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 HSCG between annual meetings except as otherwise provided in these bylaws;
- B. Actively pursue the purposes and objectives of HSCG;
- C. Adopt special rules of order and standing rules to govern its proceedings and the affairs of 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 i and special committee chair appointments by the President unless otherwise stated in these bylaws;
- I. Elect from the Directors a Vice-President, Secretary and Treasurer at its first meeting;

- J. Establish promotional and educational programs;
- K. Fill vacancies as 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 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. 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 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 HSCG 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 VI, Nominations and Elections.
- 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 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 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 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 a 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 three expired seats are filled. In the event of a tie to fill the unexpired seat on the Board, both individuals shall be elected to the Board and the Board of Directors shall determine which person will fill the unexpired term at their next meeting. In the event that all three expired seats are filled and there is a tie for the next highest number of votes, a run-off election between those candidates shall be immediately held at Annual Meeting to determine which candidate will fill the seat for the unexpired term.
- C. If one seat on the Board of Directors becomes vacant during the term and more than 60 days prior to the expiration of the term, 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 expiration of the term, the seat shall remain vacant until filled at the next scheduled election.

Section 6. Emergency Election. If a quorum of the Board of Directors can no longer be established due to resignation(s) and/or removal(s), the remaining Board Members shall declare a need for an Emergency Election. In such a case, the Nominating Committee shall immediately begin 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.
- B. Emergency election shall be held by mailed ballot.

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 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. 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 HSCG funds;
- 2) 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
- 3) 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, 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;
- 4) Hire and fire the Executive Director, with the approval of the Board of Directors;
- 5) Have financial oversight of the ongoing business of 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. He or she 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 his or her authority, and in the course of his or her 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, and establish titles, and delegate those responsibilities of management as shall, in his or her best judgement, be in the best interest of the corporation;
- D. Retain an outside Certified Public Accountant to periodically examine all HSCG financial accounts and file to the correct authority all necessary financial documents;
- E. Establish, protect and defend all seals, trademarks, copyrights or other intellectual works owned by the HSCG and ensure their correct use and licensure;

- 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 his or her 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 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 appointed 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 complaints against HSCG members, 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 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. 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 HSCG'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 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 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 HSCG.

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 HSCG 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 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 objectives 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 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 HSCG 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 HSCG 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.

HISTORY:

- 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