

8/25/14

STANDING RULES FOR CHAPTERS OF
THE FLORIDA SOCIETY OF GOLDSMITHS, INC.
A NON-PROFIT FLORIDA CORPORATION

ARTICLE ONE. OFFICES

Section One. Addresses. The chapter shall notify the Florida Society of Goldsmiths, Inc. (“FSG” or the “parent corporation”) of the address of any permanent office, if any, it establishes, and shall notify the parent corporation of the usual address(es) for meetings.

ARTICLE TWO. MEMBERSHIP

Section One. Membership Requirements. The requirements for membership and benefits of membership in this chapter of FSG shall be governed by the provisions of the bylaws, as amended, and the policies of the parent corporation.

Section Two. Attending Meetings. Members are encouraged to attend all meetings of members of this chapter. Members who are not chapter representatives under Article Three, Section One below may attend the annual meeting of the board of directors of the parent corporation as observers only, and they have no voting rights in elections of the parent corporation directors and officers, or voting rights with respect to the parent corporation’s business and management matters. The chapter president and the chapter vice president or the chapter officers replacing one or both of them under Article Three, Section One, who are automatically appointed to be directors of the parent corporation pursuant to that Section of these Standing Rules, shall attend FSG Board meetings and vote as directors of the parent corporation.

Section Three. Keeping Members Informed. The chapter’s governing body, any chapter committees, and the chapter officers shall keep the members informed of their discussions and decisions about the chapter’s operations, activities and policies, and of the parent corporation’s decisions about FSG operations, activities and policies.

ARTICLE THREE. FSG BOARD OF DIRECTORS

Section One. Serving on the Parent Corporation Board. This chapter’s president and vice president shall automatically serve on the board of directors of FSG, the parent corporation. In the absence, inability, or refusal to act of either or both such chapter officers, first the chapter secretary and second the chapter treasurer shall automatically be the replacements. In order to serve on the parent corporation board, such officers must have been members in good standing for a minimum of two years.

Section Two. Term of Directorship. The chapter officers who are members of the parent corporation board of directors solely in their capacity as chapter officers shall cease to be such directors of FSG when they cease to hold those chapter offices.

Section Three. Replacement of FSG Directors.

(a) Whenever vacancies exist on the parent corporation board of directors as a result of the death, resignation, or otherwise of the chapter president or vice president serving as this chapter's representatives, first the chapter secretary and second the chapter treasurer shall serve as replacements. Any person appointed or elected to fill the vacancy of such a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any person filling a vacancy in the parent corporation board of directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in the articles of incorporation of the parent corporation or its bylaws or in the law.

ARTICLE FOUR. CHAPTER GOVERNING BODY

Section One. Number of participants. The number of people who shall govern this chapter shall be between three and seven. The chapter will refer to its governing body as the "FSG XX Chapter Board" with the XX being substituted with the abbreviation or full name of the chapter. For convenience in these rules, the terms Council and Council Members will be used, and such terminology shall have the same meaning as the terminology defining the chapter. The Chapter Board should consist of the Chapter President, Chapter Secretary, Chapter Treasurer, Chapter Vice President, in that order, and any additional positions should be chosen from among working committee chairpersons.

Section Two. Qualifications of the Council. The Council Members must be members of the parent corporation and this chapter, and must have been members in good standing for a minimum of two years.

Section Three. Term of Office. The term of office of each Council Member may be up to two years. Members may be re-elected to the same position if desired.

Section Four. Powers. This chapter is a branch of the parent corporation, and the Council shall have no power to authorize the chapter to enter into commitments or obligations except as may be authorized by the parent corporation.

Section Five. Replacement of Council Members.

(a) Whenever a vacancy exists on the Council, whether by death, resignation, or otherwise, the vacancy shall be filled by the appointment of a new Council Member. Any person appointed or elected to fill the vacancy of a Council Member shall have the same qualifications as were required of the Council Member whose position was vacated.

(b) Any person appointed or elected to fill a vacancy in the Council shall hold office for the unexpired term of his or her predecessor, subject to the power of removal stated in the Corporate bylaws, Standing Rules, or in the law.

Section Six. No Monetary Compensation. No member of the Council shall receive any monetary compensation for serving.

Section Seven. Meetings.

(a) Meetings of the Council shall be held at such place or places as the Council may from time to time designate.

(b) Regular meetings of the Council shall be held at least quarterly, and preferably monthly as prescribed by the parent corporation. Notice of regular meetings shall be sent by mail or email to each Council Member.

(c) An annual meeting of the Council shall be held at a date as determined by the chapter board, in order to appoint officers, to create any new offices, and to conduct other chapter business. Notice shall be sent by mail or email to each Council Member.

(d) The president may, as the president deems necessary, and the secretary shall, if so requested in writing by twenty-five percent of the Council, call a special meeting of the Council. In such event, five days written notice by mail or email to each Council Member shall be deemed sufficient.

(e) A majority of the Council Members shall constitute a quorum for the transaction of business at any meeting of the Council. However, if less than a majority of the Council Members are present at any meeting, a majority of the Council Members present may adjourn the meeting from time to time without further notice.

Section Eight. Action Without a Meeting. No meeting need be held by the Council to take any action, if travel to a meeting would be difficult or undesirable for the Council Members; provided all the Council Members shall individually or collectively consent in writing to such action, and such written consent or consents contain specific details of the agreed upon action, and are filed with the minutes of the proceedings of the Council.

Section Nine. Removal of a Council Member. A Council Member may be removed by a majority vote of the Council, or by a majority vote of the parent corporation Board of Directors, whenever the interests of the chapter would be best served.

Section Ten. Compliance. Whenever a Chapter is in non-compliance, they will be given two weeks to reply to Corporate inquiries by registered letter. Which will be sent to the last known address of the Chapter President and other chapter officers. At which time no reasonable response by the Chapter officers is given by the deadline, the Corporate Executive Board will step in to amend the situation.

ARTICLE FIVE. CHAPTER OFFICERS

Section One. Designation of Officers. The officers of the chapter shall be a Chapter President, a chapter vice president, a chapter secretary, and a chapter treasurer. The Council may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Council and the parent corporation. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section Two. Election and Term of Office. The officers of this chapter shall be appointed or elected by the Council at the regular annual meeting of the Chapter Board. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created, and new offices and vacancies may be filled at any meeting of the Council. The officers' terms shall be for periods not to exceed two years, and may be re-elected if so desired.

Section Three. Removal. A majority of the members of the Council or a majority of the members of the parent corporation Board of Directors may remove any officer elected or appointed by the Council whenever, in its judgment, the interests of the chapter and/or the parent corporation would be best served.

Section Four. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Council for the unexpired portion of the term.

Section Five. President. The president shall be the chief executive officer of the chapter, and shall exercise general supervision and control over all the activities of the chapter, in a manner consistent with the Articles of Incorporation, Bylaws, rules, regulations and policies of the parent corporation.

The president:

- (a) Shall preside at all meetings of officers, Council Members and members;
- (b) Except in cases where the signing and execution of contracts or other instruments has been expressly delegated by the Council, by these Standing Rules, or by law to some other officer of the chapter, may sign, with the secretary or other officer duly authorized by the chapter Council, any contracts, or other instruments the execution of which has been authorized by the parent corporation board of directors;
- (c) Shall appoint standing and special member committees; shall be an ex-officio member of all committees; shall perform all other duties generally incident to the office of a chapter president and such other duties as may be prescribed by the chapter Council or the parent corporation.

Section Six. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Any vice president shall perform such additional duties as may from time to time be assigned to him by the president, by the chapter Council or the parent corporation.

Section Seven. Treasurer. The treasurer shall:

- (a) If required by the chapter Council or the parent corporation, give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the chapter Council may deem appropriate;
- (b) Have charge and custody of, and be responsible for, all funds of the chapter;
- (c) Receive and give receipts for monies due and payable to the chapter from any source and deposit all such monies in the name of the chapter in such banks, trust companies, or other depositories as shall be selected by the chapter Council; and
- (d) Perform all duties generally incidental to the office of chapter treasurer and such other duties as may from time to time be assigned to the treasurer by the president, by the chapter Council or the parent corporation; and
- (e) Submit to the parent corporation complete semi-annual and annual financial records and reports when required, or risk the imposition of late fees by the parent corporation.

Section Eight. Secretary. The secretary shall:

- (a) Keep the minutes of meetings of the chapter Council and of the members, in one

or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these Standing Rules or as required by law;

(c) Be custodian of the chapter records;

(d) Exhibit to any chapter Council Member or any director of the parent corporation, or to a director's agent, or to any person, member or agency authorized by law to inspect them, at all reasonable times and on demand, these Standing Rules, the minutes of any meeting, and the other records of the chapter; and

(e) Report to the Executive Director of the parent corporation by the first of each month any vacancies in the chapter officers, any workshops being hosted by the chapter and any information for the parent corporation newsletter, unless another chapter officer has assumed these responsibilities.

Section Nine. Assistant Treasurers and Assistant Secretaries. Granted that one primary person holds the position assistants shall be allowed. The assistant treasurers and the assistant secretaries, in general, shall perform such duties as may be assigned to them by the chapter Council, the president, the treasurer, the secretary of the chapter, or the parent corporation. If so required by the chapter Council or the parent corporation, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the chapter Council may deem appropriate.

ARTICLE SIX. COMMITTEES

Section One. Committees. Working committees of chapter members may be established by the president. The president may remove any member from a committee, whenever in the judgment of the president the interests of the chapter would be best served by such removal.

Section Two. Terms of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless such committee shall be sooner eliminated, or unless such member shall be removed or cease to qualify as a member of the committee.

Section Three. Chairperson. The members of the committee shall appoint one member of each committee as chairperson.

Section Four. Quorum. A majority of the whole committee shall constitute a quorum.

Section Five. Rules. Each committee may adopt such rules and procedures for its meetings and the conduct of its activities as it may deem appropriate.

ARTICLE SEVEN. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts. The chapter Council may, by resolution duly adopted, authorize any officer or officers, agent or agents of the chapter, in addition to the officers so authorized by these Standing Rules, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the chapter, subject to receiving prior authorization from the parent corporation.

Section Two. Gifts and Contributions. The chapter Council may accept on behalf of the chapter any contribution, gift, bequest, or devise of any type of property or the general and special purposes of the chapter, on such terms as are consistent with the parent corporation bylaws, policies and guidelines.

Section Three. Deposits. All funds of the chapter shall be deposited from time to time to the credit of the chapter in such banks, trust companies, or other depositories as the chapter Council may select.

Section Four. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the chapter shall be approved by the Chapter President for the Treasurer of the chapter.

ARTICLE EIGHT. CHAPTER RELATIONSHIP TO PARENT CORPORATION

Section One. Governing instruments. This chapter is governed by the applicable provisions of the bylaws of the parent corporation, and is also bound by the provisions of the parent corporation articles of incorporation, rules, regulations, and policies, as the parent corporation's board of directors may from time to time adopt. The chapter rules and regulations for its local operation shall not be inconsistent with the parent corporation's articles of incorporation, bylaws, rules, regulations, and policies.

Section Two. Fiscal year. The fiscal year of this chapter must conform to the parent corporation's fiscal year.

Section Three. Financial obligations. This chapter shall generate sufficient revenues to meet its financial obligations and maintain sufficient resources to meet its commitments. This chapter shall not enter into financial obligations without prior authorization of the parent corporation.

Section Four. Termination or dissolution. In accordance with Federal law, upon the termination or dissolution of this chapter, all assets of the chapter shall inure to the benefit of the parent corporation and be turned over to the parent corporation within 30 days of termination or dissolution.

ARTICLE NINE. MISCELLANEOUS

Section One. Books and Records. The chapter shall prepare and maintain correct and complete books and records of accounts and shall also keep minutes of the meetings of its Council, committees, and members, and any Council Member or chapter member or the agent or attorney of either, any parent corporation director, or any proper person may inspect all books and records of the chapter, at any reasonable time, with notice.

Section Two. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the Standing Rules of this chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TEN. AMENDMENTS

Section One. Amendments to Chapter Standing Rules. Can only occur by vote of the entire Corporate Board of Directors. These rules are unilaterally applied to all of the chapters.