

## BYLAWS

Tucson Handweavers and Spinners Guild

A Non-Profit Corporation

### **Objectives:**

The objectives of the Guild shall be the exploration and encouragement of creative weaving, spinning, and other fiber arts, by expanding the technical skills and awareness of its membership, sharing its knowledge and resources with all interested persons, promoting the public appreciation of fiber arts, and performing other appropriate acts not inconsistent with the laws of the State of Arizona and the Internal Revenue Code.

The Guild is organized exclusively for charitable, educational, and scientific purposes, and is established as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Article I: Membership

#### Qualifications:

Section 1: Membership shall be extended to all persons regardless of age, sex, disability, religion, race or color who will adhere to and support the objectives of the Guild as set forth in these By-laws.

Section 2: A member may terminate his/her membership at any time. Written notice of termination shall be given to the Membership Chairperson or Guild President.

Withdrawal shall be effective immediately and all rights, privileges and interest of the member shall cease upon termination of membership. On termination of membership, no portion of the membership dues are refundable.

Section 3: Any member who believes the activities of another member to be detrimental to the purposes of the Guild may bring such activities to the attention of the Executive Board in writing. The Executive Board shall discreetly consider the matter and determine whether further action is necessary.

Membership may be terminated for cause only after 1) the member has been given written notice by the Executive Board, 2) the member is given one month to respond in writing and, 3) the Executive Board determines termination of membership is in the best interest of the Tucson Handweavers and Spinners

Guild. The member may appeal the determination by the Executive Board to the next meeting of the members, and the determination shall either be affirmed or overruled by the general membership. At the discretion of the Executive Board renewal of membership may be denied to a person who has been removed for cause.

Dues: Fiscal year and membership year are July 1st-June 30th. Annual dues shall be due by July 1 each year and are delinquent on October 31st. Any member not paying dues by October 31st shall be dropped from membership, subject to reinstatement after payment. The dues amount may be reevaluated by the Executive Board and then presented at the January meeting to be set upon motion, seconded and approved by the majority of members present, provided a quorum of the Membership is present.

## Article II: General and Annual Meetings

General meetings shall be held monthly, September through May. The Annual meeting is the May General meeting, at which time elections will be held. Special Purpose meetings shall be called by the President at the request of a majority of the Executive Board or of the Members and notice of such meeting shall be given to each Member with at least one (1) week's notice. A quorum for transaction of business at a General or Special Purpose meeting shall be 20% of the total membership on the roll at the time of said meeting. All Members are entitled to one (1) vote in a General or Special Purpose meeting.

## Article III: Executive Board

Membership: All elected Officers must be Members in good standing and shall be members of the Executive Board. No position shall be filled by more than one person. The immediate past president shall be an Emeritus member.

Voting: Each Board position shall have one vote. One person may hold multiple positions, however only one vote is given. The Emeritus member on the Board does not have voting rights.

Quorum: Fifty-one percent of the voting positions of the Board shall constitute a quorum. Each position is counted when determining a quorum, with the following exceptions: 1. If one person holds more than one position, only one position is counted. 2. If a position is vacant, that position is not counted for the quorum calculation.

Meetings: Regular Board meetings shall be held monthly, September through June, or on call of the President. Special meetings of the Board shall be called by the President, or by a majority of the Board, with two days' notice given to all members of the Board. A quorum is required for any action to be taken by the Board.

Duties: Guild business shall be managed by the Board. The Board shall approve an annual budget which provides for financial management of the Guild. The Board may delegate to one or more committees such duties as appear to the Board to be in the best interests of the Guild.

#### Article IV: Elections

The elected officers of the Guild shall be President, President-elect, First Vice President, Second Vice President, Secretary, Treasurer and Standards Committee Chairperson. A term for elected officers is one Guild year. No person may serve in the same elected capacity more than four consecutive Guild years.

Elections shall be held at the Annual meeting. Nominating Committee Chairperson (as defined below in these Bylaws) shall conduct the balloting. Floor nominations must have written consent of the person being nominated and be made at the April meeting. The President, President-elect, First Vice President, Second Vice President, Secretary, Treasurer, and Standards Committee Chairperson shall be elected by a written ballot or, in the absence of nominations from the floor, by unanimous acclamation.

#### Article V: Duties of Officers

President: Shall preside at all General and Executive Board meetings; shall be an ex officio member of all committees, except Nominating and Standards; may sign checks in the absence of the Treasurer; shall appoint a Financial Review committee annually; shall appoint a replacement for an officer unable to complete their term.

President-elect: Shall act in the President's absence. Shall assist the President in all Guild activities; shall be an ex officio member of all committees, except Nominating and Standards; shall stand for President the following year.

First Vice President: Shall act as Study Group Chairperson.

Second Vice President: Shall act as Publicity Chairperson.

Secretary: Shall keep the minutes of General and Executive Board meetings; shall carry on Guild correspondence.

Treasurer: Shall act as custodian of all funds and shall receive and disburse funds as authorized by the organization; shall present an accounting at all meetings or indicate where such information can be found; shall give a full account to members attending the Transitional Board Meeting in June and shall

arrange to have the financial data available for review by the Financial Review Committee by August 31, or as requested.

Standards Committee Chairperson: Shall preside over the Standards Committee meetings; shall attend Board meetings and act as a liaison between the Board and the Committee.

#### Article VI: Committees

Standing committees are Community Outreach, Historian, Librarian, Membership, Newsletter, Programs, Sales Event, Standards, Technology, Update, Webmaster, and Workshops.

The President shall appoint all committee chairpersons except Standards. The Executive Board may from time to time appoint other committees as necessary. The President may also appoint Guild members, as needed, to fulfill other Guild responsibilities.

Community Outreach: Shall promote and enhance interest in and understanding of weaving, spinning and other fiber arts by providing demonstrations and presentations.

Historian: Retains official annual Guild documentation and solicits materials (e.g. photographs, brochures, selected communications) related to Guild events. The Historian ensures preservation of said materials and makes these materials available to members as needed.

Librarian: shall be the custodian of Guild periodicals, books, slides, videos and catalogs; shall keep an up-to-date list of the Guild library; shall order books and renew subscriptions; shall inform members of available publications.

Membership: Shall keep a current roster of members in the Members Area of the thsg.org website.

Newsletter: Shall edit and publish the Guild newsletter, *The Woolgatherer*, September through June.

Programs: Schedules programs for General Meetings throughout the year.

Sales Event: Shall facilitate Guild member participation in sales events, coordinate scheduling and coverage for the events and maintain the Guild's event equipment and supplies.

Standards: Shall evaluate the work of any Guild member who desires to be included in a Guild exhibit or sale, or who simply seeks to have their work evaluated for proficiency.

Technology: Maintains and supports the networks, hardware, software, and documentation thereof used by the Guild.

Update: Shall edit and publish *The Update*.

Webmaster: Maintains the Guild websites.

Workshops: Shall arrange and promote workshops.

## Non-Standing Committees

**Financial Review:** Shall be composed of the incoming and outgoing Treasurers, the incoming and outgoing Presidents and up to three members at large.

**Nominating:** At least three months before the Annual meeting, the President shall appoint a Nominating Committee consisting of a chairperson and a minimum of two other members. The Committee shall prepare a slate of candidates for all offices and Standards Committee. The slate shall be presented to the members at the April General meeting, published in the May newsletter, and voted on at the Annual meeting.

## Article VII: Fiduciary Liability

An officer's liability to the Guild for monetary damages for breach of fiduciary duty is hereby eliminated to the full extent allowed by law.

## Article VIII: Amendments to these Bylaws

These bylaws may be amended at any General meeting, provided there is a quorum of the current membership present. A two-thirds majority of the members present is required to approve the amendment. Any proposed amendment must be provided in writing to all members at least three weeks in advance, or be read at the General meeting preceding the meeting at which it is voted on.

Amended May 2024