

## **Circular Sock Knitting Machine Society**

# **Bylaws**

Amended November 20, 2018

## **ARTICLE ONE - NAME, PURPOSE and OFFICE**

### **Section 1.01 Name**

The name of the society shall be ***Circular Sock Knitting Machine Society*** (hereinafter referred to as CSKMS or Society).

### **Section 1.02 Purposes**

The purposes of this Society shall be:

1. To provide an international organization for owners and operators of circular sock knitting machines (CSM's).
2. To encourage the preservation, restoration, and use of circular sock knitting machines.
3. To aid in the education of members and the public about the history and use of circular sock knitting machines through shared teaching experiences and demonstrations at various fiber arts shows and festivals, through publications such as a newsletter and a website, and at regular meetings planned by the members.
4. To maintain a professional and up-to-date website that provides a variety of information for CSM users of the general public as well as information and records for the membership of the Society. The website shall also provide a forum for communication among the membership.
5. To support regular gatherings for the membership.
6. The Society shall be non-sectarian, non-partisan, and non-discriminatory against any ethnic or minority group or individual.
7. The Society shall be non-commercial. However, for fund raising purposes, the Society may accept paid advertising to be published in its newsletter or on its website, may accept cash or in-kind donations, may sell items bearing the name and/or logo of the Society, or may engage in other fund raising activities, all at the discretion and with the approval of the Board of Directors.

### **Section 1.03 Office**

The principal office of the Society shall be at the address of the Treasurer.

## **ARTICLE TWO - MEMBERSHIP AND DUES**

### **Section 2.01 Eligibility and application for Membership**

Membership in the Society is open to individuals who accept the Bylaws, procedures, and purposes of the Society as set forth in Article One. An application for membership shall be made available to individuals who wish to apply.

### **Section 2.02 Classes of Membership**

The one class of membership shall be called a "Regular Membership." A Regular Membership includes only the individual who applies for membership.

### **Section 2.03 Rights and Privileges**

Each member is entitled to a copy of the Newsletter, Bylaws, and any other items prescribed by these Bylaws or General Procedures. Each member is entitled to one vote in the conduct of the business of the Society. Members may submit items for meeting agendas to the Secretary if communicated at least one month prior to the date of the meeting.

### **Section 2.04 Dues**

Membership dues shall be determined by the Board of Directors. Membership dues are nonrefundable.

### **Section 2.05 Resignation**

A member may resign from the Society at any time by giving written notice to that effect, by mail or email, to the Secretary. The Secretary shall confirm receipt of the notice by mail or email as soon as practical after receiving said notice.

## **ARTICLE THREE - MEETINGS, VOTING, ELECTIONS**

### **Section 3.01 Annual Meeting**

The Board of Directors shall approve the time, place and agenda for the annual membership meeting. The Board of Directors may elect to conduct the annual membership meeting electronically via the Internet. The Secretary shall mail or email a notice thereof not less than 30 days prior to the meeting to the address of each member of the Society along with the agenda of the meeting and instructions for accessing the meeting forum if the meeting is to be conducted electronically.

### **Section 3.02 Board Meetings**

The Board shall meet from time to time as they deem necessary to conduct the business of the Society. Minutes of Board meetings shall be made available by the Secretary to the membership within a reasonable amount of time following each meeting.

### **Section 3.03 Elections**

Elections for the officers specified in these Bylaws shall be held at the annual meeting.

### **Section 3.04 Nominations**

At least one (1) month prior to the annual meeting, the Secretary shall mail or email a ballot to members containing a list of nominees plus provision for write-in candidates. Additional nominations may be made from the floor at the annual meeting, and a list of all nominees announced by the Secretary. Votes cast for officers by mail, email and at the annual meeting shall determine the vote.

### **Section 3.05 Quorum**

A quorum for the transaction of business at any live meeting of the members shall be 20% of the current membership. A live meeting shall be one at which members are physically present with each other in the same geographic location. A quorum for meetings by electronic means shall be considered automatically met, provided all members are given sufficient advance notice that the electronic meeting will be in session and such notice includes the meeting agenda. Any live meeting of the members not meeting the requirements of a quorum may be adjourned by a majority vote of the members present.

### **Section 3.06 Other Business**

Other business may be voted on by the general membership at meetings (or by the internet) at which there is a quorum as specified in section 3.05.

## **ARTICLE FOUR – OFFICERS**

### **Section 4.01 Officers**

The officers of the Society shall be: (a) President (b) Vice President (c) Secretary and (d) Treasurer.

### **Section 4.02 Elections of Officers**

All officers shall be elected in accordance with Section 3.03 and 3.04.

### **Section 4.03 Terms of Officers**

The terms of office for (a) President (b) Vice President (c) Secretary and (d) Treasurer shall be one (1) year. Officers may be re-elected to serve two (2) or more consecutive terms.

### **Section 4.04 Nominations**

An Election Committee as described in Section 7.05 of these Bylaws shall make nominations for office.

### **Section 4.05 Vacancies**

In the event that any office becomes vacant, The Board of Directors shall, by majority vote, appoint a member to fill the vacancy for the remainder of the term.

## **ARTICLE FIVE - DUTIES OF OFFICERS**

### **Section 5.01 President**

The President shall give notice of all meetings of the membership and of the Board of Directors and the Secretary shall transmit such notice to the membership. The President shall preside over meetings of the membership. The President shall make appointments and perform duties authorized by the Bylaws and exercise responsibilities as may be decided from time to time by the Board of Directors. The President may appoint committees from the membership to perform various duties. The President may also serve as ex officio member of all committees. When practical, Presidential notices may be communicated to members electronically according to Section 12.03.

### **Section 5.02 Vice President**

The Vice President shall act in the capacity of the President in his/her absence and shall at all times provide support to the President in conducting normal business of the Society.

### **Section 5.03 Secretary**

The Secretary shall record and maintain the minutes of membership meetings and meetings of the Board of Directors. Minutes of the proceedings of the Board shall be kept by the Secretary and, as soon as practical after a meeting, a copy of said minutes shall be mailed or emailed to the Board of Directors and to the membership. Minutes of the proceedings of each committee shall be kept by the Secretary. The minutes of closed sessions shall be kept separate from those of the public meetings. The Secretary shall be the custodian of all official records, including the minutes of all meetings and papers of the Society. The Secretary shall maintain (a) a current membership list, (b) a current record of the Bylaws, policies and resolutions and (c) a current inventory of property owned by the Society. The Secretary shall be responsible for communications with the membership and other parties and for certifying documents issued by the Society. All records for which the Secretary is custodian may be stored and transmitted in digital form. Duties of the Secretary may be shared by other officers when circumstances indicate a need for additional support.

### **Section 5.04 Treasurer**

The Treasurer shall maintain records of all financial transactions and shall report on the financial status of the Society upon request of the President or the Board of Directors. At the time of each annual meeting, or as requested by the President, the Treasurer shall provide the Board of Directors with an audited financial report. The Treasurer shall submit all relevant financial records to an auditor approved by the Board of Directors in a timely manner to facilitate such report. The Treasurer shall also serve as Chairperson of the Finance Committee. The Treasurer shall receive all monies subject to the control and direction of the Board. All monies received by the Society, whether by the Treasurer or by the officers, shall be deposited forthwith in bank accounts approved by the Finance Committee. The Treasurer shall be the custodian of all bonds, stocks, notes, contracts of sale, mortgages, and deeds of trust for real property held or acquired for investment purposes, and of all other securities, and all insurance policies and other documents relating to any of the same and shall keep them in such places and in such manner as shall be approved by the Board of Directors. The Treasurer, in general, shall be the manager of all external financing of the Society subject to control and direction of the Board of Directors.

## **ARTICLE SIX - BOARD OF DIRECTORS**

### **Section 6.01 Board of Directors**

The Board of Directors shall consist of the President as chair, Vice President, Secretary, Treasurer, past President as ex officio member, plus two or more at-large members from the general membership, such at-large members to be nominated and elected at the annual membership meeting. The number of at-large members shall be determined by the Board according to the needs of the Society.

### **Section 6.02 Term**

Directors shall be elected to the Board of Directors for a term of one (1) year and may serve two or more terms.

### **Section 6.03 Responsibilities**

The Board of Directors shall be responsible for the management of all of the business affairs of the Society including the oversight of all of the activities of all committees, shall be familiar with these Bylaws of the Society, and shall conduct business in a manner that is consistent with these Bylaws. All expenditures of Society funds shall be authorized by the Board of Directors. The Board shall review and oversee the financial recommendations proposed by the Finance Committee in accord with provisions in Section 7.02 and shall prepare an application form for membership. The Board shall view new membership applications and approve only those who support the purposes of the Society as stated in Section 1.02.

Any member of the Society has the right and duty to question the actions of individual Board members or committee members. If at any time actions are questioned and not easily resolved, the matter shall be referred to the Board as a whole for resolution. Any Board member or committee member of the Society shall expect from time to time to be asked for clarification of actions planned or taken and shall be prepared to explain such plans or actions. Board members and committee members shall view these inquiries as intended to further the interests and reputation of the Society, and such inquiries, conversations, clarifications and explanations shall be conducted with respect and goodwill towards one another.

### **Section 6.04 Quorum**

Business may be conducted at any meeting of the Board of Directors at which a quorum exists. A quorum at Board meetings shall be four (4) of the elected members of the Board of Directors.

### **Section 6.05 Compensation**

No elected officer, Board member or committee member may receive compensation for services rendered to the Society. Clerical and other necessary operating expenses may be paid by the Society when authorized by the Board.

### **Section 6.06 Auditors**

The Board of Directors shall be responsible for selecting a qualified individual to conduct required auditing functions.

### **Section 6.07 Parliamentary Authority**

The Modern Edition of Robert's Rules of Order shall be employed to conduct business at meetings of the Society and Board of Directors, except where such rules are inconsistent with the Bylaws, and statutes of federal, state or local governments. Bylaws adopted by the Society shall take higher authority than Robert's Rules of Order, but not higher than federal, state or local statutes. At the discretion of the presiding officer, meetings of a small number of attendees may be conducted with less formality as long as order is maintained, rights of the individual are honored and the majority rules.

### **Section 6.08 Board Meetings**

Business may be conducted via electronic means, including video conferencing, electronic mail, and Internet relay chat, at any meeting of the Board of Directors at which a properly constituted quorum is present. The following shall be the order of business at meetings of the Board:

1. Roll Call
2. Approval of the minutes of the last meeting

3. Report of the Chairperson
4. Reports of Standing Committees
5. Reports of Special Committees
6. Reports of Officers
7. Unfinished business
8. New business

### **Section 6.09 Special Meetings**

At special meetings the order of business shall be:

1. Roll call
2. Reading of notice thereof
3. The special business for which the meeting was called

In the absence of the Chairperson, the Board shall elect for that meeting a Chairperson Pro Tempore to perform the duties of said Chairpersons. The regular order of business of a Board Meeting may be suspended by a majority vote of the members present.

### **Section 6.10 Vacancies**

In the event that a Director's position becomes vacant, the Board of Directors may by a majority vote appoint a member of the Society to fill the remainder of the Director's term.

## **ARTICLE SEVEN – COMMITTEES**

### **Section 7.01 Standing Committees**

All activities and recommendations of standing committees are subject to approval of the Board of Directors. The Board of Directors shall consider and respond, in a timely manner, to any inquiries or concerns expressed by any member of the Society concerning the activities and plans of the Board or any officer of the Board as well as of any committee or any committee member. Except as noted below, the President shall annually appoint members to the following standing committees and shall determine an appropriate quorum for the conduct of business by each committee.

### **Section 7.02 Finance Committee**

The Finance Committee shall consist of the Treasurer as chair and three (3) or more appointed members. The Finance Committee shall recommend an auditor for approval by the Board of Directors and ensure that a properly audited financial statement is prepared on an annual basis in accordance with generally accepted auditing standards. The Committee shall consider all matters relating to the business management of the Society and shall consider and recommend to the Board of Directors the annual budget. The Finance Committee shall open, maintain, and close bank accounts, both savings and commercial, in the name of the Society, and prescribe the conditions under which deposits shall be made and funds shall be withdrawn.

### **Section 7.03 Rules Committee**

The Rules Committee shall consist of the Board of Directors and two (2) additional Society members, to formulate the Bylaws, Policies, Rules and Regulations and to consider amendments suggested by the members.

### **Section 7.04 Publications Committee**

The Publications Committee shall consist of a Chairperson selected from the membership, an Editor-in-Chief, and other members, as the Chairperson may deem appropriate. This Committee shall be responsible for the newsletter, website, calendar and various publications of the Society.

### **Section 7.05 Election Committee**

The Election Committee shall consist of the Vice President as chair and such other members as may be appointed by the Chairperson. The Election Committee shall conduct the annual election of officers, including preparing a slate of nominees, the ballot, and tabulation of election results. The Election Committee shall provide the membership with the required nominees one (1) month before the next annual meeting, and shall obtain the consent of the individuals to accept and serve in the position for which nominated. In the event an Election Committee cannot be formed from the members, the Board of Directors shall serve as Election Committee.

### **Section 7.06 Awards Committee**

The Awards Committee shall consist of the Vice President and such other members as the Vice President may deem appropriate. The Committee shall recommend and administer the various awards of the Society.

### **Section 7.07 Membership Committee**

The Membership Committee shall consist of three (3) or more members of the Society appointed by the Vice President. The Committee shall develop and administer activities for the recruitment of new members.

### **Section 7.08 Conference Committee**

The Conference Committee shall consist of four (4) or more members of the Society appointed by the President. The Committee shall plan Conferences on occasions when there exists within the Society a consensus that a Conference should be held. Such Conferences may be organized in affiliation with regional knitting machine groups or conducted independently by members of the Society. The Board of Directors shall approve the affiliation with regional groups and independent members before such Conferences may be designated as affiliated with the Society.

## **ARTICLE EIGHT – AFFILIATES**

### **Section 8.01 Policy**

It is the policy of the Society to be open to the opportunity to affiliate with other organizations that have similar interests and objectives. When such an opportunity arises, the Board shall formulate terms of eligibility, purpose, dues and responsibilities of the Society and its

affiliate(s). Affiliation with other organizations must be approved by a majority vote of members.

## **ARTICLE NINE – AMENDMENTS**

### **Section 9.01 Amendments to Bylaws**

These Bylaws may be amended, altered or rescinded by a two-thirds vote of the members present at a meeting for which a 30-day notice of such action was given, and a quorum is present. The Secretary shall communicate changes in the Bylaws to the membership at the earliest opportunity.

### **Section 9.02 Petition for Amendment**

A petition to change the Bylaws, signed by ten percent (10%) or more of the membership, may be submitted to the Board of Directors at any time. The Board of Directors shall review the proposed changes and offer them with a recommendation to the membership for a two-thirds vote.

## **ARTICLE TEN - EXECUTION OF DOCUMENTS**

### **Section 10.01 Signatures**

Contracts, documents or any instruments in writing requiring the signature of the Society, other than checks and negotiable instruments, shall be signed by any two of the President, Vice President, Secretary and Treasurer. Checks and negotiable instruments shall be signed as provided for by the Policies, Rules and Regulations. The Directors may from time to time by resolution appoint other officers on behalf of the Society to sign contracts, documents and instruments in writing.

## **ARTICLE ELEVEN – INDEMNIFICATION**

### **Section 11.01 Indemnification**

Society officers and members shall be aware that the Society has no insurance or indemnification process to hold members harmless against suit. Officers and members must at all times exercise care to comply with the Bylaws, statutes and policies adopted by the Society. It is the responsibility of all members to be familiar with these Bylaws as a requirement for membership as stated in Section 2.01.

## **ARTICLE TWELVE – MISCELLANEOUS**

### **Section 12.01 Endorsements**

No member, Committee Chairperson, Director or Officer of this Society shall use the seal, logo or name of the Society to endorse, condemn or express an evaluation of any product or service of any firm or individual.

### **Section 12.02 Seal and logo**

The seal and logo of this Society shall be in a form prescribed by the Board of Directors.

### **Section 12.03 Electronic communications**

Communications of the Society, including newsletters, ballots, letters and notices, and the conduct of meetings of standing committees and the Board, may be transmitted via electronic means such as Internet mail, Internet relay chat and video conferencing, except where otherwise specified by the Bylaws. The Bylaws and other records may be transferred to members in digital form by email or posting on the Web site, unless specified otherwise in the Bylaws.

### **Section 12.04 Electronic records**

The Computer Age has made the requirement to retain hard copies of records obsolete. Therefore, unless specified elsewhere in the Bylaws, the requirement that records be held by a particular member or officer shall be met if the records are known to exist digitally in four or more computers owned by Society members. Members are entitled to store records on their personal computers.

### **Section 12.05 Fiscal year**

The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

### **Section 12.06 Guests**

Guests and individuals from the general public are welcome to visit informal gatherings of the members. They may not participate in formal deliberative meetings.

### **Section 12.07 Membership Application**

All prospective members shall fill out an application form designed by the Board of Directors. Said form shall provide for name of applicant, address, email address and phone. Applicants shall by their signatures affirm they have read the Bylaws and accept the Bylaws, procedures, and purposes of the Society as stated in Section 1.02. The application shall have an Internet address giving applicants access to Society Bylaws.

### **Section 12.08 Newsletter**

The newsletter of the Society shall be published on a regular schedule as authorized by the Board of Directors in digital form and distributed to members by email. The newsletter may be distributed in hard copy and after one year may be posted online at the discretion of the Publications Committee. Members are encouraged to support the newsletter by submitting articles and photographs for publication. Members are not authorized to share the newsletter with non-members without approval of the Board.

### **Section 12.09 Web Site**

The Society shall maintain an Internet Website.