

By-Laws of the Weavers Guild of Kalamazoo, Inc.

ARTICLE I – Name, Address and Corporate Structure

Section 1. Name and Address:

The name of this organization is: Weavers Guild of Kalamazoo, Inc., P.O. Box 2795, Kalamazoo, MI, 49003-2795.

Section 2. Corporate Structure:

The Corporation is organized on a nonstock, membership basis within the meaning of section 2202 of the Michigan Nonprofit Corporation Act, as amended.

ARTICLE II – Objectives

We are united together to learn, to teach, and to share with each other and the community our interest in and knowledge of traditional and contemporary handweaving and related textile arts. We will remain a nonprofit and nonpolitical organization.

ARTICLE III – Membership

Membership is open to any interested person. A member in good standing is a member who is current in his/her payment of dues. Each member in good standing shall be entitled to one vote. Each member shall be entitled to vote on the election of officers, approval of the organization's annual budget, the dues amount, and the amendment of the organization's articles of incorporation and bylaws. Those members not in good standing will not be entitled to vote.

ARTICLE IV – Meetings

Section 1. General Membership Meetings:

- a. Regular meetings shall be held on a schedule. The topics and time of the regular meetings shall be published in the Yearbook for that year;
- b. The annual meeting shall be held in May;
- c. The date and time of meetings may be changed by the President with the consent of the Executive Board. Any changes of date and time shall be published in The Shuttle issue preceding the new meeting date;
- d. A special meeting may be called by the President, five members of the Executive Board or by written request signed by ten of the active members of the Corporation. This written request must be dated, include a reason for the meeting and be presented to the President at

least seven days before such meeting. All members shall have a minimum of three days notice of time, place, and purpose of the meeting. Exceptions may be made to the above time limits under emergency conditions.

Section 2. Executive Board Meetings:

- a. Executive Board meetings shall be held monthly from August to May at a time and place designated by the President. The President shall prepare a calendar of the regularly scheduled Executive Board meetings for distribution to the Executive Board members at the August meeting;
- b. Special Executive Board meetings may be called by the President or written request of five members of the Executive Board. This written request must be dated, include a reason for the meeting and be presented to the President at least three days before such meeting in order that forty-eight hours notice may be given to the Executive Board Members.

Section 3. Quorum:

- a. A quorum for general and special membership meetings shall consist of a majority of the members present unless otherwise provided;
- b. A quorum for meetings of the Executive Board shall consist of a majority of its members in attendance;
- c. A quorum for committee meetings shall consist of a majority of its members;
- d. A quorum for special committee meetings shall consist of the members present unless otherwise provided.

ARTICLE V – Elected Officers

Section 1. Officers:

The elected officers of the Guild shall be President, Vice President, Secretary, and Treasurer.

Section 2. Term of Office:

- a. Officers shall be elected immediately preceding the annual meeting for a term of one year and shall assume the responsibilities immediately following the annual meeting;
- b. Vacancies in office shall be filled by the President with the approval of the Executive Board;
- c. The Executive Board may, at its discretion, remove an officer by a majority vote of the Board and/or a majority vote of the membership eligible to vote when, according to the Board's and /or Membership's

best judgment, the removal serves the best interest of the Corporation.

Section 3. President:

The President shall:

- a. preside at all regular meetings;
- b. secure the Chairmen of all standing and special committees with the exception of the Nominating Committee;
- c. be an ex-officio member of all committees except the Nominating Committee;
- d. secure a representative to the Michigan League of Handweavers, subject to the approval of the Executive Board.

Section 4. Vice-President

The Vice-President shall:

- a. have all the powers and perform all the duties of the president when the President shall be absent or disabled;
- b. perform such additional duties as delegated by the president;
- c. be the Chair of the Nominating Committee;
- d. arrange for meeting places, if necessary, for the current year;
- e. arrange for hospitality for the guest speakers and workshop instructors;
- f. coordinate and publicize current year programs.

Section 5. Secretary:

The Secretary shall:

- a. keep complete minutes of all meetings;
- b. provide the President and Executive Board members with the minutes of the previous Board meeting no later than ten days before the next board meeting.

Section 6. Treasurer:

The Treasurer shall:

- a. have charge of all funds;
- b. pay all approved bills;
- c. prepare a budget for the coming year for approval by the Executive Board and the membership at the annual meeting;
- d. present the books and annual report to the Auditor after the annual meeting;
- e. submit a general report at the annual meeting and arrange for an audit at the end of the fiscal year;
- f. provide auditor's report to the Executive Board;

- g. prepare and file the required forms for taxes etc., to comply with local, state, and federal laws.

ARTICLE VI – Executive Board

Section 1.

The Executive Board shall:

- a. consist of the elected officers and the Chairs of the standing committees;
- b. manage the business, property, and affairs of the Corporation;
- c. hold meetings at the call of the President or any five Board Members.

ARTICLE VII – Committees

Section 1. Committees:

The standing committees shall be: Education, Program Planning, Publications, Service Bureau, Membership, Scholarship and Mentorship, Michigan League of Handweavers, and Newcomers.

The special committees shall be: Nominating and Yearbook.

The Executive Board, at its discretion, may form other special committees for projects or tasks that have a duration of less than one year.

Section 2. Chairs:

The Chairs shall secure members of their committees in consultation with the President. A committee may consist of one person.

Section 3. Education

The Education Committee shall:

- a. consist of a representative for Library, the Study Group Leaders, the archivist/historian, the slide/photography librarian, the equipment rental personnel and the Arts Council representative;
- b. make available a library of books for the membership;
- c. coordinate the study group activities and obtain leaders for the groups;
- d. arrange and oversee exhibits for Guild meetings;
- e. coordinate the activities of the Guild's past history, archives, and maintain and make available a slide collection for the use of the Guild and other organizations;
- f. provide and make available equipment to be rented to Guild members;
- g. coordinate the photographing of Guild activities and completed woven projects for the slide library;

- h. submit a report at the annual meeting.

Section 4. Program Planning

The Program Planning Committee shall:

- a. be responsible for the planning of programs and workshops for the following Guild year;
- b. arrange for meeting locations for programs and workshops for the following Guild year.

Section 5. Publications

The Publications Committee shall:

- a. prepare the corporation's newsletter, The Shuttle, for publication;
- b. get the newsletter published;
- c. distribute the newsletter.

Section 6. Service Bureau

The Service Bureau Committee shall:

- a. fulfill the weaving and fiber related service requests from the community, Guild and Guild members;
- b. maintain equipment used in fulfilling requests;
- c. maintain records of volunteer time involved in fulfilling requests;
- d. explore various means to communicate the goals of the Guild to the general public. This includes but is not limited to seeking publicity opportunities for Guild activities and interacting with other guilds, the art community and the general public;
- e. submit a report at the annual meeting.

Section 7. Yearbook

The Yearbook Committee shall:

- a. prepare the Yearbook for publication;
- b. acquire fabric samples for the Yearbook cover;
- c. get the Yearbook published;
- d. distribute the Yearbook to active members.

Section 8. Membership

The Membership Committee shall:

- a. collect membership dues and turn them over to the Treasurer;
- b. remind members of yearly dues;
- c. maintain an accurate membership file;
- d. provide membership cards to members in good standing;
- e. make name tags for new members;
- f. provide Newcomers Committee and Publications Committee with names and addresses of new members;

- g. the Membership Chair shall be a member of the yearbook committee.

Section 9. Scholarship and Mentorship

The Scholarship and Mentorship Chair shall:

- a. form a committee consisting of two other members at large to receive and review the request for scholarship funds and present them with the committee's recommendations for funding to the Executive Board.
- b. arrange for approved scholarship funds to be distributed.
- c. co-ordinate the Mentorship program.
- d. submit a written report at the annual meeting.

Section 10. Michigan League of Handweavers

The Michigan League of Handweavers Chair (MLH) shall:

- a. serve as a liaison between the Guild and MLH.

Section 11. Nominating

The Nominating Committee shall:

- a. consist of the Vice-President as Chair and at least two members from the membership; these appointments shall be made by the February meeting;
- b. present a single slate of officers in the April The Shuttle;
- c. get the consent of the nominees.

Section 12. Newcomers

The Newcomers Committee shall:

- a. contact new members within a month after they join;
- b. introduce new members at the general meeting;
- c. publish new members name, address and interests in The Shuttle;
- d. continue follow-up contact with new members for a year.

ARTICLE VIII – Dues and Fiscal Year

Section 1. Dues:

- a. dues shall be set by the Executive Board with the approval of the membership;
- b. dues are payable at the annual meeting; dues apply to the current fiscal year regardless of the date paid.

Section 2. Fiscal Year:

The fiscal year shall begin on June 1.

ARTICLE IX – Amendments

These By-Laws may be amended at any regular or annual meeting by a majority of members present, provided such amendments have been presented in writing to all members of record entitled to vote at such meetings thirty (30) days in advance of the meeting. This notice shall be placed in the Corporation's publication The Shuttle.

ARTICLE X – Parliamentary Authority

All questions of parliamentary procedure not covered by these By-Laws shall be determined by Roberts Rules of Order.

ARTICLE XI – Disbursement of Funds and Provisions for Dissolution

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by (a) A corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law) or (b) By a corporation, contributions to which are deductible under Section 170(C092) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Upon dissolution of the organization, the Executive Board shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine.