



# By-laws of the Puppet Guild of the Greater Saint Louis, Inc.

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## ARTICLE I - OFFICES

**1. Principal Office.** The principal office of the corporation shall be located at such place, either within or without the State of Missouri, as the Board of Directors shall designate from time to time.

**2. Registered Office and Agent.** The corporation shall have and continuously maintain a registered office and a registered agent within the State of Missouri, The Board of Directors, from time to time by resolution, may change the registered agent and the address of the registered office.

**3. Additional Offices.** The corporation may also have offices and branch offices at such other places as the Board of Directors from time to time may designate or the business of the corporation may require.

## ARTICLE II - MEMBERS

**1. Eligibility for Membership.** Membership shall be open to any person or group of persons interested in promoting the corporation's purposes, subject to payment of annual dues. There shall be four (4) classes of membership: Individual, Family, Junior, and Life. The annual dues for each class of membership shall be recommended by the Executive Board [Article IV, Section 7] and shall be reviewed annually. Any changes in the dues shall be approved by a two-thirds (2/3) vote of the Members. Determination of an applicant satisfactorily meeting the membership requirements of this corporation shall be made at the sole option of the Board of Directors and no person shall be a member of the corporation until he has been approved as a member by a majority of the entire Board of Directors. Members shall retain their status as members of the corporation so long as they continue to meet the requirements for membership.

**2. Individual Membership.** All Individual Memberships in good standing shall receive all official publications and notices of the corporation; shall have the right to vote at all meetings of the corporation: the right to seek and hold office; the right to serve on committees; and shall enjoy all current and future rights and privileges of the corporation.

**3. Junior Membership.** Persons, the age of eighteen (18) years or under, sponsored and accompanied by a member in good standing, shall be a Junior Member. All Junior members in good standing shall receive all official publications and notices of the corporation. All regular meetings will be open to Junior Members, although they will not be permitted to vote on the corporation's business matters. Junior Member may attend special meetings at the discretion of the corporation's Executive Board. Special meetings for the Junior Membership may be scheduled by the Vice-President in charge of Junior Membership.



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**4. Family Membership.** A "family" shall consist of no more than two adults living in the same residence and their minor children, including adopted and foster children. Family Membership is subject to payment of set dues and carries with it all the rights and privileges of an Individual Membership to each adult family member with the exception of notices and publications. Any minor children in a Family Membership will have all the rights and privileges of a Junior Membership except for official publication and notices; however the children will receive one (1) copy of any notice for special meetings of the Junior Membership. All Family Memberships in good standing shall receive one (1) copy of all official publications and notices of the corporation. Each adult member of a Family Memberships is entitled to one (1) vote at all meetings of the corporation.

**5. Life Membership.** Life membership is a special category conferred upon a member by the Executive Board in honor of that member having given unusual and/or longtime service to the field of puppetry and/or to the corporation, and who are, thereby, entitled to special and distinct membership of the corporation. Life Memberships are entitled to the same rights and privileges as in an Individual Membership.

**6. Regular Meetings of the Corporation.** A minimum of four (4) regular meetings of the corporation shall take place annually. Each meeting shall include reports from the officers, discussion and handling of any important business matters pertaining to the corporation, and a program or workshop. These meeting dates shall be set by the Executive Board and will be announced at prior meetings with particulars in the newsletter.

**7. Special Meetings of the Corporation.** Special meetings and programs may be held at the request of the Executive Board provided reasonable notification of membership is possible.

**8. Action Without Meeting by Written Consents.** Any action required to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting when consents in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consents shall have the same force and effects as the unanimous vote of the members at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the members.

**9. Quorum.** The presence in person or by proxy of twenty-five percent (25%) of the Family Members eligible to vote and Individual Members of the corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. Life-time Members will have full voting and all other membership privileges at such meetings, but not counted in the determination of a quorum.

**10. Conduct of Meetings.** Meetings of membership shall be presided over by the President of the corporation or, if he is not present, by the Vice-President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the corporation, or if he is not present, any



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Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

**11. Voting.** At all meetings of members, every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed, or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or by these Bylaws.

## ARTICLE III - BOARD OF DIRECTORS

**1. Management of the Corporation.** The Board of Directors shall manage the corporation's business and affairs. The corporation's first Board of Directors shall be as specified in the Articles of Incorporation.

**2. Number.** The Board of Directors shall consist of not less than three nor more than fifteen individuals.

**3. Term.** The terms of the first Board of Directors shall commence on the date the Missouri Secretary of State accepts the corporation's Articles of Incorporation. The terms of Directors subsequently elected to the Board of Directors shall commence on the date of the member's meeting at which such Directors were elected to the Board of Directors. Each Director shall serve for a two-year term, or until the Director's successor qualifies and is elected, whichever is later, subject to Section 10 of this Article III. Directors may serve on the Board of Directors for any number of terms, consecutive or otherwise.

**4. Vacancies.** In the event of the death, incapacity, resignation, refusal to act, or removal of one or more of the director, the vacancy thereby created shall be filled by a majority of the remaining Directors then in office.

**5. Regular Meetings of the Board of Directors.** The Board of Directors shall hold meetings of the Board of Directors from time to time as provided by resolution of the Board of Directors. The Board of Directors may by resolution provide the time and place for the holding of the regular meeting.

**6. Special Meetings of the Board of Directors.** A majority of the Board of Directors may call for a special meeting of the Board of Directors. A majority of the Board of Directors which calls for the special meeting may provide the time and place for the holding of the special meeting.

**7. Quorum.** A majority of the full Board of Directors shall constitute a quorum for the transaction of business.



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**8. Manner of Acting.** The vote of a majority of the Directors present at a regular or a special meeting at which at least a quorum is present shall constitute the act of the Board of Directors, unless the vote of a different number is required by law, the Articles of Incorporation, or by these Bylaws.

**9. Action Without a Meeting by Written Consent.** Any action required or permitted to be taken at a regular or special meeting of the Board of Directors may be taken without a meeting if, before or after the action, all members of the Board of Directors consent thereto in writing. The written consent shall be filed with the minutes of the proceeding so the Board of Directors and shall have the same effect for all purposes as an act of the Board of Directors described in Section 8 of this Article III.

**10. Removal.** Notwithstanding any other provisions of these Bylaws, and Director or Directors may be removed, either with or without cause and with or without notice, by the affirmative vote of two-thirds (2/3) of the full Board of Directors at a meeting of the Board of Directors called expressly for that purpose.

**11. Presumption of Assent.** A Director who is present at a meeting at which the Board of Directors acts as specified in Section 8 of the Article III on a matter shall be conclusively presumed to have assented to the act, unless dissent by the Director is entered into the minutes of the meeting or unless the Director files a written dissent with the acting secretary of the meeting before the meeting adjourns. A Director who votes in favor of an act shall have no right to dissent the act.

**12. Committees.** The Board of Directors may by resolution adopt, by a majority of the whole Board of Directors, a committee or committees composed of two or more members of the Board of Directors. Each such committee, to the extent provided in such resolution, shall have and exercise all of the authority of the Board of Directors in the management of the corporation. The President shall act as an ex-officio member of all committees.

**13. Compensation.** Directors shall not receive any stated salary for their services as such, but may be entitled to reimbursement for necessary expenses incurred on behalf of the corporation.

**14. Budget and Finance Committee.** A Budget and Finance Committee consisting of four (4) members shall be formed at the beginning of each year. The members shall be: the President, the Treasurer, and two (2) members of the corporation appointed by the Board from the membership at large. The chairperson shall be appointed by the President. It shall be the function of this committee to establish a budget for the duration of the up-coming year. This budget shall be presented to the membership in the newsletter prior to the second regular meeting of the year. The final budget shall be approved by two-thirds (2/3) vote of the members. The committee shall also review any expenditure in excess of the current approved budget before payment or reimbursement by the Treasurer can be authorized. The budget may be amended by a majority of the membership.



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**15. Nominating Committee.** The Board of Directors shall elect a Nominating Committee, consisting of three (3) people. The committee shall appoint its own chairperson. The slate of candidates shall be announced in the corporation's newsletter one (1) month prior to the election.

## ARTICLE IV - OFFICERS

**1. Officers.** The Officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other additional officers, including Vice-Presidents and Assistant Secretaries and Assistant Treasures as the Board of Directors may from time to time elect. All officers shall be members of the corporation. Any two or more offices may be held by the same individual except, the offices of President and Secretary. An elected officer may hold office for any number of consecutive terms; however, an elected officer shall serve no more than two (2) consecutive terms in the same office.

**2. Nomination of Board Members.** The Nominating Committee will nominate and present a slate of Board Members for candidacy at a designated regular meeting of the corporation to replace or re-elect those board members whose terms have expired [Article III, Section 3]. At this meeting, other nominations may be made from the floor provided the nominated persons are members in good standing; provided that each additional nominee is present to accept the nomination or has provided a written acceptance of the nomination. If there are more nominations than vacancies, the vote will take place by secret ballot.

**3. Election and Term.** The President, Vice-President, Secretary, and Treasurer shall be elected by a majority of the whole number of the Board Members elected by the membership, and shall hold office for a term of two (2) years. Elected officers will be installed and begin their duties at the first regular meeting following the election. At any meeting, the Board of Directors may elect such other officers and agents as it shall deem necessary, who shall hold office for a term of two (2) years, subject to Section 3 of this Article IV, and shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board of Directors.

**4. Removal.** Any officer elected by the Board of Directors may be removed by the affirmative vote of a majority of the entire Board of Directors whenever in its judgment the interests of the corporation will be service thereby.

**5. Vacancies.** Any vacancy in any office because of death, incapacity, resignation, expiration of a term of office or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. The vacancy of an elected board member may be filled by a member-at-large elected by a majority of the board who will then serve the remainder of the elected term. Upon filling the vacancy, the Board will hold a new election of officers.



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**6. Compensation.** Officers shall not receive any stated salary for their services as such, but may be entitled to reimbursement for necessary expenses incurred on behalf of the corporation.

**7. Executive Board.** The corporation's Executive Board shall consist of the President, the Vice-President, Secretary, and Treasurer.

**8. Appointed Board members.** The Board Members appointed by the President shall serve the same term as the President. They may be removed from office in the same manner as described in Article IV, section 4. Such positions must be re-appointed upon election of a new President or re-election of the current President.

## ARTICLE V - DUTIES OF OFFICERS AND COMMITTEE CHAIRS

**1. President.** The President shall be the chief executive and operating officer of the corporation; shall preside at all meetings of the Board of Directors; shall have general supervision and active management of the business and finances of the corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; subject, however, to the right of the Directors to delegate any specific powers to any other officer or officers of the corporation, except as such as may be by statute exclusively conferred upon the President. The President shall execute all bonds, mortgages, conveyances, and other contracts requiring the seal of the corporation. The President shall be an ex-officio member of all committees.

**2. Vice President.** The Vice-President shall perform such duties as shall be assigned by the Board of Directors or by the President of the corporation. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President with the same force and effect as if performed by the President, and shall be subject to all restrictions imposed upon the President.

**3. The Secretary.** The Secretary shall attend all meetings of the Board of Directors and act as clerk thereof; shall record all votes and minutes of all proceedings in a minute book to be kept for that purpose; shall keep in safe custody the seal of the corporation; and when authorized by the President or the Vice-President, shall affix the seal to any instrument requiring the seal and, when so ordered, add his or her signature as an attestation thereof. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors.

**4. The Treasurer.** The Treasurer shall have custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books of the corporation to be maintained for such purposes; shall deposit all moneys and other valuable effects of





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the corporation in the name and to the credit of the corporation in depositories designated by the Board of Directors; and shall disburse the funds of the corporation as may be ordered by the Board of Directors.

**5. Chair of Programs Committee.** The Chair of Programs Committee shall be in charge of setting schedule of programs and workshops. This position is a Board position appointed by the President with the consent of the Board.

**6. Vice-President in Charge of Junior Membership.** The Vice-President in Charge of Junior Membership shall attend to the needs of the Junior members and shall serve on the Board of Directors as a non-voting representative for all Junior members. This officer may conduct a brief meeting prior to the Junior member at each regular meeting, may call special meeting and workshops designed for the Junior members, and shall report Junior membership activities at regular business meetings. This position is a non-voting Board position appointed by the President with the consent of the Board.

**7. Newsletter Editor.** The newsletter Editor shall publish a periodic newsletter and mail it to the membership. The newsletter must include an announcement of the regular meeting(s) of the membership and will be sent no later than two (2) weeks in advance of said meeting(s). This position is a Board position appointed by the President with the consent of the Board.

**8. Member-At-Large.** The Member-At-Large is a person possessing special talents and expertise in the development of special goals for the guild. This position is a board position appointed by the President with the consent of the Board of Directors. Any number of members-at-large may be appointed provided they do not exceed the total number of board members allowed in the bylaws. The term of the member-at-large shall expire upon re-election of members of the Board, upon resignation, or upon a majority vote of the Board.

**9. Delegation of Power.** In case of the absence of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for the time being, provided a majority of the entire Board concurs therein.

## ARTICLE VI - CONTRACTS, LOANS, INSTRUMENTS, AND DEPOSITS

**1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority shall be confined to specific instances.



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**2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority shall be confined to specific instances.

**3. Instruments.** All checks, notes, and other instruments for the payment of money issued in the name of the corporation shall be signed by an officer of the corporation in such manner as the Board of Directors shall from time to time determine.

**4. Deposits.** All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

## ARTICLE VII - NOTICES

**1. Notice Deemed Given.** Whenever under provision of these Bylaws notice is required to be delivered to any Director or Officer, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or dispatched by prepaid telegram, addressed to such individual at his address as it appears on the records of the corporation, or when delivered in person to the individual.

**2. Attendance as Waiver.** Notice of any meeting required to be given under the provisions of these Bylaws or laws of the State of Missouri shall be deemed waived by attendance at such meetings of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**3. Waiver of Notice.** Any notice required to be given under the provisions of these Bylaws or the laws of the State of Missouri may be waived by the persons entitled thereto signing a waiver of notice before or after the time of said meeting, and such waiver shall be deemed equivalent to the giving of such notice. Such waiver of notice may be executed in person by the party entitled thereto or by his agent duly authorized in writing so to do.

## ARTICLE VIII - AMENDMENTS

**1. Amending the Bylaws.** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted upon a two-thirds (2/3) vote of members present at any regular meeting, provided that notice of all proposed amendments is mailed to all members at least fourteen (14) calendar days before date of such regular meeting.



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## ARTICLE IX - INDEMNIFICATION

**1. Definitions.** As used in this Article IX, and word or words that are defined in section 351.355 of the General Business Corporations Act of Missouri, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

**2. Indemnification of Directors and Officers.** The corporation shall indemnify and advance expenses to a director or officer of the corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

**3. Indemnification of Employees and Agents.** With respect to an employee or agent, other than a director or officer, of the corporation, except as to such indemnification as is required under the Indemnification Section, may, as determined by the Board of Directors of the corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

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