

**SAN FRANCISCO TOUR GUIDE GUILD
BY-LAWS**

**ARTICLE I
MEMBERSHIP**

SECTION 1. MEMBERSHIP QUALIFICATIONS

- A. An Associate Member in good standing is a person who:
1. has been accepted by a majority vote of the Board of Trustees;
 2. agrees to abide by the Guild's Code of Ethics and Professional Standards;
 3. currently resides or works in or about the San Francisco Bay Area as a tour guide or tour escort;
 4. agrees to actively pursue continuing education, as detailed in the organization's Continuing Education Policy;
 5. has paid annual dues
- B. A Certified Member in good standing is a person who meets all of the requirements in "A" above, plus:
1. has passed all parts of the Guild's Certification Examination, including re-tests if instituted by the Board;
 2. has documented the required tours/hours of experience;
 3. has demonstrated compliance with the Guild's Code of Ethics and Professional Standards during a minimum of one year (12 months) membership in the Guild.
- C. A Friend of the Guild is a person or organization/business which:
1. is accepted by a majority of the Board of Trustees;
 2. supports the goals of the Guild;
 3. has paid annual dues
- D. An Honorary Member is a person or organization/business which:
1. demonstrates an interest in the profession;
 2. is approved for membership by the Board of Trustees;
 3. is encouraged to share their expertise with the membership;
 4. shall not have voting privileges or pay dues

Members who fail to meet the requirements of their membership category may be re-classified into another category or be designated an Inactive Member until they have met the requirements. Inactive Members will not have the rights or privileges of membership.

SECTION 2. TERMINATION OF MEMBERSHIP

- A. Membership in the Guild shall be terminated by death or written resignation.
- B. Membership in the Guild shall be terminated thirty (30) days after written notice by an officer of the Guild that dues are in arrears.
- C. Membership in the Guild of an individual may be terminated by two-thirds (2/3) vote of the Board of Trustees in person at any hearing into alleged violations of the Guild's Code of Ethics and Professional Standards provided that the member is given at least fifteen (15) days notice of said hearing, and reasonable opportunity to appear before the Board of Trustees in his or her defense. The Board may also choose to take a lesser action, such as temporary suspension of membership, by a two-thirds (2/3) vote of the Board of Trustees. The Board will maintain a Professional Standards Policy to provide direction in these situations.

SECTION 3. MEMBERSHIP RIGHTS AND POWERS

- A. Only Certified and Associate Guild members in good standing for a minimum of one year (12 months) shall have the right to vote for election of Trustees and on the other Guild business.
- B. Certified Guild members in good standing shall have the right to use all Guild facilities and services; to use the title "Certified Tour Guide", to use the initial CTG after their name and to use the Guild emblem on their business card.
- C. Upon admission to the Guild, each member shall receive an identification card attesting to his or her membership in the Guild

SECTION 4. DUES

- A. Membership dues will be at such rate prescribed by the Board of Trustees, payable annually, no later than March first of each year.
- B. A penalty fee will be charged for late renewal of membership.
- C. Founders of the Guild and current Board of Directors may have their membership dues waived.
- D. By two-third (2/3) majority vote, the Board of Directors may waive membership dues of deserving individuals.

ARTICLE II MEMBERSHIP MEETINGS

SECTION 1. SEMI-ANNUAL MEMBERSHIP MEETINGS

- A. Semi-annual meetings of the members of this Guild shall be held in May/June and November/December of each year at a time and place designated by resolution of the Board

of Trustees. Written notice of the time and place of the semi-annual meetings shall be sent out at least fifteen (15) days in advance to the membership as shown on the records of the Guild.

SECTION 2. SPECIAL MEMBERSHIP MEETINGS

- A. Special meetings of the members may be called by the President of the Guild, by a majority of the Board of Directors, or upon the written request of a majority of the full membership.

SECTION 3. QUORUM

- A. A number greater than or equal to the number of seats on the Board of Trustees shall constitute a quorum for transacting any business that may properly come before the meeting. If a quorum is present, a simple majority is needed to pass any resolutions that properly come before the meeting.

ARTICLE III BOARD OF TRUSTEES

SECTION 1. COMPOSITION OF THE BOARD

- A. The management and conduct of the business of the Guild shall be vested in its Board of Trustees.
- B. The Board of Trustees shall be composed of nine (9) seats, which may be filled by any combination of Associate and Certified members.
- C. The term of office of each Trustee shall commence at the first Board of Directors meeting in January and continue for two (2) years.

SECTION 2. SELECTION AND ELECTION OF TRUSTEES

- A. Nomination – Candidates for the Board of Trustees shall be nominated by the certified and associate membership at the November/December general meeting each year; or, by duly submitting their name for consideration to the Board after receiving written notice that nominations are being accepted.
- B. Candidates for the Board of Trustees:
 - 1. must be qualified members in good standing currently residing in the Bay Area;
 - 2. should be able and willing to attend Board of Trustees meetings;
 - 3. must be willing, if qualified, to serve as an officer of the Board and head or direct committees;
 - 4. will submit a 75-100 word statement listing qualifications and objective for the Guild;
 - 5. an individual who has served three (3) full consecutive terms may again become a candidate for election to the Board only after a hiatus of one (1) full term (two years).

C. Publicity of Nominations – Upon receipt of a list of nominations, the Secretary shall immediately notify the associate and certified membership by e-mail/mail of the names of persons nominated as candidates for Trustees and their statements. (Article III, Section 2, B.4)

D. Election

1. Trustees shall be elected through the process of mail or e-mail or internet ballot which will be completed within three weeks of the mailing date of the election notice.
2. The elected Trustees will consist of candidates receiving the most number of votes.

SECTION 3. VACANCIES

- A. A member of the Board of Trustees who is absent from three (3) consecutive regular meetings of the Board of Trustees shall be dropped from membership of the Board, unless confined by illness or otherwise excused by a majority vote of the Board of Directors.
- B. Vacancies on the Board of Trustees, or among the officers, shall be filled as soon as possible for the remainder of the term by a majority vote of the Board of Trustees.
- C. A Trustee shall be removed from office if his/her removal is requested in writing by two-thirds (2/3) of the certified and/or associate members in good standing.

SECTION 4. REGULAR BOARD OF TRUSTEES MEETINGS

- A. Regular meetings of the Board of Trustees will generally be held monthly, with a minimum of eight (8) meetings per year, at a time and place selected by resolution of the Board at the last preceding meeting.
- B. A minimum of a simple majority of a quorum of the Board of Trustees must vote affirmative on any issue that is voted upon for it to pass, unless a different threshold is specified elsewhere in these Bylaws. A Board member who will be absent from a meeting may execute a proxy in writing or email and have another Board member vote on his or her behalf.

SECTION 5. SPECIAL BOARD OF TRUSTEES MEETINGS

- A. Special meetings of the Board of Trustees, for any purpose, may be called at any time by the President or by any three (3) Trustees. Notice of the time and place of such special meetings will be given at least four (4) days prior to said meeting. The transactions of special meetings of the Board of Trustees, however called, shall be as valid as though done at a regular meeting if a quorum is present, or if either before or after the meeting, each Trustee not present signs a waiver of notice or approval of the minutes. Such waivers or approvals shall be made a part of the minutes of the meeting.

SECTION 6. ACTION WITHOUT A MEETING

- A. Any action by the Board of Trustees may be taken without a meeting if a simple majority or 2/3 majority (as specified elsewhere in these Bylaws for each type of action) of the members of the Board consent. Such action must be ratified at the next Board meeting.

SECTION 7. QUORUM

- A. A quorum for holding a meeting of the Board of Trustees shall be five (5) Trustees.

SECTION 8. POWERS OF TRUSTEES

- A. Subject to the limitations of the Articles of Incorporation, of other sections of these by-law, and of California State Law, all corporate powers of the Guild shall be exercised by, or under the authority of the Board of Trustees.

SECTION 9. COMPENSATION OF TRUSTEES

- A. Trustees shall receive no compensation for their services as Trustees.

ARTICLE IV OFFICERS

SECTION 1. ELECTION OF OFFICERS

- A. The officers of the Guild shall be a President, Vice President, Secretary, and Treasurer.
- B. At the first meeting in January, the Board of Trustees shall elect all officers for terms of one (1) year, commencing on that day.
- C. Officers will be elected from the members of the Board and shall be voting members of the Guild.

SECTION 2. DUTIES OF OFFICERS

- A. President - The President shall serve as the chief administrative and executive officer of the Guild and shall preside at all meetings of the membership, Board of Trustees and Executive Committee.
 - 1. The President shall, with the advice and counsel of the Vice President, assign chairpersons to divisional or departmental responsibility, subject to Board of Trustees approval.
 - 2. The President shall, with the advice and counsel of the Vice President and chairpersons, determine all committee personnel, subject to approval of the Board of Trustees.
- B. Vice President - The Vice President shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
 - 1. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President.

- C. Secretary - He/she will serve as secretary to the Board of Trustees, and will record minutes of the Board Meetings and of the General Meetings. The Secretary will attend to other administrative duties as needed.
- D. Treasurer - The Treasurer shall be responsible for the safeguarding of all funds received by the Guild and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Trustees, subject to checks signed by the Treasurer or another officer. The Treasurer shall cause a quarterly financial report to be made to the Board and an annual report to the State of California.
- E. Chairpersons - The duties of the chairpersons shall be assigned by the President and Board of Trustees.

ARTICLE V COMMITTEES AND DIVISIONS

SECTION 1. STANDING COMMITTEES

- A. There shall be five standing Committees: Certification, Program, Public Relations, Membership, and Hospitality. Board members will serve as chairs of the Committees.

SECTION 2. LIMITATIONS OF AUTHORITY

- A. No action by any member, committee, division, Trustee, or officer shall be binding upon, or constitute an expression of the policy of the Guild until it shall have been approved or ratified by the Board of Trustees.
- B. Committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Trustees, it is deemed wise to discontinue the committee.

ARTICLE VI

SECTION 1. AMENDMENTS

The By-laws may be altered, amended or repealed by an affirmative two-thirds (2/3) majority vote of the Board of Trustees, and ratified by a majority vote of the certified and associate members by e-mail or mail ballot.