

NEW YORK GUILD OF HANDWEAVERS, INC. BY-LAWS

Revised 1968, 1977, 1980, 1982, 1989, 1992, 1994, 2008, 2017, and 2023

A 501(c)(3) nonprofit organization

ARTICLE I: NAME

The name of this organization shall be the New York Guild of Handweavers, Inc.

ARTICLE II: PURPOSE

The purpose of this organization is to furnish inspiration, information, and mutual assistance to handweavers.

ARTICLE III: MEMBERSHIP

Section 1. Active Membership

Active membership shall be open to persons interested in the art of handweaving upon the payment of annual dues.

Section 2. Honorary Membership

A person who has attained unusual honors or success may be elected to honorary membership by unanimous vote of the Board of Directors. Such honorary members may serve on committees and may exhibit. They are not required to pay any dues, fees or assessments and shall not be entitled to vote at any meeting of the Guild.

Section 3. Exhibits

All juried shows and exhibits must be juried by persons outside of the Guild who have expertise in weaving. Exhibitors must be members in good standing of the Guild.

ARTICLE IV: FISCAL YEAR

The fiscal year shall commence on July 1 and end on June 30.

ARTICLE V: FEES AND DUES

Section 1. Annual Dues

Annual dues shall be charged for active membership. The amount shall be set by the Board of Directors and shall be reviewed at the March Board meeting. Membership shall be notified of the upcoming year's dues in the April newsletter and at the Annual Business meeting in April. A bill for the upcoming year's dues shall also be sent to all members in April. Dues are payable July 1 and are delinquent after September 30. The failure of any member to pay dues in full by October 1 of any year shall constitute a forfeiture of that year's membership.

Section 2. Guests

A guest fee, to be set by the Board of Directors, shall be charged to each nonmember attending a meeting or program. A guest fee shall not be charged if the person joins the Guild at that meeting. The amount of the fee shall be reviewed at the March Board meeting.

Section 3. Workshops

Any non-member attending a Guild workshop shall pay a non-member fee, to be set by the Board of Directors, in addition to the workshop fee. Invited participants are exempted.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Functions

The Board of Directors shall have entire charge of the affairs of the Guild, shall elect all honorary members; shall fill all Board vacancies that occur during the fiscal year; shall control the use and disbursement of all Guild funds; and at the first regular meeting of the new Board each year shall formulate and adopt a budget. They shall also be the trustees of any property that the Guild owns.

Section 2. Composition

The Board of Directors shall consist of four officers and at least four committee members. They are elected by the members at the Annual Business Meeting (see Article X, section 2) of the Guild, to serve for a term of two years. The officers of the Board will be selected by the Board of Directors. Additional Board members may be elected if resignations from the Board have left vacancies. The Board of Directors may replace any Board member who does not perform his or her duties. These duties shall include, in addition to those specified in Articles VII and VIII, attendance at least 50% of Board meetings held throughout the year.

Section 3. Terms of Office

All Directors shall enter upon their respective terms of office at the close of the last meeting of the Spring (April). The announcement of new officers shall be made in the first newsletter following election. Past officers preside through this last meeting.

ARTICLE VII: OFFICERS

Section 1. Officers

The Officers of the Guild shall be President, Vice-President, Secretary and Treasurer.

Section 2. Selection of Officers

The new officers shall be chosen from and by the Board of Directors before the first meeting in September.

- Section 3. Terms of Office
The Officers shall serve two years. They may be re-elected.
- Section 4. Duties of the President
It shall be the duty of the President to preside at all meetings of the Guild and the Board of Directors; to exercise general supervision over all of the interests and activities of the Guild; and to pass the books of office on to his/her successor at the end of his/her term. The President shall provide each incoming Director with a copy of these By-Laws.
- Section 5. Duties of the Vice-President
It shall be the duty of the Vice-President to assist the President; to perform all the duties of the President during the President's absence or at his/her request; to be in charge of special projects such as field trips or tours; and to pass the books of office on to his/her successor at the end of his/her term.
- Section 6. Duties of the Secretary
It shall be the duty of the Secretary to keep an accurate record of the proceedings of every meeting of the Guild and of the Board of Directors; to make a report at the Annual Business Meeting of the Guild; to perform the duties which usually devolve upon a Secretary; and to pass the books of office on to his/her successor at the end of his/her term. The minutes of the preceding Board meeting must be made available to the Board one week prior to the subsequent meeting.
- Section 7. Duties of the Treasurer
It shall be the duty of the Treasurer to take direct charge of all funds belonging to the Guild; to collect all fees, dues, and other bills owing to the Guild; to make disbursements of Guild funds under the orders and regulations given by the Board of Directors, including prompt reimbursement of Board Members and others for reasonable expenses incurred on behalf of the Guild and payment of speakers engaged for meetings and workshop leaders; to annually file IRS Form 990-N; to keep a simple set of books giving an accurate and permanent account of all receipts and disbursements, to supply a semiannual and annual itemized financial statement at the September and March Board meetings, respectively; as well as an Annual Report at the Annual Business Meeting of the Guild, and to pass the books of office on to his/her successor at the end of his/her term.

ARTICLE VIII: COMMITTEES

- Section 1. Selection of Chairpersons
After the Annual Business Meeting of the Board of Directors, the Chairpersons of the following committees shall be chosen from and by the incoming Board of Directors: (a) Program (b) Membership (c) Newsletter (d) Publicity.

- Section 2. Committee Membership
Committee Chairs shall select and solicit assistance from the membership at large to serve on their respective committees.
- Section 3. Duties of Program Chairperson
It shall be the duty of the Program Chairperson to arrange suitable programs for the regular meetings of the Guild. The total net expense incurred shall not exceed the amount appropriated by the Board of Directors for the Program Committee.
- Section 4. Duties of the Membership Chairperson
It shall be the duty of the Membership Chairperson to see that application forms for membership in the Guild are duly processed; to keep records of the current membership; and to see that attendance records are kept; to maintain membership lists and provide the Webmaster with a current list of members' e-mail addresses for sending newsletters and other announcements, and a complete membership list to be sent to members once a year.
- Section 5. Duties of the Newsletter Editor
It shall be the duty of the Newsletter Editor to publish a newsletter during each month in which there is a general meeting of the Guild, giving the time, place, and content of the next meeting and any other information of interest to Guild members. The previous year's Annual Financial Statement shall be published in the September newsletter. The Annual Business Meeting (see Article X, section 2) of the Guild shall be announced in the April newsletter.
- Section 6. Duties of Publicity Chairperson
It shall be the duty of the Publicity Chairperson to arrange for appropriate publicity and social media for the Guild, its programs, workshops, and exhibitions.
- Section 7. General Duties
It shall be the duty of the Chairperson of each of the Committees upon request to report to the Board of Directors the status of such matters as are under the jurisdiction of said Committee. Each Chairperson shall maintain a book of office containing written instructions for the performance of his/her duties, and shall pass same on to his/her successor.
- Section 8. Vital Support
Vital Support positions may be appointed by the Board of Directors from time to time, as it deems necessary for the proper management of the Guild's affairs. These are not part of the Board of Directors and do not vote on Board matters. They perform such duties as Special Events, Hospitality, Librarian, Web Master, Out Reach, Newsletter Writer and the like. They serve at the discretion of the Board of Directors.

ARTICLE IX: MEETINGS

- Section 1. Regular Meetings
The regular meetings of the Guild members shall be held in the months of September, October, November or early December, January, February, March, and April, unless otherwise determined by the Board of Directors.
- Section 2. Special Meetings of Board or Members
Special meetings shall be called by the President when requested by a majority of the Board of Directors or by ten members.
- Section 3. Annual Business Meeting
The Annual Business Meeting of members shall be the regular meeting in the month of April.
- Section 4. Regular Board Meetings
Regular Board Meetings of the Board of Directors are held in September and March, usually occurring immediately prior to a General Meeting of the membership. These meetings may be cancelled or postponed depending on the nature of the work before the Board at the discretion of the President.
- Section 5. Special Board Meetings
Special Meetings of the Board of Directors may be held at any time or place when called by the President or by three members of the Board.
- Section 6. Board Quorum
Five Directors shall constitute a quorum of the Board of Directors.

ARTICLE X: ELECTIONS

- Section 1. Nominations
The President shall appoint an ad hoc Nominating Committee from among the general membership, to propose members whose names shall appear on the ballot for new members of the Board of Directors.
- Section 2. Balloting
Directors shall be elected by ballot at the Annual Business Meeting in April to take the place of those whose terms are about to expire, or who have resigned from the Board. They shall be elected by a majority of the votes cast.

ARTICLE XI: VACANCIES

- Section 1. Officers
Any vacancy occurring in the Office of President, Vice-President, Secretary, or Treasurer shall be filled by and from the Board of Directors at their next regular meeting after the occurrence of such vacancy, or as soon thereafter as possible.

Section 2. Board Members
Fifty percent of the remaining directors shall constitute a quorum of the Board of Directors.

ARTICLE XII: INTERPRETATION OF BY-LAWS

All questions of construction of the By-Laws shall be decided by the Board of Directors, and such decisions shall control until reversed or altered by the Guild.

ARTICLE XIII: AMENDMENT OF BY-LAWS

These By-Laws may be amended at any regular or special meeting of the Guild by the affirmation vote of two-thirds of the voting members, the amendment having been submitted to the Board of Directors at a meeting of the Board held previously thereto, and a notice of said amendment having been incorporated in the newsletter.

ADDENDUM TO THE BY-LAWS

I - Statement of Nondiscrimination

The New York Guild of Handweavers, Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

II - The Purpose of the Organization

The New York Guild of Handweavers, Inc. is organized exclusively for the charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More specifically, the organization is organized for educational purposes as used in section 501(c)(3) and relating to the instruction of the public on subjects useful to the individual and beneficial to the community.

III – The Activities of the Organization:

No part of the net earnings of the New York Guild of Handweavers shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IV – The Dissolution of the Organization:

Upon the dissolution of the New York Guild of Handweavers, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.