

ROYCROFTERS AT-LARGE ASSOCIATION, INC.

By-Laws

11/1/11

ARTICLE 1: NAME

The name of this organization shall be the Roycrofters at-Large Association, Inc., Inc..

ARTICLE 2: PURPOSES

- A. The purposes of this organization are: To work for, toward and in support of the goals as established by the Roycrofters at-Large Association, Inc. (RALA) and its Board of Directors.
- B. To encourage dedicated artisans to become part of RALA, to create and display their work, based on the high standards of quality, workmanship, and dedication that Elbert Hubbard set for the original Roycrofters.
- C. To encourage a fraternal interest among Hubbard/Roycroft devotees in a Renaissance of the Roycroft spirit, ideals, and traditions through discussions, exchange of knowledge, and participation in the programs and projects of the Association.
- D. To promote the interaction between this Association, the Roycroft Campus Community, and all other interested organizations and persons.
- E. To contribute to the preservation, restoration and beautification of the National Historic Landmark known as the Roycroft Campus.
- F. To encourage the establishment of artisan workspace on the Roycroft Campus.

ARTICLE 3: MEMBERSHIP

SECTION 1: Types of Memberships - There shall be three (3) classes of members: Annual, Patron, and Life.

- a. Annual Membership requires that the member pay annual dues. Annual Members will receive newsletters, notices of annual meetings, lectures and all other activities.
- b. Patron Memberships requires that the member pay annual dues. Patron Members will receive the patron premium for that year, newsletters, notices of annual meetings, lectures and all other activities. Artisans must maintain a Patron-level membership.
- c. Life Membership is no longer an available category of membership, although individuals who secured Life Membership prior to March 15, 2011 are grandfathered as Life Members. Life

Members will receive newsletters, notices of annual meetings, lectures and all other activities

SECTION 2: Eligibility

Any person who is interested in the Arts and Crafts movement, the works of Elbert Hubbard, the history of the Roycroft and/or the Roycroft Renaissance is eligible for membership..

SECTION 3: Application for Membership -

Any person interested in becoming a member of The Roycrofters at-Large Association, Inc., shall complete and submit the appropriate application form along with a check in the proper amount for the class of membership desired.

SECTION 4: Rights and Privileges of Membership

A member in good standing shall enjoy all such benefits and privileges as may be available to the general membership. Each member shall have the right to become an Officer or Board Member if nominated and elected pursuant to the procedures defined in this document. Each member has one (1) vote.

SECTION 5: Continuance of Membership

A member shall continue in good standing so long as he/she continues to pay dues and does not violate the rules and regulations of the organization. A Life Member is a member for life (said membership is not transferable). Dues for the year, starting June 1st, shall be as determined by the Board of Directors.

SECTION 6: Dues –

- A. The annual dues payment must be received with the member’s annual application for membership. Annual dues are payable to the Membership Chairman or RALA Coordinator, and are due by June 30th each year.
- B. Annual membership dues are not refundable.

SECTION 7: Resignation and Renewal of Membership

- a. A member may resign his/her membership at any time.
- b. A member may re-instate his/her membership at any time with the payment of the current years’ dues.

SECTION 8: Dropped from membership for non-payment of dues

- a. A member who has not paid his/her dues by September 1st of the current year will be dropped from membership following notification from the membership chairman.
- b. A member who has been dropped may reinstate his/her membership by payment of the current years’ dues.

ARTICLE 4: ELECTIONS

SECTION 1: Nominations –

- A nominating committee consisting of a chairperson and two members shall be identified by the Executive Board 90 days prior to the time of regular elections.
- b. The recommendations of the nominating committee shall be made available to the membership prior to the Annual meeting.
 - c. Interested members in good standing can express an interest in board service to the Nominating Committee by letter, submitted no fewer than 60 days prior to the election.
 - d. Nominations from the floor for board service will be in order at the Annual meeting.

SECTION 2: Election –

- a. An Elections Committee of three members shall be appointed by the president to conduct the elections..
- b. Elections shall be decided by secret ballot.
- c. Voting privileges. All members in good standing at the time of the Annual Meeting are eligible to vote. .
- d. Ballots will be distributed in a special mailing to members prior to the election. Such ballots will be numbered to ensure fair, but secret voting. Such votes must be received 5 days prior to the annual meeting, or cast, in person, at the annual meeting.e. Votes will be tallied by the Elections Committee at the annual meeting.

ARTICLE 5: BOARD OF DIRECTORS

SECTION 1: The business and affairs of the Association shall be managed and controlled by a Board of Directors of not more than thirteen (13) nor fewer than ten (10) members (from any of the membership classes) four (4) of whom shall be Officers, to wit, the President, Vice President, Corresponding/Recording Secretary, and Treasurer. In addition, the immediate Past President shall serve as an ex-officio member of the board.

SECTION 2: The members of the Board of Directors shall serve a term of two (2) years.

SECTION 3: The Board of Directors, by a two-thirds (2/3rds) vote, may remove any of the Directors for any of the following reasons:

- a. Failure to attend three (3) successive Board meetings without sufficient excuse.
- b. Censure for actions detrimental to the Association; or
- c. Failure, by the board member, to pay dues.

SECTION 4: The President of the Association shall preside at Board meetings.

SECTION 5: The Board of Directors shall handle the regular business of the organization.

SECTION 6: A quorum for conducting the business of the Board of Directors shall be a majority of voting board members currently serving, and no case can be fewer than 5..

SECTION 7: The Executive board must ensure that the treasury maintains a minimum balance equal to the unpaid bills or obligations for which the administration is responsible. In no case, can this amount be less than \$5,000.00 without board approval.

ARTICLE 6: OFFICERS

SECTION 1: The Officers shall be elected by a simple majority vote of the Board of Directors at the first board meeting following the annual meeting. The Officers will be :

- a. President
- b. Vice President
- c. Corresponding/Recording Secretary
- d. Treasurer

SECTION 2: The President of the Board shall preside at all meetings, authorize all calls for any special meetings, appoint all committees, make interim appointments as required with the approval of the Executive Board, sign all checks over \$3,000.00, serve as ex-officio member of all committees except the nominating committee, and generally perform the duties of the presiding officer.

SECTION 3: The Vice-President shall assume the duties of the President in the case of the absence or inability of the President, and shall perform such duties as may be assigned by the President.

SECTION 4: The Secretary shall keep an accurate record of all proceedings of the Board of Directors, and handle all correspondence as directed by the President, shall, with the President, sign all legal contracts, and prepare an annual report of the organization's activities to the membership.

SECTION 5: The Treasurer shall have charge of all the Association's funds, shall disperse those funds at the discretion of the Board of Directors, and be authorized to sign all checks in the course of these duties. The Treasurer shall make a financial report at each board meeting and make an annual financial report to the membership.

ARTICLE 7: EXECUTIVE BOARD

SECTION 1: The Executive Board shall consist of the elected officers, the representatives of the Past Presidents Council (no vote), the RALA Coordinator (no-vote) and Board Members Emeritus (as selected). The current officers of RALA, Inc. are the only members of the Executive Board with voting rights at Executive Board meetings.

SECTION 2. A. The Past Presidents Council is made up of Past Presidents of Roycrofters At-Large Association, Inc.

B. This council shall be composed of all Past Presidents in good standing. Its charge will be to keep a continuity of purpose and history of the organization. It will act to advise the Executive Board and Board of Directors, and take on special projects approved by the Board.

SECTION 3. Board Members Emeritus are those previous RALA board members, identified by the current RALA Board of Directors to serve as needed.

ARTICLE 8: MEETINGS of the BOARD OF DIRECTORS

SECTION 1: The regular meeting of the Board of Directors shall be held monthly.

SECTION 2: The Annual Meeting will be held on the same date as the regular meeting in the month of October. Notice of the Annual Meeting will be sent to the membership at least thirty (30) days prior to that meeting.

SECTION 3: The time and date of the regular monthly meeting may be changed by a majority vote of the board members present at any meeting, providing announcement of such change was stated in the agenda given to all board members prior to the meeting.

SECTION 4: Special meetings may be called by the President or upon request of any member of the Board for the transaction of only such business as stated in the call for the meeting.

SECTION 5: In case of an emergency, action may be taken by the board in telephone concurrence of a majority of the members, and such action shall be noted in a special memorandum placed in the minutes book and shall be reported in the minutes at the next meeting.

SECTION 6: If a member of the board is unable, for good reason, to attend a scheduled meeting, the member will notify the President as soon as possible. If a quorum cannot be met, the President shall notify the remaining Board Members of the postponement or cancellation of the meeting as appropriate.

SECTION 7 The Executive Board shall meet at the discretion of the President to discuss matters prior to their presentation to the entire Board of Directors

ARTICLE 8: COMMITTEES

SECTION 1: The following committees shall be appointed annually at the discretion of the Executive Committee. The heads of Standing Committees are subject to approval by the elected board. The following will be standing committees:

- a. Membership
- b. Artisan Jury
- c. Craft Show
 1. Summer Show
 2. Winter Show
- d. RCMF
- e. Education
 1. Little Journeys
- f. Internet
- g. Administration
 1. Budget
 2. Finance
 3. Legal
 4. Insurance
- h. Special Committees
 1. See Section 2 just below.

The President shall be an ex-officio member of all committees.

SECTION 2: Special committees for the study and investigation of special problems may be appointed by the President, such committees to serve until the completion of the work for which they were appointed

SECTION 3: All committees are to make reports to the Board of Directors, and act only on the Board's recommendation.

ARTICLE 9: RESTRICTED FUNDS

SECTION 1: Scholarship funds must be used as designated by the original honor.

SECTION 2: Only the interest earned on endowments and restricted funds may be used for the designated purpose of each fund unless otherwise instructed.

ARTICLE 10: DISCIPLINE

SECTION 1: Charges of professional dishonesty, working against the principles and purposes of the organization and/or injuring the professional standing of a member, may be filed in a written statement signed by five members in good standing and sent to the Board of Directors.

SECTION 2: The accused member shall be notified in writing of the action.

SECTION 3: The accused member shall be excluded from the deliberations of the Board of Directors, but shall have the privilege of defending/explaining his/her actions.

SECTION 4: The member may be suspended by a two-thirds vote or expelled by a three-fourths vote of the Board of Directors. Suspension is defined as a temporary revocation of member rights and privileges for a period not to exceed 180 days. Expulsion is permanent revocation of such rights and privileges.

ARTICLE 112: BY-LAWS AMENDMENTS

SECTION 1: The By-laws of the Roycrofters-at-Large Association, Inc. may be amended or revised by an affirmative vote of a majority of the Board of Directors present at a meeting designed for that purpose or at the Annual Meeting of the Association.

SECTION 2: Copies of the proposed amendments shall be sent to the membership at least one (1) month prior to the Annual Meeting.

ARTICLE 12: DISSOLUTION OF THE ASSOCIATION

In the event of dissolution of the Roycrofters-at-Large Association, Inc., the remaining assets after the satisfaction of all obligations of the organization shall be distributed within the guidelines of the Internal Revenue Service Code 501(c)(3) or amendments thereof.

ARTICLE 13: ORDER OF BUSINESS

SECTION 1: The order of business at regular meetings shall be as follows:

- a. Call to order
- b. Approval of the minutes (either read or previously received)
- c. Treasurers Report
- d. Coordinator's Report
 1. Correspondence
- e. Committee Reports
- f. Unfinished Business
- g. New Business
 1. Open Items from Board Members
- h. Adjournment

SECTION 2: An agenda of the matters to come before the Board shall be made available to each Board Member in advance of the meeting. Any member may suggest items to be placed on the agenda, but the final arrangements of the agenda shall be left to the President of the Board. Members wishing to place items on the agenda should present those items to the President at least one (1) week prior to the meeting.

SECTION 3: Parliamentary procedure shall be used in the transaction of all Board business.

ARTICLE 14: RALA COORDINATOR

SECTION 1: RALA shall subcontract the services of a Coordinator. The rate of remuneration and the time worked will be under the control of the Board of Directors. The Coordinator will develop a consistent appearance for all correspondence, news releases, newsletters and in general all printed matter for public dissemination. That person will also carry out certain organizational functions as may be requested by the President

SECTION 2: The RALA Coordinator will be subject to an annual review.

This is to verify that this originating document as duly amended on November 1, 2011, December 11, 1995, and January 10, 1996, is a true complete and correct copy.

Roycrofters-at-Large Association, Inc. President

Roycrofters-at-Large Association, Inc. Secretary

Attachment A

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain an excess business holdings as defined in Section 4942(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.