

American Needlepoint Guild, Inc.

Bylaws

ARTICLE I – NAME

The name of this organization shall be American Needlepoint Guild, Inc. (hereafter known as ANG or the Guild) incorporated in Alabama on September 7, 1972.

ARTICLE II – OBJECT

Section 1. The object of this Guild shall be education and cultural development through participation in and encouragement of interest in the art of needlepoint.

Section 2. The Guild also shall be dedicated to the creation and preservation of significant forms of needlework executed by hand with a threaded needle on a readily countable ground for the beautification of places of worship, public buildings and historic landmarks of the United States, thereby endeavoring to leave a legacy for future generations.

ARTICLE III – POLICIES

This organization shall be self-governing and self-supporting.

ARTICLE IV – MEMBERSHIP

Section 1. Any individual who subscribes to the object of this Guild may become a member, subject to compliance with the provisions of these bylaws.

Section 2. An individual shall be granted membership after completion and receipt of a membership application and payment of dues.

Section 3. A member in good standing upholds the object of this Guild and is current in payment of all financial obligations to ANG.

Section 4. Only members in good standing shall be entitled to:

- (a) Receive *Needle Pointers*, the official publication of the Guild, and any other publications designated specifically for members;
- (b) Participate in ANG-sponsored educational opportunities, unless advertised as open to the general public;
- (c) Vote and hold office; and
- (d) Submit entries for the ANG seminar exhibit.

Section 5. The categories of membership shall be individual, life patron and others as established by the board of directors.

- (a) An individual member annually pays dues to ANG in an amount established and published by the board of directors.
- (b) A life patron member pays dues to ANG one time in an amount established and published by the

board of directors.

- (c) Other categories of membership shall pay dues to ANG in an amount established and published by the board of directors.

Section 6. For each category of membership, the types of memberships shall be chapter and member-at-large. Chapter members shall belong to a chapter designated as their primary chapter. Chapter members may choose to be plural members of additional chapters. Members-at-large shall have affiliation only at the national level.

Section 7. An individual member who is delinquent in the payment of annual dues by the date stated in Article VI, Section 3(c) shall be dropped from the membership rolls.

ARTICLE V – AREAS AND CHAPTERS

Section 1. Areas

- (a) The Guild shall be divided into geographic areas; the specific number of areas shall be determined by the board of directors.
- (b) Every chapter and member shall be part of an area based on criteria established and published by the board of directors.
- (c) Each area shall have an area representative elected by the members of the area.

Section 2. Chapters

- (a) Members in good standing may organize chapters under the guidance of and in compliance with the membership policy of ANG.
- (b) Chapter bylaws shall be submitted to ANG for approval and shall not be in conflict with ANG bylaws and policies.

ARTICLE VI – FINANCES

Section 1. This organization is non-profit within the meaning of Section 501(c)(3) of the Internal Revenue Code. No individual shall benefit other than through a contractual agreement approved by the board of directors.

Section 2. The fiscal year of this Guild shall be from May 1st through April 30th inclusive.

Section 3. Dues

- (a) Dues shall be paid for each category of membership.
- (b) Dues will be used to cover Guild operational expenses and adopted projects.
- (c) Individual members shall pay dues to the Guild on the anniversary date the member joined the Guild or on the date determined by the board of directors.
- (d) Life patron members shall be relieved of the obligation to pay annual dues to the Guild.
- (e) Chapters shall determine the chapter dues to be paid by its members.

Section 4. An audit, compilation or review shall be conducted by a CPA annually and at any other time deemed necessary by the board of directors.

Section 5. Indemnification of Officers and Directors

- (a) The Guild shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of ANG against all expenses and

liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the board of directors who are not at that time parties to the proceeding.

- (b) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- (c) No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- (d) This section constitutes a contract between the organization and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified officer, director, or employee under this section shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 6. Investment Power

The board of directors shall have all powers necessary to receive, hold, reserve, endorse, invest and reinvest all monies and income, and to pay all costs and expenses thereto.

Section 7. Rights and Liabilities

Neither the establishment of the Guild nor the creation of any fund or account, nor the provision of any service, shall be construed as giving any member or any other person any legal or equitable right against the Guild or against any officer or member of the Guild, except as otherwise provided by these bylaws.

Section 8. Reports and Records

The officers shall maintain such records and file or furnish such returns and reports and disclose such information, on behalf of the Guild, as may be required from time to time by the Internal Revenue Code of 1954, as amended.

Section 9. Dissolution

In the event of the dissolution of the Guild, assets will be distributed only to organizations exempt under Section 501(c)(3) of the Internal Revenue Code, or as amended hereafter.

ARTICLE VII – OFFICERS

Section 1. The officers of this Guild shall be a president, a president-elect, a vice president for education, a vice president for membership, a vice president for operations, a secretary and a treasurer.

Section 2. The officers shall serve as liaisons to the area representatives and standing and special committees.

Section 3. These officers shall perform the duties prescribed by these bylaws and additional duties as assigned by the president, and as prescribed by the parliamentary authority adopted by the Guild.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The board of directors shall consist of the elected officers.

Section 2. With the exception of those items specifically designated in these bylaws the duties of the board of directors shall be to transact the necessary business of the Guild and other such business as may be delegated to it by the Guild, to promote adopted projects and to determine the date and the place for meetings of the Guild.

Section 3. The board of directors shall:

- (a) Appoint a CPA to conduct an audit, compilation or review annually and additionally as needed and shall approve the resulting report;
- (b) Establish policy and direction for the Guild;
- (c) Delegate day-to-day operations to the designated committees while retaining oversight of all activities of the Guild;
- (d) Establish dues and fees;
- (e) Elect committee members and other appointees as presented by the president; and
- (f) Approve contracts before signature by the president.

Section 4. Regular meetings of the board of directors shall be held during the annual meeting of the Guild. Two additional meetings of the board of directors shall be held each year. Special meetings of the board of directors may be held at the request of the president or at the request of a majority of its members.

Section 5. The board of directors may adopt appropriate policies and standing rules in order to conduct necessary business. Those policies and rules shall be subject to these bylaws and the parliamentary authority adopted by the Guild.

Section 6. A majority of the members of the board of directors constitutes a quorum. A majority of those present and voting at a meeting in which a quorum exists is sufficient to decide an issue before the board unless specified otherwise in these bylaws or the adopted parliamentary authority. All votes by board members must be cast in person at the meeting as defined in Article XI, Section 4 and no proxy voting shall be allowed.

ARTICLE IX – EXECUTIVE COUNCIL

Section 1. The executive council shall consist of the board of directors, the immediate past president, standing committee chairmen, special committee chairmen and area representatives.

Section 2. The executive council shall serve in an advisory capacity to the board of directors and shall be responsible for implementing the initiatives designed to achieve the Guild's objectives.

Section 3. The executive council shall meet during the annual meeting of the Guild.

Section 4. Each member of the executive council shall submit a written report to the designated liaison or to the president in the case of the board of directors at least two (2) weeks prior to each board of directors meeting. Failure to report for two (2) consecutive meetings shall constitute resignation from the executive council and the position held.

Section 5. The area representatives shall perform such other duties as may be delegated.

Section 6. Executive council members receive no compensation other than reasonable expenses as specified in the job descriptions and policies.

ARTICLE X – NOMINATIONS, ELECTIONS, REMOVALS, RESIGNATIONS, AND VACANCIES OF OFFICERS AND AREA REPRESENTATIVES

Section 1. The president-elect, the vice president for education and the treasurer shall be elected in odd numbered years. The vice president for membership, the vice president for operations and the secretary shall be elected in even numbered years. Each elected officer shall assume office at the beginning of the fiscal year following election.

Section 2. Time of Election and Term of Office

- (a) The board of directors and the area representatives, with the exception of the president-elect shall serve for a term of two years or until the qualification and election of their successors.
- (b) The president-elect shall assume office at the beginning of the odd numbered fiscal year, shall serve a term of one year, and shall assume the office of president at the beginning of the even numbered fiscal year. If there is no president-elect the president shall be elected in the even numbered year.
- (c) With the exception of election to the office of president and president-elect, members may be elected to the board of directors for no more than two consecutive or nonconsecutive terms.
- (d) A member shall not serve two consecutive or nonconsecutive terms as president or president-elect.
- (e) Area representatives shall be elected annually on a staggered basis determined by the board of directors for a term of two years. A member may not be elected to more than three terms as area representative.

Section 3. The nominating committee shall present a slate of officers and area representatives as described in Article XII, Section 3(b).

Section 4. Nominations shall also be made by petition signed by five percent (5%) of the members in good standing. The petition shall be delivered to the chairman of the nominating committee by December 1 in the year prior to the election and the name shall then appear on the ballot.

Section 5. A candidate who has not been nominated as provided for in this article may be elected by write-in on the ballot.

Section 6. Only those members who have signified their consent to serve, if they are elected, shall be nominated. Write-in candidates who fulfill the criteria established by the board of directors and contained in the ANG job descriptions and are elected shall be contacted to verify their assent to their election. If the office or position is not accepted it shall be considered vacant and the vacancy filled by election of the board of directors.

Section 7. Votes for elected positions shall take place by ballot method to each member in *Needle*

Pointers or under separate cover and submitted to an independent party for tallying.

Section 8. Ballots shall list the name of every properly nominated candidate, and designate a space for write-in candidates to be listed.

Section 9. Each member in good standing is qualified to vote once for each office.

Section 10. The member receiving the most legal votes cast shall be elected. In the case of a tie, the board of directors shall vote and the results of that vote shall determine the election.

Section 11. Removal of an Officer or Area Representative

- (a) Removal from office shall be for cause which may be construed as, but is not limited to, a breach of the Guild's bylaws.
- (b) The officer under consideration for removal from office may submit a written document and may speak to but may not vote on the issue. The area representative under consideration for removal may submit a written document to the board of directors.
- (c) An elected officer or area representative may be removed from office for cause by a two-thirds (2/3) vote of the board of directors present and voting provided ten (10) days pre-notice has been given or by a three-fourths (3/4) vote without notice.

Section 12. Elected officers, unable or unwilling to complete the term of office, shall submit a letter of resignation for approval by the board of directors prior to the effective date of the resignation.

Section 13. Vacancies

- (a) A vacancy occurring in any office of the board of directors or the executive council, except president and president-elect, shall be filled for the unexpired term by a two-thirds vote of the remaining board of directors.
- (b) A vacancy in the office of president shall be filled by the president-elect. If there is no president-elect the vice president for education shall become president.
- (c) A vacancy in the office of president-elect shall remain unfilled, and a special election for president shall be held in conjunction with the next ballot election.
- (d) A vacancy in the nominating committee shall be filled by election by the board of directors.

ARTICLE XI – MEETINGS AND NOTICES

Section 1. There shall be an annual meeting held in conjunction with the ANG seminar as determined by the board of directors and announced in the ANG seminar issue of the Guild's official publication. Sixty (60) days notice shall be required for change of date.

Section 2. Special meetings of the membership may be called by the president with approval of the board of directors provided at least 60 days notice is sent to the membership. Special meetings of the membership shall be called within 60 days of receipt of a written petition signed by 200 of the voting members.

Section 3. Thirty (30) members in good standing shall constitute a quorum for the transaction of business in any regularly scheduled meeting of the Guild.

Section 4. The board of directors, executive council, standing committees and special committees are authorized to meet by telephone conference or through other electronic communications so long as all the members may simultaneously hear each other and participate during the meeting. Such meetings shall be

deemed equivalent to in person meetings.

Section 5. Notices

- (a) Whenever, under the provisions of these bylaws, notice is required to be given to any member, officer or committee member, and no provision is made as to how notice shall be given, it shall be given in writing, either by e-mail, fax or first-class mail, postage prepaid, addressed to such person at the e-mail address, fax number or address on record with the Guild. Any notice given by e-mail, fax or first-class mail shall be deemed to be given at the time when the notice is electronically transmitted or deposited in the U.S. mail. Notice will be given at least ten (10) days before a meeting.
- (b) Whenever any notice is required to be given any officer, committee member or member a waiver to be given thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Notice shall be deemed waived by attendance.

ARTICLE XII – STANDING AND SPECIAL COMMITTEES

Section 1. The standing committees shall be: bylaws and nominating.

Section 2. The bylaws committee shall consist of a chairman with additional members appointed to the committee when, in the opinion of the board of directors, special circumstances so require. It shall be the duty of the bylaws committee to receive or initiate suggestions for necessary changes in the bylaws and policies of the Guild; to present all proposed amendments to the bylaws for inclusion in *Needle Pointers* or under separate cover for ballot vote by the membership; and to forward proposed policy changes to the board of directors for consideration. It shall be the duty of the bylaws committee to receive, review and approve the bylaws of an organizing chapter and to ensure that chapter bylaws are kept current and not in conflict with the Guild bylaws.

Section 3. Nominating Committee

- (a) A nominating committee composed of ANG members shall be elected by the board of directors on a staggered basis determined by the board of directors. One member from each of the areas should be elected to serve on the committee. The committee shall elect their chairman, and all members shall be entitled to vote. In the event that the board of directors, after thorough search, is unable to fill a vacancy in one of the areas, a second member from one of the remaining areas shall be elected. Elected members of the nominating committee shall be elected for two years and may serve no more than two consecutive terms.
- (b) The nominating committee shall nominate one or more eligible members for each office to be filled and shall report the nominations to the membership at least thirty (30) days before the ballot must be returned. If there is more than one nominee for an office or area representative, determination of position on the ballot shall be by lot.

Section 4. Standing and special committees may be established by vote at a meeting of the membership or board of directors as needed to promote the object of the Guild.

Section 5. The board of directors shall elect the members of committees.

Section 6. Unless specified differently in the committee's job description members of special committees shall be appointed for a term of two years and may serve no more than two consecutive terms on the same committee.

Section 7. The president shall be a member ex-officio of all committees except the nominating committee.

Section 8. Any appointed or elected committee chairman or member may be removed for cause, as defined for area representatives in Article X, Section 11, by a two-thirds (2/3) vote of the board of directors present and voting provided ten (10) days pre-notice has been given or by a three-fourths (3/4) vote without notice.

ARTICLE XIII – CONTRACTED SERVICES

Section 1. The board of directors may execute administrative and other contracts in support of the Guild's object for a term not to exceed three (3) years at a time. All contractual costs shall be within the allowances approved in the annual budget.

Section 2. The duties and responsibilities of the contractor shall be detailed in the contract approved by the board of directors. An indemnification statement shall be included in all contracts.

Section 3. Any contractor performing administrative functions shall report to the board of directors and shall be responsible to the president between meetings of the board of directors.

ARTICLE XIV – CODE OF ETHICS

The board of directors shall adopt an ANG code of ethics that amplifies the following:

- (a) Members of the board of directors represent ANG and set examples through their ethical conduct when setting policy and managing the affairs of the organization. They agree to uphold high standards of integrity and accountability that are the foundation of ANG. Board members strive to maintain a culture of creativity that encourages every ANG member to take advantage of the educational opportunities presented by the Guild.
- (b) Members of the ANG committees must also set an example by performing their responsibilities in an ethical manner and by maintaining high standards of integrity.
- (c) Members of ANG are the heart of the organization and are expected to act in an ethical manner.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Guild in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order that the Guild may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence. The parliamentary authority of ANG shall be adopted by each chapter.

ARTICLE XVI – NON-DISCRIMINATION

Section 1. The concept of diversity encompasses acceptance and respect. It means understanding that each individual is unique and recognizing our individual differences. These can be along the dimensions of race, ethnicity, gender, sexual orientation, socio-economic status, age, physical abilities, religious beliefs, political beliefs, or other ideologies. It is the exploration of these differences in a safe, positive, and nurturing environment. It is about understanding each other and moving beyond simple tolerance to

embracing and celebrating the rich dimensions of diversity contained within each individual. The Guild embraces the concept of diversity and will not discriminate against any individual for being unique or different.

Section 2. Whenever any words are used herein in the masculine, feminine or neuter, they shall be construed as though they were also used in another gender in all cases where they would so apply, and wherever any words are used herein in the singular or plural form, they shall be construed as though they were also used in the other form in all cases where they would so apply.

ARTICLE XVII – AMENDMENTS

These bylaws may be amended or revised by special ballot mailed to members or by inclusion with the yearly election ballot. Notice of the proposed amendment or revision and its purpose or effect shall be communicated to the members at least thirty (30) days before the ballot must be returned. A two-thirds (2/3) vote of all members voting is necessary for adoption.

Revised bylaws approved by ballot April 2010.