

CONNECTICUT GUILD OF PUPPETRY, INC.

ARTICLE I • Name of Organization

The Name of this organization shall be: CONNECTICUT GUILD OF PUPPETRY, INC.

ARTICLE II • Purposes

1. The CONNECTICUT GUILD OF PUPPETRY, INC., (hereinafter referred to as "the Guild") shall be a non-profit, 501 C 3, organization, formed to serve the following purposes:
 - a. to provide a forum in which puppeteers, both amateur and professional, can meet to exchange ideas and information, and develop their artistic and technical skills.
 - b. to help raise the standards of the art of puppetry.
 - c. to increase public awareness of puppetry as an art form, a craft, and educational tool.

ARTICLE III • Membership

1. Membership in the Guild shall be open to all who are working with or interested in puppetry.
2. The Board of Directors (hereinafter referred to as "the Board") shall set the annual dues for the following classifications.
 - (A) Adult (single membership)
 - (F) Family or Group (one newsletter)
 - (ST) Student - full time
 - (S) Senior (65 years and over)
 - (H) Honorary
3. Membership year shall be June 1 through May 31.

ARTICLE IV • Meetings

1. There shall be a minimum of two (2) member meetings each membership year to conduct necessary business and engage in performances, workshops and seminars for membership.
2. One of these meetings shall be the "Annual Meeting of the Guild," at a time and place designated by the Board Notice of the annual meeting shall be announced to all members in good standing at least seven (7) days prior to the date of the Meeting, and shall include:
 - a. date, time and place of meeting.

- b. list of nominees for Officers and Directors for the following year.
 - c. minutes of the previous year's Annual Meeting.
3. The agenda for the Annual Meeting shall include:
 - a. approval of the minutes from the previous year's Annual Meeting
 - b. the President's Report.
 - c. the Treasurer's Report.
 - d. the Election of Officers and Directors.
4. Meetings shall normally be at the call of the Board. Meetings may also be called either if requested by a majority of the Board or a written request signed by at least one-quarter of the membership.
5. However called, the meeting shall be announced to members by announcement of the date, time, and place at least seven (7) days prior to the meeting date.
6. A quorum for the transaction of the Guild business at any meeting shall consist of the members present at the time the meeting is held.
7. At all the Guild meetings, voting shall be by voice, except that a secret ballot may be used:
 - a. for the election of Officers and Directors.
 - b. if requested from the floor and approved by the members voting at the meeting.
8. In the event of a secret ballot, the President shall appoint three (3) Members to act as inspectors of the vote, and to collect and tally the ballots.

ARTICLE V • Board

1. General charge of the affairs of the Guild and control of its administration, within the limits of these By-Laws, shall rest with the Board.
2. The Board shall consist of all of the Officers of the Guild and at least three (3) Directors-at-large.
3. All the members and prospective members of the Board must be voting members at the time of election.
4. Directors must be elected in either of two ways:
 - a. by a plurality of those members attending the Annual Meeting. Candidates shall include those persons recommended by the Nominating Committee plus those persons nominated and seconded

from the floor during the course of the meeting. A nomination from the floor shall be valid only with the consent of the nominee.

- b. by a majority vote of the Board in order to fill vacancies that occur on the Board between Annual Meetings. Candidates for such vacancies shall include any persons recommended by the Nominating Committee plus those nominated and seconded by any members of the Guild. A nomination shall be valid only with the consent of the nominee. A Director thus chosen shall hold office for the remainder of the term.
5. All Directors shall serve a term of three (3) years, but are eligible for re-election.
 6. Meetings of the Board shall be held at the call of the President, with all Directors being given due notice of the time and place. A meeting of the Board may be called by a majority of the Directors lodging a written request with the Secretary.
 7. When a decision by the Board is required on short notice, the President shall be empowered to poll the Board by telephone and/or e-mail. The results of the poll shall be reported to the Board at the discretion of the President prior to but no later than the next Board Meeting. The results of the poll shall be included in the minutes of that Board Meeting.
 8. A quorum shall consist of a simple majority of the Board. Every Board Member shall be entitled to authorize another Board Member to act for him or her. The proxy may be revoked by that Board Member at any time prior to the casting of ballots.
 9. The results of all meetings and emergency polls of the Board shall be reported and recorded in the minutes of the next scheduled Board Meeting.
 10. Any Board Member may be removed for just cause. Just cause is defined as three (3) unexcused absences, insubordination, moral turpitude, malfeasance, failure to pay Guild dues, or if an Officer, failure to maintain P of A Membership. Removal of a Board Member requires a two-third's majority vote of the total Board Membership.
 11. The President shall appoint a Board Member to be responsible for filing any certificates or reports required by any Federal or State Statute.

ARTICLE VI • Officers

1. All Officers shall, by virtue of their office, be members of the Board of Directors. The term of office for each Officer shall be one membership year. To meet the requirements of "Puppeteers of America, Inc." Code of

Regulations, all Officers of the Guild must be members of "Puppeteers of America, Inc."

2. The Officers of the Guild shall consist of a President, Vice President, Secretary, and Treasurer.
3. The President shall be the Chief Executive Officer of the Guild, and shall have supervision of its affairs, subject to the approval of the Board. The President shall:
 - a. be Chairman of the Board.
 - b. preside at meetings of the Board and the Guild.
 - c. appoint Committee Chairs, Permanent or Ad hoc, with approval of the Board.
 - d. ensure that all books, reports, and certificates as required by law are properly kept or filed.
 - e. be one of the Officers empowered to sign the checks or drafts of the Guild.
 - f. present an Annual Report of the Guild's activities.
 - g. may be custodian of Guild regalia (banners, charter, and recognitions).
4. The Vice President shall, in the event of the absence or inability of the President to exercise the duties of that office, become Acting President of the Guild, with all of the rights, privileges, and powers of that office. The Vice President may be the custodian of Guild regalia (banners, charter, and recognitions).
5. The Secretary shall be the Secretary of the Board and the Guild, with general charge of the minutes, records, and correspondence of the Guild. The Secretary shall:
 - a. be the official custodian of the secretarial records of the Guild.
 - b. give and serve all notices to the membership of the Guild, including any official communications addressed to the Secretary.
 - c. forward minutes from Board Meetings to all Board Members as soon as possible after said meetings.
 - d. forward to the Newsletter Editor minutes of Membership Meetings as soon as possible after said meetings.
 - e. in the event of an absence from any meeting, secure an Acting Secretary for that meeting.
6. The Treasurer shall be the general fiscal agent of the Guild, having care and custody of all monies belonging to the Guild, and being solely responsible for such monies and securities. The Treasurer shall:
 - a. be the official custodian of the treasury records and the Guild seal.

- b. be one of the Officers empowered to sign the checks or drafts of the Guild.
 - c. render, at stated periods as the Board shall determine, a written account of the finances of the Guild, and that report shall be physically affixed to the Secretary's copy of the minutes of the meetings of the Board.
 - d. submit to the membership, at the Annual Meeting, a written account of the finances of the Guild, and that report shall be physically affixed to the Secretary's copy of the minutes of that meeting.
 - e. be responsible for the deposits of the membership dues, contributions, and receipts from Guild Events.
7. No Officer or Director shall be entitled to receive any salary or other compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving compensation from the Guild for duties other than as Officer or Director. Any such compensation shall have the prior consent of the Board.

ARTICLE VII • Committees

1. All Committee Chairs, Permanent or Ad hoc, shall be appointed by the President, subject to ratification by the Board. Committee Chairs shall be responsible for appointing Committee Members as needed. Board Members may serve as Committee Chairs or Members unless stipulated otherwise in these By-Laws.
2. The Permanent Committees shall consist of Archive, Audit, Budget, Communications, Hospitality, Membership, Nominating, and Scholarship.
3. The Archive Committee: The function of this Committee is to maintain a sense of history of the Guild by preserving and organizing any records or documents of the Guild. The President shall appoint a Chair. The Chair shall appoint or enlist the aid of additional people to assist with the task. Members of this Committee may be any combination of personnel from the Board and the general membership.
4. The Audit Committee: The function of the Audit Committee is to conduct a formal inspection of the ledgers and receipts of the organization once the books have been closed for the Membership Year. Upon verification by the Committee that the records are in good order, they shall be placed in an envelope that is then sealed, dated, and signed by each member of the Committee, and turned over to the Treasurer. The Chair shall report to the Board when its duties have been completed. The President shall appoint a Chair for this Committee. The Chair shall appoint or enlist two (2) additional people to assist with the task. Members of this Committee may be any combination of personnel from the Board or the general membership. The

Treasurer may not be a member of the Audit Committee.

5. The Budget Committee: The function of the Budget Committee is to prepare a budget for the upcoming year. The President shall appoint a Chair. The Chair shall appoint or enlist the aid of additional people to assist with the task. Members of this Committee may be any combination of personnel from the Board and the general membership.
6. The Communications Committee: The Communications Committee shall be responsible for preparing, editing, and distributing the membership newsletter, The Nutmeg Puppet News. The President shall appoint a Chair. The Chair shall enlist help and structure the Committee into three (3) categories: 1. Newsletter, 2. E Communications (Editor), and 3. Public Relations/Press Releases. The Committee shall be responsible for any other forms of communication that may be appropriate to promote Guild Meetings or Events. It may also arrange a program of public relations, including speaking engagements, radio, television, printed articles, and website updates.
7. The Hospitality Committee: The function of this Committee is to plan and serve refreshments at the general membership meetings or special events. In general the function of this Committee shall be carried out by the Board as a whole, or the President may appoint a Chair.
8. The Membership Committee: shall be responsible for receiving membership dues and maintaining the Membership Directory. The President shall appoint a Chair. The Chair shall enlist help and structure the Membership Committee in order to maintain and develop procedures for the fiscal year.
9. The Nominating Committee shall prepare for the Annual Meeting a slate of nominees for Officers and Directors- at-large for the following year. The Committee shall be formed and function in the following way:
 - a. the Chair shall be appointed by the President and approved by the Board.
 - b. the Chair shall appoint no less than two (2), nor more than four (4) members. No more than two (2) members may be members of the existing Board. Members appointed by the Chair shall be subject to approval by the Guild Membership.
 - c. any member of the Guild may submit names of possible candidates, including themselves, to the Nominating Committee. Any person nominated in this way must give consent to said nomination.
 - d. the Nominees must be notified by the Committee and agree to serve.
 - e. members of the Nominating Committee may be considered as Nominees.
 - f. the Chairperson must notify the Membership of the proposed slate at least seven (7) days prior to the Annual Meeting.

- g. in the event of a vacancy occurring on the Board between Annual Meetings, the President shall ask the Nominating Committee to make a recommendation for filling the vacancy.
 - h. the President, with majority vote of the Board, shall appoint the person to fill the remainder of the term created by said vacancy.
 - i. the slate of officers for the new year must be confirmed by the Nominating Committee prior to publication.
10. The Scholarship Committee: The function of this Committee is to review applications and portfolios from applicants for any Guild Scholarships. The President shall appoint a Chair. The Chair shall appoint two (2) additional people to assist with the task. Members for this Committee may be any combination of personnel from the Board and general membership. The Chair shall report the decision for the award of the Scholarship(s) to the Board.
11. Other Committees, Permanent or Ad hoc, may be established at the discretion of the President, subject to Board approval.

ARTICLE VIII • Parliamentary Procedures

The Guild shall follow Robert's Rules of Order in conducting all of its meetings.

ARTICLE IX • Amendments

1. Amendments to these By-Laws may be initiated at any time by a majority of the Board or by any ten (10) Members of the Guild. Proposed amendments, however initiated, shall be presented to the Membership at the next succeeding meeting of the Guild, subject only to the provisions of the second clause of this Article.
2. A copy of the proposed amendments shall be announced to all members at least seven (7) days prior to the date of this meeting.
3. Members may suggest changes to the By-Laws or submit changes in wording or intent of any amendments under consideration to the Board at any time. The Board shall make the determination as to the appropriateness and the wording.
4. When an amendment is presented for discussion at the meeting, it may be revised by a simple majority of the voting members. Final approval, however, shall require at least a two-third's majority of those voting.

ARTICLE X • Dissolution

1. The Guild may be dissolved upon recommendation of the Board, by a three-fourth's vote of the members attending a Special Meeting of the Guild

called for this purpose. Notice of plans for such a Special Meeting shall be announced to the Membership at least fourteen (14) days prior to said meeting.

2. In the event that the Guild is dissolved, all property and assets of the Guild, not otherwise obligated or required to meet legal debts of the Guild, shall be deeded and transferred to such non-profit organization as the Board shall designate.

As amended and/or ratified on June 28, 2020