

Youngstown Area Chapter
The Embroiderers' Guild of America, Inc.
Great Lakes Region

Chapter Bylaws: 2019

ARTICLE I NAME: USE OF EGA'S TRADEMARKS

The name of this organization shall be Youngstown Area 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 the EGA registered trademarks (e.g., "The Embroiderers' Guild of America, Inc.," the stylized 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 purpose of this chapter shall be to inspire passion for the needle arts through an active program of education and the celebration of its heritage.

ARTICLE III MEMBERSHIP

Section 1. Chapter membership shall be open to any individual interested in furthering the purpose of this organization upon payment of dues. Membership may not be limited in number or group of people and must be nondiscriminatory with regard to race, gender, religion, national or ethnic origin or as required by federal law, the law of the state of Kentucky, and the law of the state where the chapter is located from time to time.

Section 2. Annual dues shall be payable upon notification by the chapter membership chairman.

Section 3. Those members 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 members' current national dues have been paid through their primary chapters.

ARTICLE IV OFFICERS

Section 1. The elected officers of this chapter shall be a president (who will also serve as region representative), a vice president, a recording secretary, a corresponding secretary, and a treasurer.

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

Section 3. No member shall be eligible to serve more than two two-year 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 shall automatically become president; all other vacancies in office shall be filled by election by the board of directors. After a motion and second have been made, an officer may be removed for cause by a vote of the membership.

Section 5. Nominations and Elections

a. A nominating committee of three (3) members shall be elected at the board of directors meeting held the second January of a two-year term. The three members shall elect a nominating committee chairman.

b. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled. Having obtained consent for nomination from each candidate listed, the nominating committee shall submit its report at the board of directors meeting held the second August of a two-year term, and the report shall be published in the newsletter prior to that October chapter meeting.

c. The election of officers shall be at the general meeting held the second October of a two-year term. Only members may vote for the election of officers. 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 general meetings of the chapter shall be held on the fourth Tuesday of January through October unless otherwise ordered by the membership or the board of directors.

Section 2. An annual meeting will be held in December every year. The annual meeting held in the second December of a two-year term shall be to install newly elected officers. All annual meetings shall include the delivery of annual reports from the officers and standing committees, adoption of a budget, and transaction of any other business that may arise.

Section 3. Special meetings may be called by the president, by the board of directors, or by five (5) members, three 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 thirty percent (30%) of the membership.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers (executive committee), the immediate past president, the standing committee chairmen, the special committee chairmen, and the parliamentarian.

Section 2. The president shall appoint a parliamentarian with the approval of the executive committee. The appointment shall be announced at the January board of directors meeting or as appropriate and published in the newsletter. 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. Upon a motion and second, a board member may be removed for cause by a vote of the board of directors.

Section 4. The board of directors shall have general supervision of the affairs of the chapter between its business meetings (e.g., 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. Its acts shall in no way conflict with action taken by the general membership.

Section 5. Unless otherwise ordered, a monthly meeting, except in November and December, of the board of directors shall be held. The board meeting held the first January of a two-year term will be attended by members of the previous year's and the incoming year's board of directors.

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 the members present (three [3] of whom must be elected officers).

ARTICLE VII EXECUTIVE COMMITTEE

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

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 audit, budget, bylaws, chapter liaison, education, history, hospitality, library, membership, newsletter editor, new member liaison, nominating, outreach, program, social media, sunshine, ways and means, and webmaster.

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 installation of officers 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 as 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 a report of the chapter finances to EGA by February 15 of each year and shall send proportionate amounts of each member's dues to EGA and the Great Lakes Region on a regular basis.

Section 3. No one may profit from membership in the 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 no later than the meeting prior to the effective date of the budget.

b. The board of directors and/or the executive committee shall not spend any nonbudgeted funds in excess of \$500.00 during the budget year. The chapter may approve by vote 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 of the members present at the chapter meeting.

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 (30) 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 of its assets and funds remaining after payment or provisions for payment of all debts and liabilities shall be distributed to one or more organizations which have been in existence for a period of two (2) 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 of the membership. Notification to

the membership shall be provided in writing at least thirty (30) 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 another personal representative.

b. **Legal Actions, Suits or Proceedings Brought Against Directors or Officers of the 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 attorney 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 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 of 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 directors within three (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, Great Lakes 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 bylaws 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 through the chapter's newsletter, and

Section 2. These bylaws may also be amended by a two-thirds vote at any general meeting of the chapter provided the proposed amendment has been submitted in writing to the membership at least thirty (30) 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 _____
June 25, 2019 CAROLE L. DEWITT, President

EGA Approval _____
8/13/2019
Date Chairman, Chapter/Region Bylaws Committee

EGA Approval _____
8/16/19
Date Director of Bylaws