

Warp and Weft Weavers Guild

BYLAWS

9/23/2018

I: NAME AND ORGANIZATION

The name of the organization shall be the **Warp and Weft Weavers Guild** (hereafter "the Guild").

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (2) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of '1986 (or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under section 170 @ (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

II: PURPOSES OF THE GUILD

- To encourage the development of artistic and technical skills in handweaving.
- To promote public knowledge and appreciation of handweaving as both a craft and an art with tangible market value.
- To provide artists/weavers opportunities to explore the historical development of handweaving as well as the many forms and techniques of handweaving employed throughout the world.
- To provide opportunity for the general public to view the work of local, national and international handweavers.

III: EXECUTIVE BOARD

A. Authority and Composition

The general management of the Guild shall be vested in the Executive Board (hereafter "the Board"), and the Board membership shall consist of the current officers of the Guild.

B. Powers of the Board

The Board, without limitation as to other powers as may be inherent in the power to manage, shall have the following specific powers:

1. From time to time to establish the amount of annual dues to be paid by members. The amount of dues may be modified at any general membership meeting upon motion made and seconded by members and approved by a simple majority of the members present and voting.
2. To establish rules, regulations, policies, and requirements (hereafter, "Rules"), for activities of the Guild that the Board deems necessary. The Board shall promptly make known & discuss such rules, etc., to the Membership at the regular Meeting immediately prior to their adoption. Upon motion of any member at such a Meeting and may be rejected or modified according to the Voting Procedure in section VII
3. To plan and implement activities and programs as the Board deems appropriate to carry forward the purposes and objectives of the Guild.
4. Establish a proposed annual budget for the activities of the Guild, and submitted to Membership for approval, according to the Voting Procedure in section VII. .
5. To expend or commit to expend the funds of the Guild in accordance with the budget(s) for the activities of the Guild; and to spend or commit to spend funds for unbudgeted items when required to maintain Guild operations. The Board may not borrow or lend Guild funds nor commit to spend funds in excess of current or reasonably anticipated revenues.

C. Board Meetings

The Board shall set the dates and times of meetings as needed for planning and business purposes. See Voting Procedures for quorum. Guild Membership will be notified of upcoming Board Meetings. Written notices and responses may be done by email. Guild Members are invited to attend all Board Meetings.

IV: OFFICERS

A. The Officers of the Guild shall consist of a President, Vice President (either a 1st, 1st & 2nd, or co-VP's), Secretary, and Treasurer. Nominations for officers shall be made each year at the May Guild meeting.

The Officers shall be elected by vote at the June Guild Meeting and shall serve for one year. They shall continue in office until their successors are duly elected. An Officer may succeed himself or herself for two additional years but not to exceed three

successive years in the same office. No Officer shall hold more than one office at a time.

An Officer may be removed from office at any General Meeting of the Guild upon recommendation of the Board and according to the Voting Procedure in section VII.

In the case of a removal vote, the President, or a Vice President if the President is removed, shall appoint a replacement to occupy the vacated office until the next Annual Meeting.

If an officer position is not filled at the Guild annual Meeting, the Board may appoint an officer for not more than one-year. If no one is willing to serve after one year, the Board **will** proceed with Article XII Dissolution of the Organization according to the Voting Procedure in section VII.

B. Duties of the Officers

1. The President shall preside at all General and Executive Board meetings, shall be an ex-officio member of all committees except Nominating, shall approve disbursements of funds with Board review, may sign checks in the absence of the Treasurer, shall appoint a replacement for any officer unable to complete his/her term, and shall set agendas for General and Executive Board meetings.

2. The Vice President shall ,or Co-Vice Presidents shall share, duties of the President in his or her absence.A Vice President shall form and chair the Program Committee.

3. The Secretary shall keep the minutes of the General and Executive Board meetings, shall carry on general Guild correspondence, and shall ensure that an appropriate annual report regarding the Guild's corporate status is submitted to the Illinois Secretary of State subject to Board approval. The Secretary will also maintain a list of Guild assets.

4. The Treasurer shall act as custodian of all funds, shall receive and disburse funds as authorized by the Board, shall present an accounting at all Meetings, and shall maintain a record of receipts and disbursements available for review at any time by the Board or its designated representatives. The Treasurer shall annually submit an appropriate return to the Internal Revenue Service regarding the Guild's nonprofit and tax exempt status subject to Board approval.

V: MEMBERSHIP

A. Upon application and payment of annual dues, membership shall be extended to all those who support the objectives of the Guild. Membership shall

consist of any person interested in weaving. All members shall be expected to assist with Guild activities, projects and obligations.

B. Warp and Weft Weavers Guild does not and shall not discriminate on the basis of race, skin color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all of our staff, customers, volunteers, subcontractors, vendors, guests, and Members.

VI: MEETINGS

A. Guild Meetings shall be held September through June on the first Wednesday of each month commencing at 10:00 a.m.

B. The Annual Meeting shall be the June Guild meeting.

C. Special Meetings for any purpose may be called by the President at the request of the Board or of the members. Ten days notice of a Special Meeting shall be communicated by written correspondence, telephone, or email to each Member, and a quorum for Special Meetings shall consist of a simple majority of all members attending the meeting.

VII: Voting

Votes for the incoming Board will occur at the June Meeting by those attending. A majority of those present will carry the motion.

Other Membership votes will be done electronically. Members will receive notification of the vote in the Newsletter. A discussion of the subject of the vote will occur at the next Guild Meeting. Following the presentation, an email will be sent to each Member including a summary of the discussion from the Guild Meeting. The link to the Internet voting form and providing one week to respond will be included in the email. Following the timeframe, votes will be counted. The subject of the vote will be enacted and sustained if a majority of votes are 'for' the subject of the vote. A majority of votes 'against' will reject the subject of the vote so that further consideration or changes will be necessary.

VIII: DISBURSEMENT OF FUNDS OR PROPERTY

- A. The Board is responsible the disbursement of funds in accordance with Bylaw IV B1 and IV B4.
- B. Disbursement of property, such as books and equipment, shall be made with the approval of Guild membership.
- C. Dissolution of funds and property in accordance with Bylaw XII.
- D. Items loaned to the Guild by members shall be labeled as such.

IX: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Revised shall serve as a guideline to govern assemblies of this organization.

X: AMENDMENTS

- 6. Proposed amendments shall be presented to Members in writing through the Newsletter prior to the Meeting. Voting will be in accordance with Section VII including a summary of the discussion at the Guild Meeting.

XI: GUILD ACTIVITIES

- A. The **Warp and Weft Weavers Guild** is organized for educational purposes, including activities that otherwise comply with the purposes set forth in Bylaw II.
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two of these Bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that aren't in furtherance of the purposes of this corporation.

XII: DISSOLUTION OF ORGANIZATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

XIII. POLICIES OF OPERATIONS

Policies of Operations govern various Guild operations and operating decisions and are a subset of these Bylaws.

End Bylaws

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