

BYLAWS*



INTERNATIONAL GUILD OF MINIATURE ARTISANS, LTD.

P. O. Box 629, Freedom, CA 95019-0629

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BYLAWS

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ARTICLE I
BOARD OF TRUSTEES

Section A. Election and Term

1. The Board of Trustees shall consist of fifteen (15) members. Each Trustee shall be elected to serve for a term of three (3) years. Terms of the Trustees shall be staggered. Each year five (5) Trustees shall be elected by the membership using a mail-ballot procedure prior to the Annual Meeting.
2. The term of office for Trustees shall begin at the end of the Annual Meeting following their election.
3. After serving on the Board for two consecutive elected three-year terms, a Trustee shall not be eligible to serve again for a period of three years.
4. If a Trustee resigns or vacates office before the end of his/her term, The Executive Committee of the Board, acting under simple majority rule, shall have the power to appoint an interim Trustee from the membership to fill the vacated position for the duration of the term.
 - 4.1 In making this appointment, the Executive Committee shall consider the recommendations of the Nominating Committee. Such appointments shall be subject to the approval of the Board of Trustees.
 - 4.2 A Guild member appointed to the Board to fill a vacancy may stand for election for two full three-year terms subsequent to completion of the term as an interim Trustee.
5. Trustees are required to attend at least four (4) of the regularly scheduled six (6) Board meetings during each year of their term.
 - 5.1 The Executive Committee has the right to grant waivers if petitioned by the Trustee.
 - 5.2 No Trustee may authorize another Trustee to vote in his/her behalf.
6. At the first organizational meeting of the Board of Trustees in each fiscal year, the Board will review and adopt, by resolution, the duties of all officers and all Standing Committees, not set forth in these Bylaws.
7. Every Trustee must either chair, or be a working member of a Standing Committee.
8. Trustees will not be required to pay dues during their term of office.
9. No individual receiving compensation for rendering services to the Guild may serve as a Trustee while receiving compensation.
10. Any Trustee who is performing the duties of Parliamentarian shall retain his/her right to enjoy the same privileges of Board membership as those enjoyed by any other Board member.

Section B. Management of The Guild

1. The Board of Trustees shall have general supervision over the affairs of the Guild and may exercise such powers of the Guild to perform such lawful acts as are not directed by these Bylaws to be done by the members. The Trustees shall have full authority to effectuate the purposes of the Guild.
2. The Board of Trustees, or its duly authorized representatives, may enter into contracts on behalf of the Guild, or may incur any indebtedness for the Guild, initiated and completed between meetings, if approved any time subsequent to such action and ratified in writing and reflected in the minutes of the Board.

- 2.1 They must have the approval of the President to undertake such indebtedness. This approval must be in writing.
3. Quorum - A simple majority of the current Trustees shall constitute a quorum at any meeting of the Board of Trustees.
 - 3.1 When a quorum is present at any meeting of the Board, the vote of the majority of the Trustees present shall be the act of the Board.
4. Membership Status - Membership in the Guild may be terminated, suspended or withheld by a two-thirds vote of the Board of Trustees when in the Board's opinion the requirements of membership are not met.
 - 4.1 Proposals to withhold or terminate membership must be brought forth by the Ethics Committee following appropriate investigation of cause to support its recommendation.
5. Conferring Fellowship Status - Acting upon the recommendations of the Council, a majority vote at a meeting of the Board of Trustees shall declare each candidate elected to be a Fellow of the Guild.
6. Special Committees may be formed by the majority vote of the Board of Trustees at a meeting.
7. Membership Lists - No list or record of members of the Guild shall be published or used for any purpose other than regular Guild business unless specifically permitted by the Board.

ARTICLE II EXECUTIVE COMMITTEE

Section A. Duties

1. To conduct the business matters of the Guild.
2. To report all actions taken to the Board of Trustees for approval.
 - 2.1 The Executive Committee is responsible for monitoring the work of the Standing and Special Committees of the Guild.
3. To act in emergency in behalf of the entire Board of Trustees in business matters.
4. To formulate policy and to recommend same to the Board for approval and adoption.
5. The Executive Committee shall meet as needed between Board Meetings.
6. The Executive Committee, with the approval of the Board of Trustees, may create a Special Committee for a specific task. Upon completion of such task, the Special Committee shall automatically cease to exist.
7. The Executive Committee of the Guild, acting under simple majority rule, has the authority to appoint an interim Trustee from the membership to fill vacated Trustee positions for the duration of the term. Such appointments are subject to the approval of the Board of Trustees.
8. To grant waivers for Trustee absence from Board meetings for suitable reasons.
 - 8.1 As a result of excessive absenteeism on the part of a Trustee, the Executive Committee may request resignation from the Board.

9. The Executive Committee of the Guild, acting under simple majority rule, has the authority to recommend the removal of any Board member who is found by them to have intentionally deceived the Board of Trustees or obstructed its ability to carry out the business of IGMA. Such actions are subject to the approval of the Board of Trustees.

ARTICLE III OFFICERS

Section A. Election and Term

1. Election - At the July Board of Trustees meeting, officers of the Guild shall be elected from among the Trustees by the Trustees for a one-year term commencing with the end of the Annual Meeting.
2. Officer Replacement - If an Officer resigns or otherwise vacates office before the end of his/her term of office, the Board of Trustees, acting under simple majority rule, shall appoint an interim Officer from the Board of Trustees to fill the vacated position for the duration of the term.
3. Offices Held - No member of the Board of Trustees shall hold more than one office at any time. No member of the Board of Trustees can be elected to the office of President for more than three (3) consecutive one-year terms. A member of the Board of Trustees elected to the other Executive Board offices can be elected to serve in any office, including their current office, throughout their terms as delineated in these Bylaws.

Section B. Duties of Officers

1. Each Officer shall insure that his/her duties are fulfilled as prescribed by these Bylaws and by the parliamentary authority adopted by the Guild, through personal effort or with assistance as required. Specific duties of each officer not mentioned in these Bylaws may be adopted by resolution at the organizational meeting of the Board of Trustees.
 - 1.1 Changes in the committee assignment responsibilities of the Vice-Presidents can be made with the approval of the Executive Committee.
2. The President - shall preside at all meetings of the Guild membership, the Board of Trustees and the Executive Committee.
 - 2.1 The President - or his/her designee is an ex officio member of all Standing Committees except Nominating Committee.
 - 2.2 The President - shall sign all documents in the name of the Guild when authorized by the Board of Trustees.
 - 2.3 The President - shall be a member of the Guild Council for Fellow Selection and shall act as liaison between the Council and the Board of Trustees.
 - 2.4 The President - is kept aware of the activities of the Ethics Committee, serving as an ex officio member.
3. The First Vice-President - shall, in the absence or disability of the President, perform the duties of that office, including presiding over meetings of the Guild membership, the Board of Trustees, and the Executive Committee.
4. The Second Vice-President - in the absence of the President and First Vice-President, shall perform such other duties as the Board shall prescribe, including presiding over the Guild membership, the Board of Trustees, and the Executive Committee.

5. The Third Vice-President - in the absence of the President, First Vice-President, and Second Vice-President, shall perform such other duties as the Board shall prescribe, including presiding over the Guild membership, the Board of Trustees, and the Executive Committee.
6. The Corresponding Secretary - shall attend to such correspondence as directed by the Executive Committee or the Board of Trustees.
 - 6.1 The Corresponding Secretary - shall ensure the notification of all meetings of the membership in accord with the Bylaws.
 - 6.2 The Corresponding Secretary - shall serve as a member of the Membership Committee.
 - 6.3 The Corresponding Secretary - shall ensure that a list of the Officers, Committee Chairpersons and Board of Trustees is published in the next issue of *The CUBE*.
 - 6.4 The Corresponding Secretary - shall ensure that meeting announcements are sent out for the Executive Committee and the Board of Trustees meetings.
7. The Recording Secretary - shall keep minutes of the Executive Committee meetings, the Board of Trustees meetings, and the Annual Meeting of the membership.
 - 7.1 The Recording Secretary - shall distribute the minutes of meetings no later than 30 days following the meeting.
 - 7.2 The Recording Secretary - shall have custody of the Seal of the Guild and shall affix and attest the same to documents when duly authorized by the Board of Trustees.
 - 7.3 The Recording Secretary - shall keep a membership roll containing the names alphabetically arranged, of all persons who are members of the Guild, showing their place of residence. A list will also be maintained for historical records of all Artisans, Fellows, Honorary members, Charter members, and recipients of other Guild awards.
 - 7.4 The Recording Secretary - is responsible for recording the attendance of Board members at Trustees meetings.
8. The Treasurer - shall have the care and custody of all funds of the Guild, and shall record and deposit such funds in the name of the Guild in such bank or trust company as designated by the Board of Trustees.
 - 8.1 The Treasurer - shall give a financial report at each regular meeting of the Board of Trustees, and shall present a report at the annual meeting setting forth the full financial condition of the Guild.
 - 8.2 The Treasurer - shall arrange for the accounts of the Guild to be audited annually within six weeks following the end of the fiscal year. The audit shall be carried out by members of the Finance Committee or such other persons as the President may designate and the Board approve. The audit report shall be included in the Annual Report. The Board may order an audit by the Treasurer, the Finance Committee, or independent CPA at any time that it feels that same is justified.
 - 8.3 The Treasurer - shall ensure that appropriate policies are in place and being followed for the handling of Guild funds. This will include designation, with Board approval, of those authorized to sign checks, specifying the conditions, documentation, auditing of accounts and prior approvals that will be required.
 - 8.4 The Treasurer - shall serve as Chairman of the Finance Committee.

ARTICLE IV MEMBERSHIP

Section A. Categories of Membership

1. General Members/Family Membership—Upon completion and submission of the membership application and payment of dues, the applicant shall be declared a General Member. A General Member shall be entitled to receive all general correspondence and be entitled to all privileges, including voting and holding office. Family Members are members with the same mailing address as the General Member. Family Members have a reduced dues rate. Family Members will enjoy the same benefits of the Guild as General Members, but will receive no duplicate mailings. General Members shall have the right to use the Guild logo under conditions determined by the Board of Trustees.
2. Artisan Member - After one year of continuous membership, General Members (including Family members) may apply for Artisan Membership in any category by submitting the required information to the Artisan Selection Committee. Artisan and Fellow Members may apply to receive Artisan recognition in an additional category. Applicants must meet all the criteria and requirements established by the Artisan Selection Committee. Upon satisfying the application requirements and receiving formal approval by the Board of Trustees, the applicant is invited to become an Artisan Member. An Artisan Member has the same rights and privileges as a General Member with the added right to display the IGMA certificate indicating Artisan Membership as long as the Artisan is a member in good standing.
3. Fellow Member - Only Artisan Members may be proposed for elevation to this category. Candidates are selected only from the roster of Artisan Members of at least two years standing. Candidates must also have been members of the Guild for two continuous years immediately prior to their application. Only Artisan Members who have met the criteria and requirements set forth by the Guild Council for Fellow Selection (approved by the Board of Trustees) may be recommended to become Fellow Members. Recommendation by the Guild Council for Fellow Selection with final approval by the Board of Trustees signifies elevation of the Artisan Member to the rank of Fellow. The Fellow Member has the same rights and privileges as a General Member with the added right to display the “Cube” medallion or a certificate indicating his/her status as Fellow as long as the Fellow is a member in good standing.
4. Charter Member - Founders of the Guild shall have the same rights and privileges as a General Member but shall not be required to pay dues. A Charter Member may also be recognized in the added membership category of General Member, Artisan Member or Fellow Member.
5. Honorary Membership (Life) - may be conferred by the Board of Trustees upon an individual who is a nonmember in recognition of outstanding contribution to the advancement of miniatures as an art form. An Honorary Member has all the rights, privileges and duties of a General Member with the exception of voting, holding office and paying dues.
6. Friend of the Guild—Upon completion and submission of the membership application and payment of dues, the applicant organization, business or corporation shall be declared a Friend of the Guild. A Friend of the Guild shall be entitled to receive all general correspondence. A Friend of the Guild shall not be entitled to vote or hold office. A Friend of the Guild shall have the right to use the Guild logo under conditions determined by the Board of Trustees.
7. Historical Record - For historical record, a list of all Artisan Members, Fellow Members, Honorary Members, Charter Members and recipients of other Guild awards will be maintained in the Guild Office by the Guild Administrator. The list will include all names, whether active or inactive.

ARTICLE V DUES

Section A. Membership Dues

1. Annual membership dues are payable on August 1st of each year. Membership dues are not refundable.
2. The amount and method of payment of initial or annual dues shall be determined by resolution of the Board annually and shall be published in Guild correspondence and with the Membership application. Credit for annual membership dues paid in the same membership year shall be given if a category changes.

Section B. Dues in Arrears

1. An individual who fails to pay dues by the last day of September shall be notified that they are in arrears.
 - 1.1 If payment is not made by the last day of October, the member shall be placed in a nonmember status with all rights and privileges suspended. Nonpayment of dues after October 31st will result in the removal of the individual's name from the active membership list.
 - 1.2 Each member shall receive a first (1st) notice of dues payable on or before July 1st. A second (2nd) notice shall be sent to the individual on or before the last day of September. If the payment is not made prior to October 31st, the individual shall be placed on an inactive, nonmember roster with all rights and privileges of membership suspended.
 - 1.3 All notices of dues payable shall include a statement outlining payment requirements and consequences of nonpayment.

Section C. Membership Termination

1. Membership termination for nonpayment of dues shall result in automatic termination of membership with removal from the active membership list.

Section D. Reinstatement

1. An individual removed from the active membership list for nonpayment of dues may be reinstated upon payment of the current year's dues.

ARTICLE VI ANNUAL BUSINESS MEETING

1. A meeting of the Guild membership shall be held annually for the purpose of receiving reports of Officers and Committee Chairpersons and for any other business that may be properly brought before the meeting.
2. Written notice of the annual meeting, stating place, date and time of the meeting shall be mailed to each member in good standing not less than fourteen (14) nor more than sixty (60) days before the date of the meeting.
3. A quorum shall be thirty five (35) members in good standing. When a quorum is present at any meeting of the membership, a majority of the voting members present shall decide any questions brought before such meeting, except for those items specifically reserved for voting by mail ballot as specified in the Constitution and Bylaws.

- 3.1 A roll of members in good standing shall be made available by the Membership Chairperson at any meeting of the membership where business shall be transacted. Only members in good standing are eligible to vote. A member in good standing is one whose dues are paid in full for the current membership year.
- 3.2 No member entitled to vote at a meeting of the Guild membership may authorize another person or member to vote in his/her behalf.

ARTICLE VII ELECTIONS

Section A. Trustees

1. Trustee Nomination Procedure
(Presented in a suggested chronological sequence which can be adjusted as necessary.)
 - 1.1 January

The Nominating Committee shall present to the Board of Trustees a list of proposed candidates to be approached by the Committee and may receive the names of additional candidates from the Trustees.
 - 1.2 February

The Nominating Committee will contact those approved by the Board of Trustees in the January meeting to determine if those being considered would be willing to serve on the Board.

Election Related Article—announcing and describing the process of nomination. This is accomplished via The CUBE or other Guild Correspondence going to the membership. Its purpose is as follows:

 - a. To describe the procedures the Nominating Committee used to find qualified individuals.
 - b. To present to the membership the candidates selected by the Nominating Committee.
 - c. To encourage members to make themselves known to the Nominating Committee if they seek Trustee positions.
 - d. To explain and contain a call for write-in nominations stipulating a postmark of May 30 as deadline for submission.

Each write-in candidate nomination must be endorsed by ten (10) members in good standing and be accompanied by a brief biographical sketch about the candidate.
 - 1.3 April

The Nominating Committee presents, by mail, if necessary, its final proposed slate to the Board of Trustees. The proposed slate will reflect the advice of the Board of Trustees expressed at the January meeting. The slate will contain the same number of nominees as there are vacancies to be filled.

Only names reviewed by all members of the Nominating Committee are presented to the Board at the April meeting.

1.4 June

Each write-in candidate is contacted by the Nominating Committee and oriented to the nature and responsibilities of the position to determine his/her willingness to serve if elected.

2. Trustee Election Procedure
(Presented in a suggested chronological sequence which can be adjusted as necessary.)

2.1 June

- The final ballot designating the Nominating Committee's and the write-in nominees is sent to the membership by June 30.
- A biographical sketch is included for each nominee.
- Voters can select no more than five (5) from the total slate of candidates.
- Voters can cast no more than one vote per candidate; that is, a voter's five (5) votes cannot be cast as a block, or in part, for a single candidate.
- Voters are not required to cast all five (5) votes, but any ballot with more than five (5) votes cast will be disallowed
- The voting ends on August 15th. (postmark).
- Votes are counted by two (2) Trustees not on the Nominating Committee.

2.2 September

- Newly elected Board members and new officers are introduced to the membership at the Annual General Meeting.
- Members not attending the Annual Meeting receive notification of the election results in the Annual Report.

Section B. Officers

1. Officer Nominating Procedure

1.1 May

- The Nominating Committee shall mail a form to all Board Members that asks for recommendations for officer positions. More than one name may be suggested for each office. In addition, each Trustee is asked to indicate in which positions he/she would be willing to serve as an officer. The completed forms are to be returned to the Nominating Committee Chairperson not later than the last day of June.

1.2 July

- The Nominating Committee reviews the returned forms and creates a slate of officers that is presented to the Board at the July meeting. During the July meeting, Trustees may make additional nominations from the floor.

2. Officer Election Procedure

2.1 July

- If there are no additional nominations from the floor, a motion may be made to adopt the slate of officers presented by the Nominating Committee. If there are additional nominations from the floor for an officer position, the election for that position shall take place by secret ballot.

2.2 September

- Newly elected officers are introduced to the membership at the Annual Meeting and listed in the Annual Report to inform those members not attending the Annual Meeting. The term of office for the newly elected officers shall begin at the end of the Annual Membership Meeting.

ARTICLE VIII COMMITTEES

Section A. Standing Committees

1. The President, or the Executive Committee, with the approval of the Board of Trustees, shall appoint, at the beginning of their term in office, a chairperson from the membership for each of the Standing committees of the Guild. Whenever possible, the Vice-Presidents and the Trustees not serving as officers shall serve as committee chairpersons.
2. Chairpersons of Standing Committees may enlist any number of persons to serve on that committee necessary to accomplish its goals.
3. At all committee meetings, simple majority rule shall decide all voting.
4. Standing Committees shall operate under a set of guidelines established by the Executive Committee and approved by the Board, with the purpose of effectuating the goals and objectives of the Guild.
5. The President, or a designee, shall be an ex-officio member of all committees except the Nominating Committee.
6. Members of all committees, including Special, Executive and the Board of Trustees, will be apprised of expectations of confidentiality appropriate to the conduct of the activities specific to their committee and be asked to sign a confidentiality statement.

Section B. Special Committees

1. Special Committees may be formed by a majority vote of the Board of Trustees for the purpose of carrying out a specified task, at the completion of which it automatically ceases to exist. Chairpersons of Special Committees may be appointed by the President or the Executive Committee, subject to the approval of the Board of Trustees.
2. A chairperson of a Special Committee need not be a member of the Guild, but must report regularly to the Executive Committee until the program of that committee is satisfied.
3. Should a Special Committee develop to the degree that it is practical to change it to a Standing Committee, this will be put forth for adoption by the membership in a mail ballot. If approved, it will be considered an amendment to the Constitution.

ARTICLE IX
THE GUILD COUNCIL FOR FELLOW SELECTION

Section A. Membership

1. The Guild Council shall be comprised of the following nine (9) members:
 - 1.1 The President of the Guild (a voting member).
 - 1.2 The Chairperson of the Artisan Selection Committee or a member of the Artisan Selection Committee.
 - 1.3 Four (4) Fellows, appointed by the President of the Guild, and who have been Fellows for at least one (1) year.
 - 1.4 Three (3) General Members or Artisans, appointed by the President of the Guild, are appointed one (1) per year for a three (3) year term.
2. The Fellow members are appointed one (1) per year for four-year terms. The President of the Guild shall appoint one of the Fellows to serve as Chairperson of the Guild Council for Fellow Selection.

Section B. Duties

1. The Guild Council for Fellow Selection will act on behalf of, and with approval of, the Board of Trustees.
2. The Guild Council for Fellow Selection shall meet annually to review the list of Artisan Members eligible for consideration. Artisan Members are eligible to apply for Fellow Membership two (2) years after achieving Artisan Membership.
3. The Guild Council for Fellow Selection, after reviewing the candidates' work, shall present to the Board of Trustees the names selected as candidates to be elected as Fellows. The Board of Trustees shall also be notified of the names of any unsuccessful applicant.
 - 3.1 Election to Fellow status will be majority vote of the Board of Trustees who shall vote separately for each individual candidate.
4. Each year at the annual meeting of the Guild, the Guild Council will present to the Guild membership all Fellows who have been elected since the last annual meeting. The President will present each new Fellow with a Certificate of Recognition and/or a medallion, identifying him/her to others as a Fellow of the International Guild of Miniature Artisans, Ltd.
5. It shall be the responsibility of the Chairperson of the Council to keep the Fellow/Artisan roster up to date and to keep the Membership Chairperson and the Recording Secretary informed of the addition of new Fellows, providing them with the dates of election.
6. The Guild Council shall review to the best of its ability, the performance of all Fellows in an effort to ensure that the high level of artistry for which a Fellow was designated is maintained. Action of this kind taken by the Council shall be reported to and discussed with the Board of Trustees.
7. Successful and unsuccessful applicants shall be notified in writing of their status in a timely manner by the Chairperson.

ARTICLE X AMENDMENTS

Section A. Constitution

1. The IGMA Constitution may be amended, altered, repealed or rewritten upon approval of the general membership in good standing using a mail ballot, provided due notice and explanation of the proposal is given by the Board of Trustees.
2. Proposals for amendments, revisions, alterations, etc., shall be provided to the Board of Trustees in writing, signed by ten (10) members in good standing at least fourteen (14) days before the next regularly scheduled Board meeting.
 - 2.1 The Board of Trustees shall review, investigate the need, and evaluate the ramifications (pro and con) and general impact of proposal(s) upon the organization.
 - 2.2 The Board shall respond to the petitioners concerning their proposal(s).
3. If, following suitable discussion between the Board and the Petitioners, it is agreed that the proposal(s) deserve(s) voting consideration by the membership, a ballot accompanied by sufficient explanation shall be created and circulated to the members in good standing for a decision.
 - 3.1 The votes shall be returned in forty-five (45) days.
 - 3.2 A two-thirds (2/3) vote of all responding members in good standing is required for approval.
 - 3.3 Votes shall be counted by two (2) Guild members in good standing who are not currently serving on the Board of Trustees.
 - 3.4 The results shall be announced via appropriate Guild correspondence.
4. If the petitioners are not satisfied with the interaction with the Board of Trustees, they may request that the petition(s) be brought before the general membership at the annual meeting or at a special meeting.
 - 4.1 Action may be taken on the matter at that time providing that a detailed statement and comments concerning the pros and cons of the proposal(s) have been prepared and circulated to the general membership at least forty-five (45) days prior to the meeting.
 - 4.2 Proxy ballots shall be provided for members unable to attend the meeting. These ballots shall be added to the votes of the members present.

Section B. Bylaws

1. The IGMA Bylaws may be amended, altered, repealed or rewritten by the Board of Trustees.
2. Proposals for amendment, revision, alteration, etc., shall be provided to the Board of Trustees in writing, at least fourteen (14) days before the next regularly scheduled Board meeting.
 - 2.1 Such proposals shall be considered new business.
 - 2.2 The Board of Trustees shall review, investigate the need, and evaluate the ramifications (pro and con) and general impact of the proposal(s) upon the organization.

- 2.3 If, following suitable discussion, it is agreed that the proposal(s) deserve(s) voting consideration by the Board of Trustees, two options exist;
- Vote immediately based on adequate information and discussion.
 - Postpone the vote until the next meeting pending gathering of more information prior to final discussion.
3. Amendments to the Bylaws will be announced to the membership periodically via appropriate Guild correspondence with appropriate explanation.

Section C. Committee Guidelines

1. The Committee Guidelines have been designed for the following reasons:
- To be an ongoing, evolving working guide to suit the needs peculiar to each specific committee.
 - To allow effective accumulation and transfer of committee goals and procedures to new members of each committee from year to year.
- 1.1 The Committee Guidelines contain excerpts from the Constitution, Bylaws, and former Standing Rules of the Guild. If the Constitution and Bylaws are amended, these changes will automatically be considered in effect and incorporated into the Guidelines and the Guidelines reissued.
- 1.2 In addition to the excerpted statements from the Constitution and Bylaws, the Committee Guidelines contain much information intended to make them helpful, working guides peculiar to the needs of each specific committee. Sample forms and procedure outlines will be maintained in this file.
2. While these guidelines may be added to and changed by the Committee as appropriate to its activities, the Board of Trustees must be kept informed of the changes or intended revisions to the Committee Guidelines to avoid conflict with the Constitution or Bylaws.
3. If a committee's activities are perceived to exceed the bounds stated by the Constitution, Bylaws, or charge to the specific committee, they are subject to review and/or correction by the Board.
- 3.1 It is the responsibility of the Committee Chairperson to keep the Bylaws Committee Chairperson informed concerning any intended changes planned for the current Committee Guidelines.
- 3.2 If proposed changes impinge upon the Constitution or Bylaws, such proposals must be brought before the Board by the Committee Chairperson for discussion.

ARTICLE XI LIABILITY, INDEMNIFICATION OF TRUSTEES, OFFICERS

Section A. Limitation of Liability of Trustees and Officers

1. A Trustee of the Guild shall stand in a fiduciary relation to the corporation and shall perform his/her duties as a Trustee, including his/her duties as a member of any committee of the Board upon which he/she may serve or

as an officer of the Guild, in good faith, in a manner he/she reasonably believes to be in the best interests of the Guild, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data in each case prepared by one or more officers or employees of the Guild whom the Trustee reasonably believes to be reliable and competent in the manners presented, or attorneys, public accountants, or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person, or a committee of the Board of Trustees upon which he/she does not serve, duly designated, as to matters within its designated authority, which the Trustee reasonably believes to merit confidence.

2. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Trustee or officer for any failure to take any action shall be presumed to be in the best interests of the Guild.
3. A Trustee or officer of the Guild shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless the Trustee or officer has breached or failed to perform the duties of his office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
4. The provisions of this section shall not apply to the responsibility or liability of a Trustee pursuant to federal, state or local law.

Section B. Indemnification of Officers and Trustees

1. The corporation shall indemnify each of its Trustees, officers and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a part because he or she is or was a Trustee, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Trustee, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.
2. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Trustee, officer or employee be entitled.

