**COTTAGE INDUSTRY MINIATURIST'S**

 **TRADE ASSOCIATION, Inc.**

**By-Laws - Revised April, 2009**

**Article I**

**Section 1.** The name of the Corporation shall be: **Cottage Industry Miniaturist's Trade Association, Inc.**

**Section 2.** The principal office in the State of South Dakota shall be located in the City of Pierre, County of Hughes and State of South Dakota at 117 E. Capital. The Corporation may have such other officers, either within or without the State of South Dakota, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**Article II**

**Purpose**

**Section 1.** The purposes of the Corporation are: **(i)** to consider and present programs which deal with the unique problems that face the Miniatures Industry; **(ii)** to foster cooperation and exchange of ideas and opinions on issues confronted by the handcrafter of miniatures and upon questions affecting the commercial and industrial interests of the Miniatures Industry and the United State of America, and **(iii)** to promote business interests within the Miniatures Industry.

**Article III**

**Powers**

**Section 1.** The Corporation shall have such powers as are or may be hereafter granted by the Non-profit Corporation Act by the State of South Dakota.

**Section 2.** The Corporation shall not engage in any business of a kind ordinarily carried on for profit. Nothing in these By-Laws shall authorize the Corporation to enter into any transaction, carry on any activity or engage in any business for pecuniary profit. Any funds received by the Corporation shall be used exclusively for non-profit purposes and objective of the Corporation as set forth in Article II, and under no circumstances shall any part thereof inure to benefit of any private individual.

**Article IV**

**Membership**

**Section 1.** There shall be one form of membership in the Corporation: Handcrafters, Industry, and Re-sellers.

**Section 2.** Regular Membership in the Corporation shall be open to those who handcraft, manufacture, or sell miniatures within the Miniatures Industry for a period of at least six (6) months. Membership shall be listed by both individual and business name. All Members shall be required to submit three (3) business references acceptable to the Board of Directors prior to acceptance as a member of the Corporation.

**Section 3.** The amount of annual membership dues for members shall be approved by a vote of the membership present at the Annual Meeting of the Corporation. There shall be no pro-ration of dues under any circumstances.

**Section 4** Dues for each calendar year shall be due on the 1st day of July of each year. Dues shall be considered delinquent if not received by the 1st day of August of each year. Membership privileges will be suspended from the date of delinquency until all dues are paid in full.

**Article V**

**Board of Directors**

**Section 1.** DUTIES. The Board of Directors is the governing body of the Corporation, and shall be

responsible for the administration of all affairs of the Corporation, except those acts requiring a vote of the members. The Board of Directors shall be accountable to the membership and shall make an annual report to the members.

**Section 2.** COMPOSITION. The Board of Directors shall consist of seven directors who will distribute the responsibilities of President, Vice-President, Treasurer, Secretary, and three Directors at large. The immediate past President may serve in an advisory capacity for one (1) year but shall have no vote.

**Section 3.** TERM OF OFFICE. The term of each director shall be for\ three (3) years, or until his/her successor is elected or appointed. No director shall serve more than three (3) successive terms in the same office. Newly elected directors shall assume office 30 days after the close of the annual corporation meeting. The **newly** Board of Directors will decide among themselves, which position each person will fill for the next three years: after the close of the annual corporation

meeting. The **newly** Board of Directors will decide among themselves, which position each person will fill for the next three years: President, V. President, Secretary, Treasurer and 3 Directors. To be eligible for any of these offices, a candidate must have been a regular member or partner in CIMTA for at least two years. To be eligible for the office of President, a candidate must have been a member of the Board of Directors for at least two (2) years. No two people from the same business may serve on the board, at the same time. No two people, related by blood or marriage, may serve on the board at, the same time. Newly elected members will assume office 30 days after the close of the annual show. Board members are required to attend a meeting prior to the opening of the winter show

**Section 4.** ELIGIBILITY. To be eligible for an office a candidate must have been a member or partner in a

membership for at least two (2) years. To be eligible for the office of President a candidate must have been a member of the Board of Directors for at least one term of two (2) years. No one who is related to a board member, or is a partner in the same membership as a Board member, may serve on the Board of Directors at any time.

**Section 5.** NOMINATIONS. Nominations for office shall be solicited by a nominating committee, consisting of one (1) member from the existing Board of Directors, two (2) from the general membership and one from the previous year's nominating committee. The member from the previous year's nominating committee shall be the chairman. The committee shall prepare a slate of at least one (1) candidate for each opening on the Board of Directors. All nominees must agree to serve if elected. The names of each candidate and a brief resume prepared by each candidate shall be printed in the fall newsletter along with the ballot. The nominating committee shall be appointed by the President, and approved by the Board of Directors.

**Section 6.** ELECTIONS. Elections shall be by ballot and majority vote. Ballots shall be printed in each fall issue of the newsletter, with instructions for voting. Ballots shall be returned to the nominating committee chairman at CIMTA Headquarters in an envelope bearing the name and address of the voting member, or ballots shall be returned to the chairman at CIMTA Headquarters by December 31st. Envelopes shall remain unopened until delivered to the tellers the evening before the annual business meeting. The tellers shall validate each ballot from the most recent membership list and count the ballots. Any envelope containing more than one (1) ballot shall be disqualified.Three (3) tellers shall be appointed by the President.

**Section 7.** VACANCIES. Any vacancy on the Board of Directors with the exception of the office of the President shall be filled by appointment by the President, for the remainder of the term. A vacancy in the office of the President shall be filled by the Vice-President, who shall serve as President for the remainder of the term.

**Section 8.** MEETINGS. The Board of Directors shall meet for regular meetings once a year. A special meeting may be called for by the President, or a majority of the Board of Directors. Notice of such a meeting must be given to every Board Member at least five (5) days prior to the meeting. Secretary shall issue the call of the meeting, and only the business for which the meeting was called shall be acted on. A quorum for any action taken by the Board of Directors is two-thirds of the entire Board of Directors. Two unexcused absences from any regular meetings shall be considered a resignation from the Board of Directors.

**Section 8a**. ACTION WITHOUT A MEETING. Should it become necessary to take action on a matter between Board Members, the following criteria applies. The President or Secretary under the direction of the President shall send a ballot to each Board Member. The ballot must state the proposed action, include a space for a yes or no vote, and specify a deadline for return. Ballots must be returned by at least two-thirds (2/3) of the entire Board of Directors to constitute a quorum. The action is then passed or defeated by the majority vote. The ballots then become a part of the next Board meeting.

**Section 9.** COMPENSATION. No member of the Board of Directors shall receive compensation for any services rendered to the Corporation, excepting reasonable expenses incurred for meetings, and reasonable expenses incurred in the administration of his/her duties as a member of the Board of Directors.

**Section 10**. REMOVAL. The Board of Directors shall, by two-thirds (2/3) vote of the entire Board of Directors, have the authority to remove any Member or Board Member whose actions have been deemed to be detrimental to the organization or any of its functions.

**Article VI**

**Officers**

**Section 1.** OFFICERS. The officers of the Corporation shall be the President, Vice President, Treasurer and the Secretary. Officers shall be elected as stated in Article V, Section six (5). Term of the office shall be as stated in Article V, Section three (3).

**Section 2.** PRESIDENT. The President is the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the organization, and all meetings of the Board of Directors. The President shall appoint all committees, and be an ex-officio member of all committees, except the nominating committee. The President shall have general charge of the activities of the Corporation, and such duties of supervision and management as are usually vested in the office.

**Section 3.** VICE PRESIDENT. The Vice President shall assist the President in the performance of his/her duties, and shall perform any other duties delegated by the President or the Board of Directors. The Vice President shall perform the duties of the President in his/her absence.

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**Section 4.** TREASURER. The Treasurer shall have custody of the Corporation's funds and shall keep full and accurate accounts of all moneys and other valuable effects in the name and to be credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, demanding proper vouchers for such disbursements and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require, an account of all transactions as Treasurer and shall publish an Annual Report of the finances of the Corporation to the membership, which may be published in a regular newsletter. The Treasurer may be required to furnish surety bond in the amount determined by the Board, the premium of which shall be paid by the Corporation. An Assistant Treasurer, if appointed, shall, in the event of the Treasurer's absence or ability to act, perform the duties and functions of the Treasurer.

**Section 5.** SECRETARY. The Secretary shall attend all sessions of the Board of Director and all meetings of the members, and shall record the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President. An Assistant Secretary, if appointed shall, in the event of the Secretary's absence or ability to act, perform the duties and functions of the Secretary.

**Article VII**

**Committees**

The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and to effect the objects and purpose of the Corporation. Such committees shall perform such duties as the President or the Board of Directors may elect.

**Article VIII**

**Indemnification of Officers and Directors**

Each Officer or Director of this Corporation, including his heirs and administrators, made party to any action, suit or proceeding or against whom a claim or liability is threatened, asserted, or commenced by reason of the fact that he was or is an Officer or Director of the Corporation, shall be held indemnified and held harmless by the Corporation against all judgments, fines, amounts on account thereof (whether in settlement or otherwise,) and reimbursed for all expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense of action, suit, proceeding or claim whether or not the same proceeds to judgment or is settled or otherwise brought to a conclusion, provided that no person shall be indemnified or reimbursed for costs or expenses arising out of a person's willful malfeasance, his or reckless disregard of duty or misfeasance.

**Article IX**

**Meetings**

**Section 1.** The Annual Meeting of the Corporation shall be held in conjunction with the Corporation's Trade Show, but in no event later thanSeptember 15th. The Board of Directors shall designate the time and place of said meeting. Notice of the time and place of the meeting shall be mailed to each member of the Corporation at least thirty (30) days in advance of such meeting.

**Section 2.** Special Meetings of the Corporation may be called by the President or at the request of a majority of the Board of Directors or by a petition of one-third (1/3) of the membership addressed to the Secretary who shall issue the call of the meeting.

**Section 3.** Notice of the special meetings of the Corporation shall be mailed at least thirty (30) days in advance of such meeting. The notice shall specify the date, time and place of such meeting as well as a description of the business to be conducted thereat.

**Section 4.** Ten (10%) per cent of the membership of the Corporation shall constitute a quorum for the transaction of business at any meeting.

**Section 5.** Upon authorization of the Board of Directors, the President may direct a mail poll of the

membership, in which event, a majority of the votes returned shall determine the question presented, provided at least twenty (20%) per cent of the membership responds. All mail polls shall be conducted via first class mail.

**Section 6.** Unless otherwise provided, Roberts Rules of Order (latest revision) shall govern the proceedings of this Corporation when applicable.

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**Article X**

**Finances**

**Section 1.** The Budget of the Corporation shall be presented by the Board of Directors and presented for approval of the membership at the Annual Meeting of the Corporation.

**Section 2.** All funds of the Corporation shall be used to achieve the purpose and objectives of the Corporation and no part thereof shall inure to the benefit of any member or individual. Upon dissolution of the Corporation, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government or State to a Local Government, for public purposes.

**Section 3.** A review of the books and finances of the Corporation shall be conducted each year.

**Section 4.** The Corporation shall be prohibited from borrowing funds.

**Article XI**

**Fiscal Year**

**Section 1.** PROPOSAL TO AMEND. A proposal to amend these By-Laws may be made by the majority of Board of Directors, or by a petition of 25 Members of the organization. Petitions to change the By-Laws shall be mailed to the Secretary at least thirty (30) days prior to the next Board of Directors Meeting.

**Section 2.** VOTING. The proposed amendments and a ballot will be printed in the next edition of the CIMTA, Inc. Newsletter following the Board of Directors Meeting at which they were received. Instructions and a deadline for returning the ballots shall also be printed with the ballots. Members shall be allowed at least thirty (30) days to study the proposed amendments. It shall take a two-thirds (2/3) majority of all those members voting to approve any change in the By-Laws.

 [1] By laws as amended and voted on 8/23/2009