

# Bylaws of Potomac Fiber Arts Guild, Inc.

## Article I: Name and Purpose

**Sec. 1.** The name of this Guild shall be Potomac Fiber Arts Guild, Incorporated.

**Sec. 2.** The purpose of this Guild shall be to promote excellence in design and fine craftsmanship in the fiber arts and to provide educational opportunities for its members and the general public in order to further their skills in and appreciation of the fiber arts.

**Sec. 3.** This Guild is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## Article II: Officers and Board

**Sec. 1.** The elected officers shall be: President, Vice-President, Secretary, and Treasurer.

**Sec. 2.** The Board shall consist of the President, Vice-President, Secretary, Treasurer, Membership Committee Chair, Librarian, Newsletter Editor, Outreach Committee Chair, and the President of the Potomac Fiber Arts Gallery (ex-officio).

**Sec. 3.** Terms of office: Elected officers shall serve one year. Elected officers may serve additional terms upon approval by a majority of members present at a regular Guild meeting.

**Sec. 4.** Elections shall be held at the Guild annual meeting in May and officers shall be installed at the same meeting.

**Sec. 5.** Vacancies: If the President becomes unavailable during his or

her term of office, the Vice President shall complete the unexpired term. The President with the approval of the Board shall fill vacancies in other offices.

**Sec. 6.** Removal from office: Officers may be removed from office for cause (e.g., not fulfilling the duties of the office) by a majority vote of the members of the Board.

**Sec. 7.** Officers and members of the Board shall serve without compensation.

**Sec. 8.** The officers and members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the Guild.

## Article III: Duties of Officers

**Sec. 1.** The Duties of President, Vice President, Secretary, and Treasurer shall be those usually pertaining to these offices as described in *Robert's Rules of Order Newly Revised*.

**Sec. 2.** The Vice President shall also be chair of the Program/Workshops committee.

**Sec. 3.** In the absence of both the President and the Vice President, the Secretary shall call the Guild meeting to order and shall appoint a President Pro Tem for that meeting only.

## Article IV: Committees and their Duties

**Sec. 1.** The President shall appoint the chairs of all standing and special committees (except the Program/Workshop Committee, whose chair is the Vice President) and shall be an ex-officio member of all committees except the Nominating Committee.

**Sec. 2.** The standing committees shall be: Program/Workshops, Outreach, Hospitality, Library, Study Groups,

Nominating, Membership, Grants, Equipment, Yearbook and Newsletter.

**Sec. 3.** Special committees may be formed and appointed by the President as needed.

**Sec. 4.** The Program/Workshops Committee shall be responsible for carrying out the year's programs, mini-workshops, and workshops for the following year. The Program/Workshop Committee chair shall, with the permission of the Board, have the authority to sign contracts that are binding on the Guild for speakers and instructors. The Guild registrar shall be appointed by the President and shall be a member of the Program/Workshop Committee. The Guild Programs Logistics Coordinator shall be appointed by the President and shall be a member of the Program/Workshops Committee.

**Sec. 5.** The Outreach Committee shall be responsible for Guild-sponsored teaching and promotional events as a means of furthering the purposes of the Guild as stated in Article I.

**Sec. 6.** The Hospitality Committee shall arrange for refreshments at each Guild meeting.

**Sec. 7.** The Library Committee shall work with the Librarian to operate the library during meetings, to purchase new publications for the library, and to decide on appropriate publications to deaccession from the library.

**Sec. 8.** The Study Groups Committee shall encourage the formation of study groups within the Guild and shall provide information about Study Groups to the Yearbook Editor for inclusion in the Guild Yearbook.

**Sec. 9.** The Nominating Committee shall be appointed by the President not later than February of each year and shall present a slate of candidates at the April meeting and in the May

newsletter for election at the May annual meeting of the Guild.

**Sec. 10.** The Membership Committee shall maintain and receive applications for new members, shall maintain membership lists, and shall keep Guild name tags up to date.

**Sec. 11.** The Grants Committee shall administer the Margaret M. Conant Grant and any other such grants as the Guild may make available.

**Sec. 12.** The Equipment Committee shall maintain an inventory of the Guild equipment and make it available for rental to the members of the guild.

**Sec. 13.** The Yearbook Committee shall be responsible for the publication of the annual yearbook to include the current program, bylaws and list of members of the Guild.

**Sec. 14.** The Newsletter Editor shall be responsible for publishing the Newsletter.

## Article V: Duties of the Board

**Sec. 1.** The Board shall direct the activities of the Guild and shall make recommendations for the transaction of business. A majority of members of the Board shall constitute a quorum for meetings of the Board.

**Sec. 2.** The Board shall meet at least four times each year.

**Sec. 3.** The Board shall have the sole authority to disburse Guild funds.

## Article VI: Membership

**Sec. 1.** Membership shall be open to all persons who practice or are interested in the fiber arts.

**Sec. 2.** Members shall be designated as Active, Family, or Honorary.

**Sec. 3.** Honorary members enjoy all the privileges of the Guild and shall be exempt from dues. Nominations for Honorary membership shall be referred to the Board.

**Sec. 4.** A member who has not paid outstanding charges, fines, or dues by June 30th shall be dropped from membership. Membership may be reinstated upon payment of all outstanding dues, charges, and fines.

#### **Article VII: Dues**

**Sec. 1.** Dues for each year shall be set by the Board and approved by a majority of members present and voting at a regular Guild meeting.

#### **Article VIII: Meetings**

**Sec. 1.** Regular meetings of the Guild shall be held on the second Saturday of each month from September through June. The day, time, and place of meetings may be changed by a vote of the Board.

**Sec. 2.** Regular meetings of the Board shall be convened by the President, but not fewer than four meetings per year.

**Sec. 3.** Special meetings of the Board shall be called by the President upon the request of three members of the Board. Special meetings of the membership may be called by the President or upon request of ten members. Members must be notified of special member meetings.

**Sec. 4.** The annual meeting of the membership shall be the May meeting. The purpose of the meeting shall be to elect and install officers.

#### **Article IX: Parliamentary Authority**

**Sec. 1.** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this Guild in all cases in which they are applicable and in which they are not inconsistent with

these bylaws and any special rules of order that the Guild may adopt.

#### **Article X: Amendments to the Bylaws**

**Sec. 1.** These bylaws may be amended at any regular meeting of the Guild.

**Sec. 2.** Members must be provided with the text of proposed bylaws changes at least two weeks prior to any meeting at which such changes will be discussed and voted upon.

**Sec. 3.** Amendments may be passed by a majority of members present and voting at a regular meeting, provided that all members have been sent the text of the proposed amendments in accordance with Sec. 2 of this Article.

#### **Article XI: Referendum**

**Sec. 1.** A mail or electronic-mail referendum on any Guild policy may be ordered by the Board.

#### **Article XII: Duration**

**Sec. 1.** The duration of the Guild shall continue until dissolution.

#### **Article XIII: Dissolution**

**Sec. 1.** In the event of the dissolution of the Guild, the Board shall, after paying or making provision for payment of all outstanding liabilities of the Guild, dispose of all assets of the Guild in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as exempt under Sec. 501(c)(3) of the Internal Revenue Code.

Amendments Approved – June 9, 2012