

FSG Chapter Guidelines as of November 2017

FSG Mission Statement:

The Florida Society of Goldsmiths is a not-for-profit organization created by metalsmiths to aid and support other metalsmiths through meetings, publicity, workshops and exhibitions; to provide metalsmiths with opportunities for education and exchange of information; to broaden public knowledge, awareness, and appreciation of fine quality hand-crafted metal work, including, but not limited to, jewelry.

FSG's Board of Directors-- the "Corporate" Board:

The FSG Board is comprised of the four FSG corporate officers, two officers from each chapter, one officer from the members at large (if appointed) , and the previous president of the corporation. The two chapter officers are the chapter President and the chapter Vice President, who are automatically members of the FSG Board for a term equal to their terms as officers of the chapter. If the chapter President and/or Vice President are unable to fulfill their obligations, the chapter Secretary and then the chapter Treasurer will represent their chapter. Chapters should immediately notify the Executive Director if there are changes in the persons serving as chapter officers.

Other chapter members may attend the corporate Board of Directors meetings as observers only.

The FSG Board of Directors, in accordance with the FSG bylaws, has properly delegated most of the management of the organization to the Executive Committee, a committee created by the Board that is comprised of the corporate President, Vice President, Secretary, and Treasurer. These four individuals are acting as directors, not officers, when they serve on the Executive Committee. The FSG Executive Committee may act in place of the Board, except for FSG bylaw amendments and filling vacancies on the FSG Board of Directors, or except where approval from all the chapter representatives is desirable. If the entire Board is going to take action during the year in addition to the August annual meeting, it will most often be accomplished by circulating a document called a written consent, which is signed by the directors, and which requires no travel. A consent is filed in the minute book and is equivalent to minutes of a meeting.

The types of corporate matters that are typically handled by the Board of Directors and the Executive Committee in addition to officer elections, filling vacancies on the Board, and Bylaw changes, are: contracts, leases, significant financial commitments, establishing new chapters, new policies, chapter problems, the organization's overall financial health, workshop approvals, and other management issues. The Board and the Executive Committee will authorize the corporate officers to carry out the matters they have approved.

Chapter Meetings

Chapters hold regular meetings of their members presided over by their officers, and the secretary should record the minutes. The secretary types the minutes up later, and presents them at the next meeting for approval. Once approved, the minutes belong in the minute book, which can be a simple three ring binder. Plenty of notice should be given to the members that a meeting is approaching. (Please refer to your Chapter Rules for the requirements.) FSG prefers that member meetings are monthly.

Chapters also hold meetings of their governing bodies, which may be called directors, council members, managers or some other name. Again, plenty of notice should be given to all the members of the governing body so they can arrange to attend. (Please refer to the Chapter Rules for the requirements.) FSG prefers that the meetings are monthly, but in no event less than quarterly.

The chapter's governing body may also act by a written consent document, which is signed by the members of the governing body and kept in the minute book. Live meetings and actions by written consent are both allowed under Florida law.

The members should be kept up to date on the decisions reached by their governing body and the decisions of the FSG corporate Board and Executive Committee. There should be no secrecy. Members, officers and directors all have rights to examine the minute books and make copies of minutes.

It is a good idea to keep the corporate Articles of Incorporation and the corporate bylaws in the chapter minute book, so you can easily refer to them, in addition to the Chapter Rules and minutes of all the chapter meetings, with any attachments to the minutes, such as a Treasurer's report.

Chapter Officer Responsibilities. Please also refer to the Standing Rules :

Chapter President

1. Is the chief executive and presiding officer of the chapter, not to exceed 2 years. This officer may be re-elected if so desired.
2. Is responsible for all chapter actions and activities conforming to the corporate rules, policies and guidelines.
3. Presides over all chapter meetings for the term and may call additional chapter meetings as required. Calls the meetings to order and announces the general business of the chapter. States and puts all questions properly brought before the members for voting by a show of hands. Enforces the observance of order and decorum among the members.

4. Is responsible for ensuring timely submission of all chapter reports to the Newsletter Editor.
5. If the president is absent or otherwise unable to serve, the vice president acts in his/her place.
6. Is required to approve all financial reports prior to submission to the corporate office.
7. Signs checks with the Treasurer. Signs contracts which have been authorized by the corporate office.
8. Ensures that the chapter does not hire Non-resident Aliens. This includes Canada and Mexico as well as overseas. The NAFTA act does not cover artists.
9. Serves as a member of the corporate Board of Directors and ensures that 2 representatives are present at the corporate board meeting, or risk losing the chapter. Sudden illness and other factors will be considered on a case by case basis.

Chapter Vice President

1. Assumes the duties of the chapter president in the president's absence. Serves up 2 years and may be re-elected if so desired.
2. Typically serves as program chairperson, responsible for overseeing the arrangement and planning of all meetings, arranging for speakers, meeting rooms, refreshments, etc., with the assistance of other members.
3. Typically serves as membership chairperson, responsible for maintaining contact with prospective members with the purpose of enlisting new membership. The vice president also serves as a member of the corporate Board of Directors.

Chapter Secretary

1. Gives timely and accurate announcement of all chapter meetings, Keeps the minutes of chapter business, presents the minutes of the previous meeting at chapter meetings, takes attendance at each meeting, and provides the Executive Board including the Executive Director copies of the chapter minutes in a timely manner.
2. Maintains the minute book. It should contain copies of the notices of meetings, the agenda for each meeting, the minutes and any attachments such as Treasurer's reports, and signs monthly bank reconciliations to verify accuracy by a non-signer on the account. The corporate Articles of Incorporation, the Corporate Bylaws, and the Chapter Rules should be at the front of the minute book for easy reference.
3. Collects the names and addresses of non-members who attend chapter meetings for follow-up.

4. Communicates any changes in the status of the elected chapter officers to the Executive Director.
5. Typically is responsible for keeping a steady supply of literature for chapter use.
6. Communicate upcoming workshops and newsletter information to the Executive Director by the first of each month, unless delegated to another person
7. Serves up to 2 years and may be re-elected if so desired.

Chapter Treasurer

1. Retains custody of all chapter funds and pays all chapter expenses.
2. Establishes a bank account with signing capabilities by either the Chapter Treasurer, the Chapter President, or the Chapter Vice President. One signature is sufficient.
3. Collects the chapter program and class fees for deposit into the chapter bank account.
4. Keeps an accurate account of all money received and paid out.
5. All membership fees received by the treasurer must be forwarded in their entirety to the Executive Director. After the membership funds are deposited by the corporate Treasurer, the chapter's share will be distributed according to the current schedule.
6. Collect a completed and signed W-9 before paying an instructor. All paid instructors must have a valid US Social Security Number (SSN) or an Entity Identification Number (EIN) OR a valid Resident Alien Number which is a US SSN. Instructor Fees are paid on a separate check from expenses. The amount of Instructor Fees and the W-9 are to be submitted to the corporate office within 30 days.
7. Provides the chapter officers with a report of the chapter funds available upon request at each chapter meeting of its governing body.
8. Submits a semi-annual Income Statement & Fund Balance report to the corporate Treasurer by July 21 each year, and an annual Income Statement & Fund Balance report by January 30 each year.
9. Provides receipts for donations on forms provided by corporate office.
10. Assists other officers whenever questions or consideration of revenue and expenses arise.
11. Files the appropriate forms to ensure IRS compliance.
12. Serves up to 2 years and may be re-elected if so desired.

13. Serves as a member of the corporate Board of Directors if the Chapter President and the Chapter Vice President cannot.

Other Chapter Positions

There may be working committees which members may participate in. These committee positions can fulfill special needs of the individual chapter. Each committee should select a chairperson so the committee meetings are orderly. (*Example: some chapters may require a newsletter editor, workshop coordinator, librarian, chapter historian, chapter photographer, telephone committee chairperson, etc.*) Please refer to the chapter bylaw provisions about working committees.

Newsletter

The quarterly corporate newsletter is looking to have information that would be of interest to the members. Start with any upcoming workshops or classes. Many members will travel for the right class.

Then mention anything that happened in the last quarter - especially if you chapter had a friendly competition, a successful class (show off what they made - and pictures of them in class!). We love pictures of our members. Did one of yours win an award? Brag on them!

You can include news such as saving to buy a big tool for the studio. We like to hear your plans and see what has happened.

To Insure Membership Strength:

1. FSG will allow non-members to participate in programs and events and charge them at least 25% more than members. The chapters should keep the excess fees.
2. Promote metalsmithing and the chapter in the community.
3. Hold regular programs to build the chapter involvement.
4. Retain the majority of members from year to year.
5. Routinely assess the learning needs of members.
6. Share demonstration responsibilities among the members.
7. Have demonstrations range from beginning to advanced topics.
8. Publicize demonstrations and special activities well in advance.
9. Hold contests or challenges at least annually if possible, and recognize the winners at meetings and in the newsletter.
12. Forward the accomplishments of membership to the newsletter editor for recognition.

13. Stage exhibits and/or displays on an internet gallery, at least annually if possible.
14. Upon arrival, greet members and guests warmly and introduce them to the officers.
15. Provide name tags provided to all attendees.
16. Hold membership meetings at least quarterly, but preferably monthly.
17. Keep meetings educational, varied, and social.
18. Keep meetings of the governing body open to general membership to encourage future participation.
19. Keep the meeting location and time consistent and scheduled and advertised well in advance.
20. Try to have a location that reaches all of the chapter's territory.
21. Encourage members to participate in committees and events
22. The chapter should own or have access to equipment necessary for programs.
23. Chapters should consider sharing or loaning equipment to other chapters for special programs.

LEGAL CONSIDERATIONS

FSG Conflict of Interest Policy:

The State of Florida has defined Conflict of Interest for Board members of a Florida Non-Profit at this site:

http://www.leg.state.fl.us/statutes/index.cfm?App_mode=Display_Statute&Search_String=&URL=0600-0699/0617/Sections/0617.0832.html

FSG's policy is not intended to limit teaching or other profitable actions of board members, but does require that the board member not be present during the discussion or voting on motions that would benefit that board member. A local absence from the room is sufficient and should not have any bearing on a quorum.

FSG Tax-exempt Status:

FSG's Federal tax-exemption was granted on the basis that FSG is organized and operated exclusively for educational purposes, so chapters should keep that in mind when planning programs and activities. In addition, to maintain the tax-exemption FSG chapters should avoid giving financial benefits to private individuals or for-profit entities.

Donations

On chapter websites, in literature, posters, documents and any correspondence that asks for or gives a receipt for donations of any kind, whether cash or goods; the chapter must display the following in capital letters. “A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL-FREE (800-435-7352) WITHIN THE STATE. REGISTRATION DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION BY THE STATE.” Florida registration number CH 40464. Chapters must also use the donation receipt forms provided by the corporate office, because they contain additional wording required by the IRS. There is a form of a receipt for cash and a form of receipt for goods. There is also a third form to be used when the donor receives something from FSG in exchange for the donation, for example, when a donor buys tickets for a gala evening, and receives dinner and entertainment in exchange for the ticket purchase. In those situations the donor can only deduct a portion of the ticket price, since he/she received dinner and entertainment. Please request assistance with the third type of receipt from the corporation’s legal counsel. Letters expressing appreciation should be sent with the donation receipt forms.

Nature of the chapters

The chapters are divisions or branches of the corporation. They are not separately incorporated. This means that chapter activities, debts, liabilities, obligations and commitments directly affect the entire corporation’s finances and its tax-exempt status. For example, if a chapter commits to provide 6 workshops a year at an arts center, and fails to do so, the arts center could demand that the corporate office provide the workshops. If a chapter defaults on a studio lease, the landlord will probably expect the corporate office to pay the rent. If a chapter gives financial assistance to a for-profit organization, it could negatively impact FSG’s tax-exemption from the IRS. This is why the corporate office has a prior review and approval process for certain chapter commitments and contracts as described below under the heading “Chapter Program Planning.”

Chapter Reporting:

1. Chapter reports are sent to newsletter editor quarterly, including pictures if possible and advertising up-coming events for next quarter. Deadlines for submissions: January 15, April 15, July 15, and October 15; for publication the following month.
2. A completed and signed W-9 is required prior to payment for any instructor and is sent to the corporate treasurer within 30 days. Please be sure to include the instruction fee paid, not including reimbursements, regardless of amount.

3. Records of chapter assets, such as tools, must be kept up to date and reported annually to the corporate office. Any sale or disposal of chapter assets such as tools and books, must have prior approval from the executive corporate board.
4. Chapter should maintain a semi-annual plan of activities covering each month and the chapter must report planned events for the upcoming quarter to the ED for inclusion in the communication to membership.
5. When possible, written communication between the chapters and the corporate office is preferred over telephone calls.
6. Communication with the corporate office is vital, including acknowledgments of email on a timely basis.

Chapter Program Planning

1. Plan ahead for workshops. Some financial commitments may require pre-approval by the corporate office. If the total expenditure for a workshop, including but not limited to the rent for the workshop space and the instructor's fees and expenses, exceeds a percentage of available funds, pre-approval is required. This percentage will be determined by the executive board with input from each chapter annually.
2. Chapters with upcoming offsite workshops will need to call and/or email the insurance agent a minimum of 60 days in advance for approval from the underwriter, or to purchase a separate policy. The agent's name is Paul Smet, at Comegys Insurance Agency in St. Petersburg, 727-521-2100, paul.smet@comegys.com.
3. A form of contract for workshop space has been provided to you. Present this form to the venue you plan to use. If the venue wants to revise anything in the contract, contact the corporation's legal counsel for assistance. If the venue insists on using their own form of contract, it must be reviewed and approved in advance by the corporation's legal counsel. Dixie Dixon, Esq., 239-561-8815, dixieesq1@yahoo.com Store the signed contract for at least five years after its expiration.
4. A form of contract for workshop instructors has been provided to you. Present this form to the instructors you plan to use. If an instructor insists on using their own form of contract or modifying the FSG form, it must be approved by the corporation's legal counsel in advance. Store the signed contract for at least five years after the workshop.
5. A form of student Release of Liability has been provided to you. This language should be included in your student sign-up forms. It can also be a separate document signed by the student. Store the signed release forms for at least four years following the workshop.
6. Chapters must obtain pre-approval for grants, financial assistance, and "bail-out's" of any kind. This is to protect FSG's tax-exempt status.

7. Chapters must obtain pre-approval for agreements for shared office space and shared studio space (chapters sometimes call partnerships). This is because of legal considerations. These agreements should be in writing and must be drafted carefully to include legal protections for FSG. Contact the corporation's legal counsel for assistance. Store signed agreements for at least five years after their expiration.

8. Programing Suggestions:

- Determine the total costs, including travel, housing, meals, etc. if included, prior to pricing the event.

- It is suggested to price a program to break even at six students per class when possible. This is considered the "Early Bird" pricing discount with a deadline to enroll to receive this discount. Past the deadline, the price should increase sufficiently to encourage early registration.

- Contracts with instructors and venues should have a cancellation clause that allows the chapter to cancel a workshop due to low attendance to avoid losing money. Exceptions do occur and should be discussed with the executive board.

- A full disclosure of the total cost of participation, such as lab and/or material fees, should be posted prior to allowing registration to occur.