

*Bylaws of the
AMERICAN JEWELRY DESIGN COUNCIL, INC.*

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Bylaws of the
AMERICAN JEWELRY DESIGN COUNCIL, INC.

ARTICLE 1

SECTION 1. **Adoption of Bylaws.** The following shall be the Bylaws of American Jewelry Design Council Inc., a corporation organized under the Nonprofit Corporation Act of the State of Oregon, and hereinafter called the "Council".

SECTION 2. **Office.** The office of the Council shall be located in the City, County and State of New York, or at any other location if designated by a majority vote of the Board of Directors.

SECTION 3. **Purposes.** The purposes for which the corporation is organized are to increase appreciation and awareness of original American jewelry design as art and promote jewelry as an art form.

SECTION 4. **Commitment.** The Council is committed to maintaining a high standard of integrity, ethics and aesthetics and to providing understanding and appreciation of American jewelry design.

SECTION 5. **Miscellaneous.** Unless the context otherwise requires, the masculine gender shall include the feminine, and the singular shall include the plural, and vice versa.

ARTICLE 2 Membership

SECTION 1. **Classes of Membership.** There shall be one class of membership.

SECTION 2. **Members.** A natural person of recognized design ability, standing and integrity, who is actively engaged in creative jewelry design in the United States may become a Member upon election. Each member should exhibit design ability (and) creative jewelry design in which a common thread of design is visible in their evolution of jewelry design. This common thread should be clear in the collection that they present, market, and exhibit. Subject to the termination procedures set forth in Article 2, Section 6, the decision to terminate a Membership will be made at the discretion of the Board of Directors and their decision will be final. Members shall be entitled to hold office and to vote in the conduct of the business of the Council. After seven years in good standing, membership may continue without having to be actively engaged in jewelry design.

SECTION 3. **Election to Membership.** An Admissions Committee, as described in Article 5 of these Bylaws, shall be formed.

The duty of the Committee shall be to review and present nominations for membership, compile relevant background information, conduct interviews when necessary, and investigate candidates' qualifications for membership, reviewing in particular that the

applicants' designs should include evidence of creative evolution, innovation, and sense and spirit independent of current trends.

Nominations for membership must be made to the Chairman of the Admissions Committee by any member of AJDC. The nomination shall contain an endorsement by the sponsoring member and an additional endorsement from another member of AJDC. In order to endorse a prospective member, the sponsoring member must have been a member in good standing of AJDC for at least one year, and must have attended at least two general meetings.

When the Committee has completed its findings, it will make a report of all pertinent information to the Secretary of the Council. The Secretary of the Council will then send by mail and email to every member of AJDC a resume listing all those being proposed for membership, including as much information as possible about the designer's background, status and design ability. This information shall be mailed and emailed not later than twenty days prior to the Annual General Meeting or an online meeting devoted to reviewing and voting for new members. When the Annual Meeting takes place, there will be a secret vote by ballot of the entire membership for the selection of each nominee. An affirmative vote of two-thirds (2/3) of those Members present in person or by proxy shall constitute approval of the admission of a nominee to the membership. All information regarding nominees shall be confidential and may not be disclosed by the Members of the Council to anyone not a Member of the Council.

SECTION 4. **Initiation Fee.** A non-refundable initiation fee of \$1500 (One-Thousand-Five-Hundred Dollars) shall be payable by each person approved for membership. Payment will be due within 30 days from the date when the applicant has been notified of their approved membership and until such initiation fee has been paid by a prospective member such person shall not be entitled to the rights and privileges of a Member. The initiation fee may be changed from time to time by a majority vote and resolution of the Board of Directors.

SECTION 5. **Dues.** The dues of Members of the Council shall be Seven Hundred Fifty dollars (\$750) per annum, payable for the first year upon election to membership (except a person elected to membership after July 1st of any year, shall pay the sum of Three Hundred Seventy Five Dollars (\$375) upon election to membership) and thereafter in advance on January 1st of each year, in the sum of Seven Hundred Fifty Dollars (\$750). The amount of dues may be changed from time to time by a majority vote and resolution of the Board of Directors. From time to time, the Board of Directors may impose an extra-curricular dues amount only if necessary and must get majority Board approval.

SECTION 6. **Suspension and Termination of Membership** Invoices for annual membership dues shall be sent to each Member during the beginning of January each year and will be due 30 days from the invoice date. Members who have not paid their dues after 90 days from the date of invoice may have their membership suspended by the Board of Directors, provided that notice of such suspension is given to any such Member no less than 15 days prior to such suspension, and each such Member shall have been given an opportunity to be heard regarding a proposal for a payment plan not less than five days before the effective date of the suspension. Unless a payment plan is thereafter approved

by the Board that clears such Member's balance before the end of the calendar year, such Member shall be suspended. Members that have had their membership suspended may, at the Board's discretion, be put on a leave of absence status and reinstated without reapplying for membership or paying initiation fees.

Membership may be terminated for violation of the Bylaws or for conduct or actions detrimental to the welfare and interest of the American jewelry design profession, the Council or its Members. Charges against any Member with respect to any cause for dismissal shall be made by three Members in good standing, addressed to the Board of Directors. At least 30 (thirty) days written notice, specifying such charges in reasonable detail and setting forth the date on which the Board of Directors proposes to take disciplinary action shall be mailed to the Member concerned at their address appearing upon the records of the Council, and such Member shall be afforded an opportunity if they shall demand the same in a written notice mailed to the President of the Council at least 5 (five) days prior to the date proposed for the taking of the disciplinary action, to appear in person before the Board of Directors to reply to the charges against them. All proceedings under this Section except any disciplinary action taken by the Board of Directors shall be confidential. The Board of Directors shall be responsible for taking action on all matters in this Section 6 and its actions if approved by a majority vote of the Board shall be final.

SECTION 7. **Termination of Rights.** All rights of a Member to vote, and all their right, title or interest in or to the Council or its property, shall cease upon the termination of membership.

SECTION 8. **Member Emeritus.** The Board of Directors may from time to time consider honoring a member who has made outstanding contributions to the council by giving the member the status of Member Emeritus, which will result in free membership for the member. Should the Member Emeritus cease to be actively involved in jewelry design for two consecutive years, they will retain their member status but will not have the right to vote or hold office. Proposal for Member Emeritus can be made by any AJDC member to the Board of Directors. The Board will review the proposal, and if approved, the matter will be proposed to the entire AJDC membership by sending the information to the Members twenty days prior to the Annual General Meeting. When the annual meeting takes place, there will be a secret vote by ballot for approval of the proposal. An affirmative vote of two thirds of the Members present or by proxy shall constitute acceptance of the proposal and the Member Emeritus status will be effective immediately. The name of the Member Emeritus shall be listed as such on the AJDC letterhead along with the Board of Directors.

SECTION 9. **Mentorship.** The sponsor of a new Member will become their mentor. The mentor will act as a liaison, guiding the new Member to full participation.

ARTICLE 3: Meetings of Members

SECTION 1. **Annual Meetings.** The annual meetings of the Members of the Council shall be held at a location and time decided by the Board of Directors and shall be designated in a notice of said meeting for the purpose of electing Directors and for the transaction of such other business as may be properly brought before the meeting. At each

annual meeting the Directors shall cause to be presented to the meeting a report verified by the president and the Treasurer, or by a majority of the Directors in accordance with the requirements of Section 65.201(4) (a) of the Nonprofit Corporation Act.

SECTION 2. **Special Meetings**. Special meetings of the Members may be called by the President with the consent of at least 2 (two) other Members of the Board or by a written petition signed by at least 3 (three) Directors, or by a written petition of at least 6 (six) Members.

SECTION 3. **Notice**. Notice of the purpose or purposes of the time and place of every meeting of Members shall be in writing, and a copy thereof shall be served either personally or by mail or email no less than 10 nor more than 50 days before the meeting, upon each member. The invitation shall include a proxy form for all members, to be used by those members unable to attend the meeting in person.

SECTION 4. **Quorum**. Two-thirds of the Members entitled to vote at a meeting, present in person or by proxy, shall, except as otherwise provided by law or these Bylaws or the Certificate of Incorporation, constitute a quorum at all meetings of the Members; if there be no such quorum, a majority of such Members so present or so represented may adjourn from time to time, without further notice.

SECTION 5. **Presiding Officer**. Meetings of the Members shall be presided over by the President, or if they are not present, by the Vice President, or if neither the President nor the Vice President is present, by a Chairman to be chosen from the Board of Directors. The Secretary shall act as secretary of every meeting and if they are absent, the meeting shall choose any person present to act as secretary of the meeting.

SECTION 6. **Proxies**. Every Member entitled to vote at any meeting may so vote by proxy and, whether voting in person or by proxy, shall be entitled to one vote. Every proxy must be executed in writing by the Member entitled to vote, or by their duly authorized attorney. No proxy shall be valid after the expiration of eleven months from the date of its execution unless the Member entitled to vote executing it shall have specified its duration therein. Every proxy shall be revocable at the pleasure of the person executing it or of their personal representative or assignee.

SECTION 7. **Plurality to Elect**. At all elections of Directors, the voting may but need not be by ballot, and a plurality of the votes cast thereat shall elect.

ARTICLE 4: Directors

SECTION 1. **Election, Quorum, Vacancies**. The property and business of the Council shall be managed by its Board of Directors which shall consist of 9 Directors elected by the Membership. Except as hereinafter provided, Directors shall be elected at the annual meeting of the Members of the Council.

A majority of the voting Members then in good standing shall constitute a quorum for the election of Directors. A majority of the Members of the Board of Directors then acting, at a meeting duly assembled, shall constitute a quorum for the transaction of business, but if

at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained. The nine elected Members of the Board shall be divided into three classes designated by the years in which their terms of office expire. They shall be elected for three year terms, except as hereinafter provided. At the 1994 Semi Annual Spring Meeting there shall be elected three Directors for a term of one year, three Directors for a term of two years, and three Directors for a term of three years. At each Annual Meeting thereafter, there shall be elected three Directors for a term of three years. Directors so elected shall hold office, commencing at the beginning of the Annual Meeting of the Membership, until their successors have been elected as otherwise provided in these Bylaws. No Director may be re-elected after serving two terms, until a year has elapsed following their last term.

In case one or more vacancies shall occur in the Board of Directors by reason of death or resignation, the remaining Directors may by a majority vote, elect a successor or successors for the unexpired term or terms.

SECTION 2. Nomination to the Board of Directors. (See Article 5, Section 5)

SECTION 3. Meetings. Meetings of the Board of Directors shall be held twice a year on the same day but subsequent to each Membership Semi Annual Meeting, at such place as designated by the Board of Directors. Special meetings of the Board of Directors shall be called by the President with the consent of at least 2 (two) other Members of the Board or by the President receiving a written petition signed by at least 3 (three) Directors. Notice of the purpose or purposes and of the time and place of special meetings of the Board of Directors shall be made in writing and served either personally or by email, no less than ten days before the meeting, upon each Director.

SECTION 4. Removal. At any Special Meeting of the Members duly called as provided in these Bylaws, any Director or Directors may by the affirmative vote of a majority of all of the Members entitled to vote for the election of Directors be removed from office, either with or without cause, and their successor or successors shall be elected by the remaining Board of Directors within 30 (thirty) days, or if demanded by the majority of the Membership at large, then the successor or successors shall be elected at such meeting by the Membership.

SECTION 5. Honorary Directors. All past Presidents shall, upon completion of their respective terms of office, become Honorary Members of the Board of Directors. Honorary Directors shall have the privilege of attending and participating in the meetings of the Board of Directors but without the right to vote, and will be eligible to be named Chairman of any committee.

ARTICLE 5: Committees. There will be the following 5 (five) standing Committees:

- (a) An **Executive Committee**, which shall consist of the President and two Members of the Board of Directors, which shall be chosen by the President which shall, subject to the limitations of Section 65.354(5) of the Nonprofit

Corporation Act, have the power to act for the Board of Directors in the interim between meetings of the Board.

- (b) An **Admissions Committee** as specified in Article 2, Section 3. The Committee shall consist of 5 (five) members: the AJDC President, a Chairman selected by the President, and three additional members, two of whom must come from the membership at large. The Chairman of the Committee will be named by the President and the rest of the Committee will be selected by the Chairman.
- (c) A **Finance Committee** which shall consist of the President, a Chairman who must come from the Board of Directors and be chosen by the President, the Treasurer, and two other Members who may not be Directors and who shall be chosen by the Chairman. The Finance Committee's duty will be to plan, review, and organize budgets, expenditures, and long range plans. Expenditures in the amount of \$3000 or less may be acted upon by the Finance Committee on its own. All expenditures exceeding \$3000 must be submitted to the Board of Directors for approval. All expenditures of Ten Thousand Dollars (\$10,000) or more must be approved by a majority of the Members present at a meeting in which a quorum of the membership is present, or by Unanimous Written Consent. An annual budget must be approved by the Board of Directors by the 1st of January of each year. The Board may not spend money in excess of what has been allocated in the current budget unless a revised budget has been approved by a majority of the Board present at a meeting in which a quorum of the Board is present, or by Unanimous Written Consent.
- (d) **Public Relations Committee.** This committee shall consist of the President, a Chairman who must come from the Board of Directors to be chosen by the President and three additional Members who will be chosen by the Chairman and must come from the membership at large. The Public Relations Committee will be responsible for planning immediate as well as long range public relations efforts for the benefit of the American Jewelry Design Council and to engage public relations professionals, as it may deem necessary.
- (e) **Board of Directors Nominating Committee.** A Nominating Committee shall be appointed, consisting of a Chairman selected by the President and four other Members of the Council who shall be selected by the Chairman. No Director may act as Chairman of the Committee and not more than two Directors may be Members of the Committee.

Prior to each annual meeting in which Directors will be elected, it is the responsibility of the committee to select a minimum of three nominees from the membership to replace the three members of the Board of Directors who will be retiring from the board after serving two terms.

The Committee will choose nominees who are qualified to serve on the Board of Directors in active leadership roles, and maintain a record of the rotation of Board members through their terms on the Board of Directors.

Other or independent nominations may be made by written petition, signed by at least ten percent of the Members in good standing and filed with the Secretary at least ten days prior to the Annual Meeting of the Members, or the Special Meeting in lieu of the Annual Meeting.

The Committee will present the nominees for election to the Board of Directors at the Annual Meeting of the Members.

Special committees may be constituted from time to time by the President or by action of the President at the request of at least three Members of the Board of Directors, or three of the Members, provided that each committee shall consist of two or more Directors. A majority of any committee may determine its action and fix the time and place of its meeting.

Subject to the Bylaws, the authority appointing a committee shall have the power to discharge any such committee.

ARTICLE 6: Officers

SECTION 1. **Election.** The Board of Directors shall select from within the Board, a President, Vice President, Secretary, and Treasurer, at the Annual Meeting or a Special Meeting of the Directors. Not more than one of the aforementioned positions shall be held by any member of the Board of Directors at the same time.

SECTION 2. **Term.** The term of office of all officers shall be one year, which will commence following the election of the new Officers by the new Board of Directors. Any officer position shall not be held by the same person for more than four consecutive one year terms. After one year away from any officer position, that person will again be eligible to be elected for any office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

SECTION 3. **Powers and Duties.** The President shall be the Chief Executive Officer of the Council. They shall preside at all meetings of the Members and of the Board. They shall have the general management of the affairs of the Council and shall see that all orders and resolutions of the Board are carried into effect. During the absence or disability of the President, the Vice President shall have all the powers and functions of the President.

The Vice President shall perform such other duties as the Board shall prescribe.

The Treasurer shall have the care and custody of all the funds and securities of the Council, and shall deposit said funds in the name of the Council in such bank or trust company as the Directors may elect. All checks, drafts, notes, and orders for the payment

of money, which shall be duly authorized by the Board of Directors, shall be signed by two Board members, one of whom is an officer of the Board. They shall at all reasonable times, exhibit their books and accounts to any Director or Member of the Council upon application at the office of the Council made by a committee appointed by the President and shall present such audit in writing at the Annual meeting of the Members, at which time they shall also present an Annual Report setting forth in full the financial conditions of the Council. The Treasurer has the discretion to engage the services of a professional bookkeeper with the approval of the board, and has the responsibility to verify the accuracy of the financial records.

The Secretary shall keep the Minutes of all Council meetings and shall be responsible for the accuracy of the notes. They shall have the custody of the seal of the Council and shall affix and address the same to documents when duly authorized by the Board of Directors. They shall attend to the giving and serving of all notices of the Council and shall have charge of such books and papers as the Board of Directors may direct. They shall attend to such correspondence as may be assigned to them, and perform all the duties incidental to their office. They shall keep a membership roll containing the names alphabetically arranged of all Members of the Council, showing their address of business and the date they became Members.

ARTICLE 7: Indicia of Membership

The Board of Directors may prescribe the form and contents of any Certificates of Membership which the Council may decide to issue. Subject to rules and regulations which may be prescribed by the Board of Directors, Members shall have the right to make dignified reference on their letterheads, and through similar use, to the fact that they are Members of the Council and in doing so, may refer to the Council as "AJDC" but in no event shall the name or initials of the Council be used by or in connection with the name of any corporation or firm, nor can it be used in any retail venue.

ARTICLE 8: Fiscal Year

The fiscal year of the Council shall begin on the first day in January in each year and shall end on the thirty first day of December next following, unless otherwise determined by the Board of Directors.

ARTICLE 9: Corporate Seal

The corporate seal shall have inscribed thereon the name of the Council and the state and year of its incorporation.

ARTICLE 10: Mail or Email Voting

Whenever it is deemed by the President that a vote by the active Members is required on any subject pertaining to the affairs of the Council, and that is impractical to call a meeting for such purpose, they may ask for and receive a mail vote or a vote by email. Whenever a mail or email vote is taken, two-thirds of the entire active membership must

vote in favor of the matter as submitted in order to carry approval. Mail vote or email vote ballots shall be sent to the Members by mail or email.

ARTICLE 11: Amendments

These Bylaws may be revised or amended at any regular meeting of the active Members or at a special meeting called for that purpose provided that notice of the substance of such revision or amendment has been sent to each active member not less than 10 (ten) days nor more than 30 (thirty) days before such meeting, and if such revision or amendment is passed by at least two-thirds of the active Members present and voting.

These Bylaws are hereby adopted as of this 3rd day of February 2023

Print name Jenneifer Rabe-Morin

Secretary _____