

Texas Tea Stitchers Guild

Proposed Bylaws

October 9, 2019

Mission Statement

Our mission is to expand and enrich members' skills and knowledge of textile and fiber arts, to join together for fellowship and educational opportunities; and, through outreach, to educate the public about these beautiful, constantly evolving art forms.

Article 1. Name

The name of the organization is Texas Tea Stitchers Guild, which shall be referred to as "the Guild" in these Bylaws.

Article 2. PURPOSE AND POLICIES

2.01 Purpose

The purpose of the Guild is four-fold:

- A. To foster appreciation of textile and fiber arts.
- B. To increase the knowledge of traditional and contemporary techniques of textile and fiber arts and to provide an encouraging environment in which members may practice and exchange ideas.
- C. To educate the public as to the significance, history and preservation of textile and fiber arts as art forms and crafts.
- D. To participate in projects that are in service to our communities.

2.02 Policies and Standing Rules

The Guild may formulate Policies and Standing Rules that shall govern the incidental operations of the organization, and that shall have the authority under these Bylaws; provided, however, that in the event any Policies or Standing Rules of the Guild conflict with these Bylaws, the Bylaws shall prevail.

- A. Standing Rules may be amended by Executive or Member meeting minutes.
- B. Standing rules shall be reviewed annually or more often as needed.
- C. The Board of Directors shall establish and amend the Standing Rules necessary to carry on the business of The Guild.
- D. The Board of Directors shall notify the membership of any changes to the Standing Rules in the official Guild Newsletter.

- E. Standing Rules shall be published and made available to the membership online.
- F. Any Standing Rule adopted by the Board of Directors may be rescinded by a two-thirds (2/3) vote of the voting membership at an Annual Business Meeting.

Article 3. Non-Profit

The Guild is organized exclusively for charitable and educational purposes as a nonprofit within the meaning of Section 501(c)(3) of the Internal Revenue Code and Texas Comptroller of Public Accounts requirements.

Article 4. Principal Office

4.01 Principal Office

The principal office of the Guild shall be located at the current President's residence.

ARTICLE 5. MEMBERS

5.01 Membership

Membership in the Guild is open to any person interested in textile and fiber arts. Any individual may become a member of the Guild by payment of the dues.

5.02 Membership Year

The membership year, fiscal year and accounting year of the Guild shall be January 1 through December 31.

5.03 Active Member

Any individual who has fully paid dues. Active members, over 18, shall each have one (1) vote.

5.04 Membership Dues

Payment of dues is required of all members, in an amount and frequency proposed by the Executive Board and approved by a majority of the membership at the Annual Meeting of the Membership.

- A. Annual dues shall be as set forth in the Guild Standing Rules.
- B. Dues shall be collected in January of each year.
- C. Members who have not paid by the February general membership meeting will be dropped from membership.
- D. Renewing members will renew at the full year dues amount.

5.05 Privileges of Membership

- A. The right to cast a vote in the election of officers, the approval of the Guild's budget, and the amendment of bylaws.
- B. The right to hold office in the Guild according to Article VII.
- C. The right to attend monthly meetings and to participate in Guild activities on a priority basis and at membership rates.
- D. The right to attend Board meetings as a non-voting member.
- E. The right to subscription to the Guild Newsletter
- F. The right to the Annual Directory

5.06 Guests

A person may attend two general meetings of the Guild as a guest before being required to join.

5.07 Membership Roster

Membership list cannot be distributed or sold and is for the express use of members only.

Article 6. Meetings

6.01 Annual Business Meeting

An annual business meeting of the general membership shall be held each year in October at a location within a fifty (50) mile radius of Luling, Caldwell County, Texas for the purposes of:

- A. Electing officers; and
- B. Approving the budget for the following year.
- C. The time and place of the meeting shall be set by the Executive Board.
- D. Notice of the annual business meeting will be provided at least one (1) month prior to the meeting.

6.02 General Membership Meetings

Regular monthly meetings, during which ongoing operations and administration of the Guild are conducted, together with the presentation of programs, workshops and other activities to come before the membership, shall be held at such dates and times, and with such regularity as the Executive Board shall determine, and announce to the members.

6.03 Special Meetings

Special meetings of the membership may be called by the President, the Executive Board, or by either ten or 1/10th, whichever is greater, of the active members. Written notice of a special meeting shall be provided to the membership at least ten (10), but no more than fifty (50) days, in advance of said meeting, and shall state the place, date, time and purpose of the special

meeting. Items considered by the membership at a special meeting shall be limited to its purpose(s) as set out in the notice. A member's attendance at a special meeting shall constitute waiver of notice of said meeting, except when a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.04 Minutes of Meetings

The minutes of each meeting shall be taken by the Secretary or designated person, and kept as a permanent record of the business of the Guild.

- A. Minutes shall be submitted for approval at the next meeting.
- B. After approval, minutes of General and Annual Membership meetings will be published in the Guild Newsletter and on the Guild website.
- C. Minutes will be taken of Officer Board meetings but will not be published on the website.
- D. Minutes of special meetings will be recorded and added to the permanent record if action is taken.

6.05 Additional Meetings

Additional meetings at which programs are presented and activities are carried out shall be held throughout the year as determined by the Executive Board and announced to the membership at a regular meeting or via newsletter.

6.06 Quorum

A simple majority of active members present at any General or Annual meeting of the membership shall constitute a quorum.

Article 7. Executive Board

7.01 Executive Board

An Executive Board comprised of such officers and other members as determined by these Bylaws shall administer the affairs of the Guild under the authority, responsibilities and duties outlined in these Bylaws. Members of the Executive Board must each be members in good standing of the Guild. All Executive Board members serve as liaisons for our guild.

7.02 Composition

The Executive Board shall consist of the following voting members:

- A. President
- B. 1st Vice President - Programs
- C. 2nd Vice President - Membership
- D. Secretary
- E. Treasurer

- F. Chairperson - Community Service
- G. Chairperson - Hospitality

7.03 Changes in Voting Positions

The voting positions on the Executive Board may be changed by an amendment to these Bylaws.

7.04 Election, Tenure, Removal and Vacancies

The election, tenure, removal and filling of vacancies of members of the Executive Board shall be as set forth for each of their individual offices and positions in the Guild.

A. Election and Tenure

- a. The officers shall each be elected by a majority vote of the members present at the Annual Business Membership Meeting.
- b. Officers shall be elected for a term of one (1) year.
- c. Shall serve no more than two (2) consecutive terms in that office.
- d. Shall serve no more than four (4) consecutive terms on the Executive Board.
- e. *Except for the offices of President and Secretary*, two (2) members may share an office. In the event of a shared office, that office shall be limited to one vote on the Executive Board.

B. Qualifications of the Board

- a. They shall be active members in good standing.
- b. All candidates must have all their dues and fees current.
- c. President, 1st Vice President, and Treasurer shall be members of the Guild for no less than one year at the time of installation of Officers.
- d. Shall not serve on any other textile, fiber, quilt, or stitching guild board concurrently.

C. Nominations

- a. A nominating committee established by the Executive Board shall present a slate of officer candidates at the annual membership meeting.
- b. Nominations may be accepted from the floor of the meeting.
- c. No nominations may be made without the consent of the nominee.

D. Voting

- a. Voting shall be by a show of hands of the members in attendance at the Annual Business Meeting.
- b. The election for any contested office (any office with more than one candidate) shall be by ballot, such ballots shall be counted by the Secretary and Parliamentarian, and announced immediately.
- c. The Parliamentarian shall announce the results immediately.

E. Term

- a. Each officer shall serve for a term of one (1) year from 1 January through 31 December.
- b. Officers will be pre-sworn in at the November membership meeting to assume their duties in January.
- c. Both current officers and pre-sworn officers for the next year will attend the December meeting for ease of transition.
- d. Officers duly elected shall constitute the Executive Board and shall assume their duties effective 1 January.

F. Vacancies

- a. Board vacancies occurring with more than six (6) months remaining of the term shall go to General Membership for special election.
 - i. Membership shall be notified of the special election at the general meeting in the month prior to the special election and by Newsletter.
 - ii. At the special election, nominations shall be taken from the floor.
 - iii. And, voting shall be conducted at the same general meeting.
 - iv. Simple majority of members present shall be considered a quorum sufficient to elect a nominee to the vacancy.
- b. Board vacancies occurring during the last six (6) months remaining of a term, the position shall be filled by appointment by the President with Board approval.
- c. All appointments or elections to fill a vacancy, shall terminate at the end of the existing term.
- d. Partial terms, appointed or elected, shall not count as a term.

7.05 Board Meetings

Meetings of the Executive Board shall be held monthly, unless otherwise specified by the President. Special meetings of the Executive Board shall be called by the President upon three days' notice by telephone, email or written notice. Attendance at any regular or special meeting shall constitute waiver of notice of the meeting, except when an Executive Board member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.06 Board Action and Quorum

A Board vote passed by a quorum shall be the act of the Executive Board and the Guild, unless the act requires a greater number of members as is required by law or another section of these Bylaws.

- A. Fifty-one percent (51%) of the voting members of the Executive Board shall constitute a quorum for the purpose of transacting business at any Board meetings.
- B. If fewer than 51% are present at a meeting, a majority of the Board members present may adjourn the meeting without further notice.

7.07 Action without Meeting

Any action required by the Executive Board may be taken without a meeting and with the same force and effect as a unanimous vote in a duly-called meeting, if all voting members of the Executive Board shall consent in writing to such an action.

7.08 Guild Contracts

Upon a passing vote, the Executive Board may authorize any officer or member authority to enter into contracts in the name of and on behalf of the Guild. This authority is restricted to specific terms and conditions which were voted upon. Unless so authorized by the Executive Board, no officer or member shall have the power or authority to bind the Guild by any contract or engagement, or to pledge or render the Guild financially liable for any purpose or any amount.

7.0.9 Officers

The officers of the Guild shall be: President, 1st Vice President - Programs, 2nd Vice President - Membership, Secretary, Treasurer, Chairperson - Community Service, Chairperson - Hospitality. The duties and responsibilities of which are as follows:

A. President

- a. Shall attend all monthly Board Meetings
- b. Shall preside at all meetings of the Guild and the Executive Board.
- c. Shall prepare an agenda for all meetings.
- d. Shall establish standing and ad hoc committees of the Guild.
- e. Shall call special meetings of the membership or the Executive Board, as the President may deem required.
- f. Shall ensure that all officers and committee chairs are in compliance with these Bylaws, and other policies and procedures established by the Executive Board.
- g. Shall appoint a Parliamentarian for all general and board meetings and ensure a copy of "Robert's Rules of Order, Newly Revised" is available for the Parliamentarian.
- h. Shall ensure timely handling of correspondence received by the Guild and shall open all financial materials prior to forwarding to the Treasurer.
- i. Is authorized to be a signer of the Guild checks.

B. 1st Vice President of Programs

- a. Shall attend all monthly Board Meetings
- b. Shall conduct meetings in which the President is unable to, or refuses to, act;
- c. Shall serve as President Pro Tempore in the event of a vacancy in the office of President, until a replacement is duly elected or appointed.
- d. Shall coordinate contracted speaker programs for the Monthly General Membership Meetings for the current year.
- e. Permitted to cosign Guild checks
- f. Shall perform any other duties that are incidental to the position.

C. 2nd Vice President of Membership shall be responsible for membership, and:

- a. Shall attend all monthly Board Meetings
- b. Shall maintain a roster of Guild members
- c. Up-to-date records of membership, to include name, address, email, phone, birthday, and membership number
- d. Permitted to cosign Guild checks.
- e. Collect dues in January.

D. Secretary

- a. Shall attend all monthly Board Meetings.
- b. Shall record and report accurate minutes of all meetings of the Guild and the Executive Board.
- c. Shall be responsible for any correspondence of the Guild, which does not relate specifically to an activity or responsibility of another Board position.
- d. Shall preserve all records of the Guild.
- e. Maintain archived records of the Guild including year end financial reports, tax filings, minutes, etc.
- f. Keep a digital backup of any electronic records, files, etc.
- g. Permitted to cosign Guild checks.

E. Treasurer shall have charge of the Guild funds, and:

- a. Shall attend all monthly Board Meetings.
- b. Shall receive all monies collected by the Guild.
- c. Shall deposit all funds to the credit of the Guild in such banks or depositories as the Executive Board may approve and authorize.
- d. Shall disburse monies needed to pay all authorized expenditures and disbursements for the Guild.
- e. Together with the Executive Committee, shall develop an operating budget to be presented annually to the membership for approval.
- f. Shall reconcile and maintain accurate records of all Guild financial transactions ready for review by any member at any time reasonable.
- g. Shall prepare and present a Treasurer's Report each month at the Monthly General Membership Meeting for membership approval.
- h. Shall submit the Monthly Treasurer's Report to the Newsletter chairman in time to be published in that Month's Newsletter.
- i. Shall prepare an end of year report showing the approved budget and actual expenditures for that year, due on the 20th of January to present to the Audit Committee.
- j. Shall prepare the budget for the upcoming year which will be presented at the Annual Business meeting for membership approval.
- k. Is authorized to be a signer of the Guild checks.

F. Community Service

- a. Shall attend all monthly Board Meetings.
- b. Gather requests for charitable contributions, service projects for the Guild and present proposed project(s) for review and approval of the membership.
- c. Organize work sessions or provide information to members regarding what needs to be done to help with the Community Service project(s).
- d. This position is more fully developed in the Standing Rules.

G. Hospitality

- a. Shall attend all monthly Board Meetings.
- b. Organize any social functions and extend courtesies to members as needed.
- c. Coordinate refreshments at general meetings.
- d. This position is more fully developed in the Standing Rules.

In addition to the duties and responsibilities outlined above, Guild officers shall perform such other duties as may be established by the Executive Board, or the Guild membership, at any duly-called meeting.

Article 8. Committees

The Executive Board by resolution may designate committees with such duties and membership as it shall determine to be in the best interest of the Guild. Committees established will be listed in the Standing Rules of the Guild.

8.01 Term of Office

Each member of a committee shall serve until a successor is appointed and qualified, unless the committee shall be sooner terminated, or unless such member is removed by the Executive Board.

8.02 Removal

Upon the request of a Committee Chair, the Executive Board may vote to remove any member of any committee, whenever, in their judgment, the best interests of the Guild shall be served by such removal.

8.03 Vacancies

The Committee Chair shall appoint such members as it deems necessary to fulfill the obligations of the committee.

8.04 Quorum

In the event action of a committee is taken by a vote of its members, a majority of the committee membership shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article 9. Miscellaneous

9.01 No commissions or fees

The Guild shall not perform work for a commission or fee, and no individual member may accept a commission or fee in the name of the Guild.

9.02 Compensation

No officer, committee chair or committee member shall receive compensation for such service to the Guild; provided, however, that all officers, committee chairs and committee members may be authorized by the Executive Board to receive reimbursement for any expenses incurred on behalf of the Guild in the performance of the duties of their office.

9.03 Hiring of Members

The Guild may from time to time hire any of its members to perform professional functions for the benefit of the Guild, e.g., teaching or lecturing. Such hiring shall include all of the customary privileges pertinent to such a professional function, including but not limited to selling books and wares, and autographing books.

9.04 Budget and Expenditures

The Executive Board, assisted by the Committee Chairs, shall prepare an annual line-item budget which shall be published and distributed to the members prior to the annual meeting, at which the members must approve the budget. The Executive Board shall have the authority to revise the amount of any budget line item without membership approval, if it determines that such a revision is in the best interest of the Guild. Any such revision greater than \$250 shall be published and distributed to the members.

9.05 Authority to Sign Checks

All checks require two signatures, a primary signer and another board member. The Treasurer and President are appointed as Primary signers. Additional signatories may be approved by the Executive Board in the absence of both the President and Treasurer. The recipient of the check is not allowed to co-sign that check.

9.06 Books and Records

In addition to the Treasurer's duties outlined in Article VI above, the Guild shall keep accurate and complete books and records with respect to all financial transactions, including income and expenditures, in accordance with generally accepted accounting principles. Relying on such records, the Executive Board shall annually prepare or approve a report of the financial activity of the Guild for the preceding fiscal year. Conforming to accounting standards promulgated by the American Institute of Certified Public Accounts, the report must include a statement of support, revenue and expenses, changes in fund balances, a statement of functional expenses and balance sheets for all funds. The Guild shall also keep a record of the minutes of all proceedings of its Executive Board, and committees that have been delegated any authority of the Executive Board. All records, books and annual reports of financial activity of the Guild shall be kept at the registered or principal office of the Guild in the state of Texas for at least three (3) years after the close of each fiscal year, and shall be available to the public for inspection and copying during normal business hours. The Guild may charge for the reasonable expense of preparing copies of records or reports.

9.10 Fiscal Year

The fiscal year of the Guild shall be January 1 – December 31.

9.11 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Nonprofit Corporation Act, or under the provisions of the articles of incorporation or the bylaws of the Guild, a waiver thereof, in writing, signed by the person or persons entitled to such notice shall be deemed the actual giving of such notice, whether before or after the time stated therein.

9.12 Deposits

All of the Guild's funds shall be deposited to the credit of the Guild in the bank account of the Guild.

Article 10. Amendments

10.01 Amendments

The power to alter, amend or repeal these Bylaws shall be by action of the Executive Board, and in accordance with the Texas Non-Profit Corporation Act, as currently in effect and as it may hereafter be amended; provided however that any change eliminating any power granted to members in these Bylaws must be approved by two-thirds (2/3rd) of the members constituting a quorum at a properly called business membership meeting. In addition, any changes made to these Bylaws must be made available to the membership at least thirty (30) days prior to being

approved by the Executive Board. In any conflict between this provision and applicable Texas statutes, the Texas statute shall rule.

10.02 Amendment Proposal by Members

Any member may, at any time, submit to the Executive Board a written proposal to amend these Bylaws.

10.03 Items not covered by these Bylaws

Items not specifically covered in these Bylaws shall be determined by the Standing Rules. These rules may be added to, amended, or repealed by a majority vote of the Board.

Article 11. Parliamentary Procedure

The parliamentary authority in all matters not covered by these Bylaws shall be the “Robert’s Rules of Order, Newly Revised” in all cases to which they are applicable and in which they are consistent with these Bylaws, special rules of order, and in any Standing Rules the Guild may adopt.

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws, special rules of order, and any Standing Rules the Association may adopt.

Article 12. Indemnity of Officers

To the extent permitted by law, every person who is or was a Board member, employee or committee member of the Guild shall have the right to be indemnified by the Guild against all reasonable action, suit, or proceeding in which they may become involved as a party or otherwise by reason of being or having been a Board member, employee, or committee member of the Guild.

Article 13. Prohibited Acts

- A. A director, officer, employee, or committee member shall not act in violation of these bylaws or a binding obligation of the Guild.
- B. A director, officer, employee, or committee member shall not act with the intention of harming the Guild.
- C. A director, officer, employee, or committee member shall not engage in any act that would make it unnecessarily difficult or impossible to carry on the Guild's intended or ordinary business.
- D. A director, officer, employee, or committee member shall not receive an improper personal benefit from the operation of the Guild.
- E. A director, officer, employee, or committee member shall not use the Guild's assets, directly or indirectly, for any purpose other than carrying on the Guild's business.

Texas Tea Stitchers Guild Bylaws

- F. A director, officer, employee, or committee member shall not wrongfully transfer or dispose of Guild property, including intangible property such as goodwill.
- G. A director, officer, employee, or committee member shall not use the Guild's name, or any substantially similar name, or any trademark or trade name adopted by the Guild, except on behalf of the Guild in the ordinary course of business.
- H. A director, officer, employee, or committee member shall not disclose any of the Guild's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article 13. Dissolution Clause

The Guild may be dissolved by a majority vote of the quorum of the Guild provided the intention to hold a vote on dissolution has been stated in the call of such meeting. No member shall at anytime receive any of the net earnings or financial profit from the operation of the Guild. This shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Guild in effecting any of its purposes, as shall be fixed by the Executive Board and Board of Directors. No such person or persons shall be entitled to share in distribution of any of the Guild assets upon dissolution of said Guild. When the members of the Guild shall be deemed to have expressly consented and agreed that such dissolution of the Guild takes place, whether voluntary or involuntary, the assets of said guild (all debts having been satisfied) then remaining in the hands of the Executive Board and Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Executive Board and Board of Directors may determine, exclusively to charitable, educational, or such other organizations that would qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

The Bylaws having been considered by the Guild members at the annual meeting held _____, ___/___/____. the Secretary attaches hereto a record of the Guild members' vote on the matter.

Texas Tea Stitchers Guild Secretary

Table of Contents

Mission Statement	1
Article 1. Name	1
Article 2. Purpose and Policies	1
2.01 Purpose	1
2.02 Policies and Standing Rules	1
Article 3. Non-Profit	2
Article 4. Principal Office	2
4.01 Principal Office	2
Article 5. Members	2
5.01 Membership	2
5.02 Membership Year	2
5.03 Active Member	2
5.04 Membership Dues	2
5.05 Privileges of Membership	3
5.06 Guests	3
5.07 Membership Roster	3
Article 6. Meetings	3
6.01 Annual Business Meeting	3
6.02 General Membership Meetings	3
6.03 Special Meetings	3
6.04 Minutes of Meetings	4
6.05 Additional Meetings	4
6.06 Quorum	4
Article 7. Executive Board	4
7.01 Executive Board	4
7.02 Composition	4
7.03 Changes in Voting Positions	5
7.04 Election, Tenure, Removal and Vacancies	5
7.05 Board Meetings	6
7.06 Board Action and Quorum	6
7.07 Action without Meeting	6

Texas Tea Stitchers Guild Bylaws

7.08 Guild Contracts	7
7.0.9 Officers	7
7.0.9.1 Designation of Officers	7
President	7
1st Vice President of Programs	7
2nd Vice President of Membership shall be responsible for membership, and:	7
Secretary	8
Treasurer shall have charge of the Guild funds, and:	8
Community Service	9
Hospitality	9
Article 8. Committees	9
8.01 Term of Office	9
8.02 Removal	9
8.03 Vacancies	9
8.04 Quorum	10
Article 9. Miscellaneous	10
9.01 No commissions or fees	10
9.02 Compensation	10
9.03 Hiring of Members	10
9.04 Budget and Expenditures	10
9.05 Authority to Sign Checks	10
9.06 Books and Records	11
9.10 Fiscal Year	11
9.11 Waiver of Notice	11
9.12 Deposits	11
Article 10. Amendments	11
10.01 Amendments	11
10.02 Amendment Proposal by Members	12
10.03 Items not covered by these Bylaws	12
Article 11. Parliamentary Procedure	12
Article 12. Indemnity of Officers	12
Article 13. Dissolution Clause	12
Table of Contents	14