

Michigan Pyrotechnics Arts Guild, Inc.

Revised By-laws
August 28, 2001

ARTICLE I - PURPOSE

The purpose of the Michigan Pyrotechnics Arts Guild, Inc. shall be to promote and encourage safe, legal, and artful pyrotechnic operation in Michigan through training, demonstration, and exchange of information.

Section 1 - Safety

The guild will follow the safety guidelines established by the Michigan Pyrotechnics Arts Guild, Inc., and any applicable federal, state, and local laws.

Section 2 - Professional Development

The Guild will promote the professional development of its members by training in all aspects of safe pyrotechnic design, construction and use; and to work toward a goal of interested members becoming certified as fireworks display operators by the Michigan Pyrotechnic Arts Guild's standards.

Section 3 - Information

The Guild will serve as a clearinghouse for members in information exchange and technical assistance related to pyrotechnics.

Section 4 - Representation

The Guild will represent the interests of members involved in the pyrotechnic art in Michigan.

ARTICLE II - OFFICES

The initial principal office of the Corporation in the State of Michigan shall be located in Dearborn, Michigan. The Corporation may have such other offices, either within or outside the state of Michigan as the officers of the Corporation may designate or as the business of the Corporation may from time to time require.

ARTICLE III - OFFICERS OF THE CORPORATION

Section 1 - General Powers

The business and affairs of the corporation shall be managed by its officers. The officers shall in all cases act as an Executive Committee and they may adopt such rules and regulations for the conduct of their meeting and the management of the corporation as they may deem proper, consistent with these By-laws and Federal, State, and Local laws and subject to the approval of the membership.

Section 2 - Number, Tenure, Qualifications

The number of officers of the Corporation shall at all times be at least Five (5), with the maximum number as deemed necessary by the membership. Officers terms shall be, but are not limited to one calendar year, starting from Jan 1 and ending December 31.

Section 3 - Nominations

All nominations must be made in person or in writing at the annual meeting. After nominations have closed the president shall appoint a judge and two tellers, none of whom shall be candidates, to have charge of the proper conduct of the election.

Section 4 - Elections

During the annual meeting the membership shall elect from among its members, a President, a Vice-President, Safety Officer, Secretary, and Treasurer to serve as officers of the Corporation.

The election shall be conducted by a secret ballot at the annual meeting. Every paid Full or Charter member in good standing will receive an official ballot, which he or she alone shall mark and place in the ballot box at the annual meeting.

The Judge of elections, in conjunction with at least one teller, shall open and count the ballots and prepare tally sheets. It shall be the duty of the Secretary to preserve the ballots and all other records pertaining to the election for a period of two years. The eligibility of member to vote must be verified.

The total of each candidate's vote shall be recorded on a recapitulation sheet, which must be signed by the judge and tellers, and delivered to the president at the meeting. The president shall then read the results to the membership at the meeting. Those candidates receiving the highest number of votes for each office shall be declared elected, and will take office on Jan 1 of the following year. Any candidate shall have the right to have an observer present at the counting of ballots

If there is only one candidate for any office, the secretary shall cast a unanimous ballot for that candidate and shall dispense with the requirement of a secret ballot vote for that office. In the event of a tie vote for any office, a special run-off election shall be conducted.

Section 5 - Manner of Acting

The act of the majority of the officers present at an Executive Committee meeting at which a quorum is present shall be the act of the officers.

Section 6 - Presumption of Assent

An officer of the corporation who is present at a meeting of the Executive Committee at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless the officer files their written dissent to such action with the person acting as the Secretary of the meeting before adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right of dissent shall not apply to an officer who voted in favor of such action.

Section 7 - Newly Created Offices and Vacancies

Vacancies occurring in the Executive Committee for any reason may be filled by majority vote of the remaining officers of the Executive Committee, on a temporary basis, until the next business meeting of the Guild. During the next business meeting the vacancy shall be filled by majority vote of the membership for the unexpired portion of the term.

Section 8 - Resignation

An officer may resign at any time by giving written notice to the Executive Committee, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Committee or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 9 - Removal

Any officer or agent elected by the membership may be removed only by the membership, by 2/3 majority vote whenever, in their judgment, the best interests of the Corporation would be served thereby.

Section 10 - Salaries

The membership shall fix the salaries and other remunerations of its officers.

ARTICLE IV - OFFICERS

Section 1 - President

The President shall be the principal executive officer of the Corporation and, subject to the control of the membership shall, in general, supervise and manage all of the business and affairs of the Corporation. The President shall, when present, preside at all of the meetings of the membership and of the Executive Committee. The President may sign, with the Treasurer or any other proper officer of the Corporation thereunto authorized by the membership, certificates for shares of the Corporation, any deed, mortgages, bonds, contracts, or other instruments which the Executive Committee have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by the by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time.

Section 2 - Vice-President

The Vice-President shall perform all duties of the President in the Presidents absence and shall perform such other duties as assigned by the President or Executive Committee.

Section 3 - Safety Officer

The Safety Officer shall oversee and insure safe shooting and be responsible for the safety of club members, spectators, and the general public. The safety officer shall also be responsible to make sure that reasonable precautions have been taken to prevent damage to property during Michigan Pyrotechnics Arts Guild events. The Safety Officer will establish and maintain written safety rules, to be approved by the Executive Committee, and to be in compliance with federal, state and local laws, and Pyrotechnic Guild International (PGI) guidelines. The Safety Officer shall also perform all other duties assigned by the President or Executive Committee.

Section 4 - Secretary

The Secretary shall keep the minutes of meetings; see that all notices are duly given in accordance with the provisions of these by-laws, or as required; be custodian of the corporate records of the Corporation; and, in general, perform all duties incidental to the office of Secretary and such other duties as assigned by the President or by the Executive Committee.

Section 5 - Treasurer

The Treasurer shall have charge and custody of, and be responsible for all funds of the Corporation; receive and give receipts for moneys due and payable of the Corporation, from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these by-laws; and in general, perform all duties incidental to the office of Treasurer and such other duties as assigned by the President or by the Executive Committee.

Section 6 – Newsletter Editor

The newsletter editor, shall distribute to the membership, and qualified interested parties, a newsletter that contains pyrotechnic related information. The editor will see that the newsletter is edited, printed, stamped, and mailed to members who have paid to receive the newsletter. The costs for printing and mailing of the newsletter will be paid out of the general fund.

The newsletters shall be published at least quarterly, except when approval from the officers is given to do otherwise. The editor will have at least one officer review the newsletter prior to printing and mailing.

Section 7 - Magazine Co-Chairmen

Two Magazine Co-Chairmen shall be appointed by the Executive Committee. Their duties include, but are not limited to, maintaining accountability and organization of the magazine, the magazine site, and being a liaison between the Guild and the property owner.

Section 8 - Membership Chairman

The membership chairman shall be appointed by the Executive Committee. The Membership Chairman shall be responsible for maintaining the membership roster; and promoting new membership.

ARTICLE V - GENERAL BUSINESS MEETINGS

Meetings of the general membership shall be held quarterly, with such exceptions as may be decided from time to time. The time and place of such meetings will be duly notified to the membership by the newsletter, special mailings, or E-mail. Such general business meetings may conduct any business of the Corporation, by majority vote, except as provided in these by-laws. The annual meeting will be considered one of the required general membership meetings.

Section 1 - Quarterly and Special Meetings

The executive committee shall hold regular meetings at a minimum, quarterly, at a time and place to be designated by resolution of the Committee.

Special meeting of the Executive Committee may be called by, or at the request of the President, or any two officers, or by the President at the request of 10% of the Members in good standing.

The person, or persons, calling the special meeting of the Executive Committee may fix the place for holding any special meeting within 150 miles of Lansing.

Section 2 – Notice of Meetings

Written, printed, or E-mail notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called shall be delivered not less than ten (10) days nor more than Ninety (90) days before the date of the meeting, either personally, by mail, or by E-mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each member. If mailed, such notice shall be deemed delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If by E-mail, the notice will be deemed delivered upon receipt of notice of E-mail delivery. The attendance of an officer at a meeting shall constitute a waiver of notice of such meeting, except where an officer attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened.

Section 3 - Quorum

A quorum, at a meeting of the general membership, shall consist of at least 15% of the members in good standing.

At any meeting of the Executive Committee, a majority of elected officers shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the officers present may adjourn the meeting from time to time without further notice.

Section 4 - Order of Business

The order of business at all meetings shall be as follows:

1. Reading of Minutes of Proceeding Meeting
2. Report of Committees
3. Reports of Officers
4. Unfinished Business
5. New Business

Section 5 - Minutes

The Secretary, or in the Secretary's absence, a member chosen by the President shall keep minutes of all business meetings.

Section 6 - Order of Meetings

All meetings shall be conducted by Robert's Rules of Order, except as provided in these by-laws. The president or his appointee shall preside at the meetings.

The voting body, at a meeting, may vote by majority to modify the rules of order as they see fit.

Section 7 - Annual Meeting

The annual meeting shall be held during the fourth quarter of the calendar year. Elections shall take place during this meeting.

ARTICLE VI - COMMITTEES

Section 1 - Site Committee

The site committee shall locate a site to safely shoot fireworks, and shall obtain a legal permit for Guild members to shoot, including whatever advocacy is necessary. The chairman will be appointed by the Executive Committee. The chairman position will rotate as needed.

Section 2 - Legal Affairs

The Legal Affairs committee shall advise the membership of legislative affairs that affect the membership and the pyrotechnic arts. The chairman will be appointed by the Executive Committee.

ARTICLE VII - MEMBERSHIP

Section 1 - Approval

Limited, Junior and Literary membership of the Guild shall be open to any person of good moral character. Other types of memberships are open to Pyrotechnic Guild International members in good standing. Membership is by application, reviewed by the membership chairmen, and accepted unless other action is taken by the Executive committee.

Criteria for membership will be established by the Executive Committee and approved by the membership.

Memberships are not transferable.

Section 2 - Dues

Membership dues will be proposed by the executive committee and will be voted on by the general membership.

Section 3 - Membership Types

1. Charter membership-a member that begins membership during the first 6 months of the corporation, which will have the same benefits as a full member.
2. Full membership-a member that will enjoy all of the benefits of membership in the corporation.
3. Limited membership-a new member that wishes to attend a few guild activities to determine if they wish to become a full member.
4. Literary membership-a member that only wished to receive guild publications.
5. Family membership-a membership for a family living in the same household having the same benefits as full members with reduced membership rates for the additional members.
6. Junior membership-a membership for a person that has not yet reached their 18th birthday. A junior member must be mentored by an adult member, who will be responsible for the safety of the junior member.

Section 4 - Membership Safety

Members agree to abide by the safety rules adopted by the Guild and applicable federal, state, and local laws.

Section 5 - Membership Benefits

Membership benefits will include receiving newsletters and other information of interest, attending regularly scheduled meetings, training, and such other benefits, as established by the Executive Committee. All members in good standing except limited members, literary members, and junior members will be able to vote at general business meetings. Limited members and literary members will not be able to shoot at club shoots.

Section 6 - Membership Termination

Membership will be terminated when a member displays conduct not in the best interests of the Guild. Termination will be accomplished by a majority vote of the general membership. A member may be suspended by a 2/3 vote of the Executive Committee, until the next general meeting, at which time the membership shall, by 2/3 vote, reinstate the membership or, by majority vote, postpone action for a maximum of one general meeting. A membership which has been suspended will remain suspended until a final decision is reached.

ARTICLE VIII - CONTRACTS, INSURANCE, LOANS CHECKS AND DEPOSITS

Section 1 - Contracts

The executive committee may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver an instrument, in the name of, and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2 - Insurance

The Executive committee has the expressed permission of the membership to purchase annual general liability and directors and officers insurance requiring no other approval other than this bylaw.

Section 3 - Loans

No loans shall be contracted on behalf of the Corporation, and no evidences-of indebtedness shall be issued in the name, unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances.

Section 4 - Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as determined by resolution of the executive committee. The Treasurer must be notified of ALL transactions as soon as possible.

Section 5 - Spending Limits

The Executive Committee may authorize the Treasurer to spend any amount up to and including two hundred dollars (\$200.00) between business meetings without prior authorization from the executive committee or the membership. The purpose of this is to allow the Treasurer to pay small bills in a timely fashion without waiting for the vote of the executive committee. The Treasurer shall notify the executive committee of any expenditure not specifically authorized by the executive committee.

The Executive committee shall not spend or authorize the spending of any amount exceeding one thousand dollars (\$1000.00) without approval of the general membership. A majority of the membership, in attendance at a business meeting, but not less than 20% of the total membership, must approve any expenditure over one thousand dollars (\$1000.00).

Section 6 - Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Committee may select or defer to the Treasurer.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE X - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any incorporator, or officers of the Corporation under the provisions of these by-laws, or under provisions of the Articles of Incorporation, 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 XI - AMENDMENTS

The by-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds (2/3) majority vote of the membership present at a general membership meeting. If a member is not able to attend the meeting but wishes to vote, they may do so by sending a letter by registered mail, addressed to the Secretary at least 7 days before the general membership meeting stating if they are for or against the proposed changes, and their vote will be included as if they were at the meeting. Prior to voting on any changes to the by-laws, the proposed changes shall be published at least 30 days before the vote in the newsletter, and discussed in one business meeting prior to the meeting in which the vote takes place.

However in no event may any amendments be made which would affect the Corporation's qualification as a tax-exempt organization pursuant to Section 501(c)(7) of the internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII - NON-DISCRIMINATION

The corporation shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap or ethnic origin.