

DOGWOOD CHAPTER BYLAWS

2017

Chapter Bylaws

Dogwood Chapter

The Embroiderers' Guild of America, Inc.

Tennessee Valley Region

Chapter Bylaws: 2017

ARTICLE I

The name of this organization shall be Dogwood Chapter of The Embroiderers' Guild of America, Inc., (EGA). While this chapter is recognized as a chapter by EGA, the Chapter and its members may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.", the stylized needle and thimble logo and design, and the letters "EGA", under standards approved by EGA. All use of such registered trademarks shall be discontinued upon the suspension, withdrawal of recognition, resignation, or dissolution of this chapter.

ARTICLE II OBJECT

The mission of The Embroiderers' Guild of America is to inspire passion for the needle arts through education and the celebration of its heritage.

ARTICLE III MEMBERSHIP

Section 1. Any person, regardless of race, gender, religion, national or ethnic origin, may become a member of this chapter upon application and payment of dues.

Section 2. Annual dues shall be payable upon notification by the vice president of membership.

Section 3. Those whose dues are not paid by the date specified by the EGA Board of Directors shall be automatically dropped from membership.

Section 4. Transfer and plural members shall be accepted by this chapter upon notification and payment of chapter dues and appropriate region dues, provided the member's current national dues have been paid through the primary chapter.

ARTICLE IV OFFICERS

Section 1. The elected officers of this chapter shall be a president, a vice president of programs/education, a vice president of membership, a secretary, and a treasurer.

Section 2. Officers shall serve a term of two (2) years or until their successors are elected, and term of office shall begin January 1st.

Section 3. No member shall be eligible to serve more than two terms consecutively in the same office, and no member shall hold more than one elected office at a time.

Section 4. If a vacancy occurs in the office of president, the vice-president of programs/education shall automatically become president; all other vacancies in office shall be filled by election by the Board of Directors.

Section 5. Nominations and Elections:

- a. A nominating committee of three members with one alternate shall be elected by the board of directors at the second quarterly meeting.
- b. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled and to report at the third quarterly meeting, having obtained consent for nomination from each.
- c. The election of officers shall be at the fourth quarterly meeting. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees prior to the meeting. If there is more than one candidate for an office, the vote shall be taken by ballot.

ARTICLE V MEETINGS

Section 1. Regular meetings of the chapter shall be held quarterly. Additional meetings may be held at the discretion of the board of directors.

Section 2. The annual meeting shall be held in December for the purpose of electing officers, receiving annual reports from the officers and standing committees, adopting a budget, and transacting any other business that may arise.

Section 3. Special meetings may be called by the president, by the board of directors, or by five percent (5%) of the members, two of whom must be board members. A seven day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. The quorum for all chapter meetings shall be 10 members or 10% of the membership, whichever is smaller.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers (executive committee) and standing committee chairmen. The outgoing president may serve on the board of directors. Members of the executive committee, the region representative and all chapter standing committee chairman have the right to vote. Special committee chairman and the parliamentarian do not have voting privileges. The president shall have the deciding vote in case of a tie.

Section 2. The president shall appoint a region representative and a parliamentarian, with the approval of the executive committee. The appointment(s) shall be announced at the first chapter meeting after election or as appropriate. The parliamentarian shall serve without a vote.

Section 3. Unless otherwise stated, the term for the appointed members of the board of directors shall be concurrent with the term of the president who appointed them.

Section 4. The board of directors shall have general supervision of the affairs of the chapter between its business meetings: fix the day, hour, and place of meetings; make other recommendations to the chapter; and perform other duties specified in these bylaws. The board shall be subject to the orders of the chapter and its acts shall in no way conflict with action taken by the general membership.

Section 5. Meetings of the board shall be held on the second Thursday of every other month, beginning in January.

Section 6. Special meetings of the board of directors may be called by the president or by any three members of the board, one of whom shall be an elected officer. A seven day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 7. The quorum for all board of directors meetings shall be a majority of its members.

Section 8. Voting without a meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without an in-person meeting provided that all members of the board or committee are notified in writing or by electronic means of the resolution and that two-thirds of the members of the board or committee consent in writing or by electronic means to the adoption of the resolution authorizing the action. If action without an in-person meeting is necessary by the board,

the action must be ratified at the next regular board meeting in order to become an official act.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the elected officers of the chapter.

Section 2. The executive committee shall have general authority over the chapter between meetings of the board of directors and it shall perform other duties specified in these bylaws. Any action taken by the committee shall be reported at the next board meeting.

Section 3. Meetings of the executive committee shall be held between meetings of the board of directors, if necessary.

Section 4. The quorum for the executive committee shall be a majority of its members.

ARTICLE VIII COMMITTEES

Section 1. The standing committees of this chapter shall be community outreach, education/programs, hospitality, membership, newsletter, and publicity.

Section 2. The president shall appoint all standing committee chairmen. Committee appointments shall be approved by the executive committee. The president shall announce said appointments at the first chapter meeting following the election or as appropriate.

Section 3. Special committees or additional standing committees shall be appointed by the president as the chapter or the board of directors deems necessary.

Section 4. The president shall be an ex officio member of all committees except the nominating committee.

ARTICLE IX FISCAL POLICIES

Section 1. The fiscal year shall be from January 1 through December 31.

Section 2. The books and accounts of the chapter shall be kept in accordance with sound accounting practices. Chapter financial records shall be audited each year, either professionally or by an audit committee appointed by the chapter president. The treasurer

shall furnish EGA with a report of the finances of the chapter by February 15 of each year and shall send proportionate amounts of each member's dues to both EGA and the region on a regular basis.

Section 3. No one may profit from membership in EGA; however an EGA chapter may contract with individual members in their professional capacities. EGA prohibits the use of membership lists other than for EGA purposes.

Section 4. Annual Budget

- a. The chapter shall prepare and present a budget to the membership for approval prior to the effective date of the budget.
- b. The board of directors and/or the executive committee shall not spend any non-budgeted funds in excess of \$500.00 during the budget year. The chapter may approve an expenditure in excess of this amount provided:
 1. the membership is notified in writing at least thirty (30) days prior to the meeting at which the vote is taken,
 2. the written notice shall include the amount and purpose of the expenditure, and
 3. the approval is by a two-thirds vote.

Section 5. Donations: Donations of monies by the chapter may be made to any organization which is in compliance with Section 501(c)(3) of the United States Internal Revenue Code and which the chapter, by a two-thirds vote has designated as the recipient. Notice of such a proposed donation shall be submitted in writing to the members at least thirty days prior to the meeting at which such vote is to be taken.

Section 6. Dissolution: In the event of dissolution of the chapter, all its assets and funds remaining after payment or provisions for payment of all debts and liabilities of the chapter shall be distributed to one or more organizations which have been in existence for a period of two years, which are in compliance with Section 501 (c) (3) of the United States Internal Revenue Code, and which the chapter has designated as a recipient by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty days prior to the meeting at which such a vote is to be taken.

Section 7. Indemnification of Directors or Officers

- a. Directors and Officers Covered. Directors whom the chapter may indemnify under this Section include the directors described in these chapter bylaws as members of the board of directors. Officers whom the chapter may indemnify under this Section are the elected officers described in these chapter bylaws. If an officer or director is described in this Section, indemnification may be paid to her/his duly qualified executor, administrator, or other personal representative.

- b. Legal Actions, Suits or Proceedings Brought Against Directors or Officers of Chapter.
- (1) Discretionary Indemnification. Except as provided in Paragraph (2) below, the chapter may, at the sole discretion of its board of directors, indemnify any director or officer or former director or officer described in Paragraph a above against any judgment and any expenses, including attorneys' fees, actually, reasonably and necessarily incurred by her/him in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.
 - (2) Limitations Upon Indemnification. The chapter shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the chapter's board of directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the chapter or to EGA.
- c. Payment of Indemnification.
- (1) Approval. Notwithstanding the foregoing paragraphs, the chapter shall not indemnify any director or officer described in Paragraph a of this Section unless such indemnification is approved by its board of directors acting by a quorum which consists of directors who are not parties to the action or proceeding for which indemnification is considered.
 - (2) Notice to Members. If any expenses or other amounts are paid by way of indemnification to a director or officer, other than by court order or action by the members, the chapter shall prepare a statement specifying the person(s) paid, the amount, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the chapter to its members of record entitled to vote for the election of directors within 3 months from the date of payment.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with the chapter bylaws, Tennessee Valley Region bylaws, the bylaws of The Embroiderers' Guild of America, Inc., any special rules of order the chapter may adopt, or any statutes applicable to this organization.

ARTICLE XI AMENDMENT TO BYLAWS

Section 1. Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the chapter bylaws shall be incorporated automatically in the chapter

bylaws and the membership shall be informed of such changes at the next regular meeting; and

Section 2. These bylaws may also be amended by a two-thirds vote at any regular meeting of the chapter provided the proposed amendment has been submitted in writing to the membership at least thirty days before the meeting and the proposed amendment has received the approval of The Embroiderers' Guild of America, Inc., prior to the meeting.

Membership Approval	<u>12-6-17</u>	<u>Susan Ayres</u>
	Date	Chapter President Signature
EGA Approval	<u>1/17/17</u>	<u>Bucky Autey</u>
	Date	Chair, Chapter/Region Bylaws Committee
EGA Approval	<u>2/11/2018</u>	<u>Rebecca E. Wardlaw</u>
	Date	Director of Bylaws