



2021 Bylaws Review

Bylaws define the purpose, the membership, and the governance of an organization. They are the rules and regulations adopted by an association or corporation to govern its activities; they detail how an organization conducts its business. Bylaws are adopted and changed by the members, but are still subordinate to state and federal laws.

From time to time, it is important to review these Bylaws, comparing them with current law and practice. The last review of HGA Bylaws was completed in 2010 with amendments added in 2013 and 2017. In reviewing the Bylaws, the Board of Directors considered not only changes required by current law, but how the organization functions.

Voting

If you have any questions or concerns about the Bylaws, please email HGA@WeaveSpinDye.org, or call (678) 730-0010. A pdf copy of the Bylaws is available at WeaveSpinDye.org/HGA-ByLaws.

Your vote is important to HGA. Please take the time to fill out and return the ballot provided on page 56. Mail your completed ballot to: **Handweavers Guild of America, Inc., 1201 Peachtree St. NE, Suite 200, Atlanta, Georgia 30361**. Ballots must post-marked by **December 31 2021**.

Article I: Name

1.1 The name of this corporation shall be Handweavers Guild of America, Inc., hereinafter referred to as HGA.

Article II: Purpose

2.1 The purpose of the Handweavers Guild of America, Inc. is to educate, support and inspire the fiber art community.

2.2 This corporation is organized and operated exclusively for artistic and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The purpose of the corporation shall be the advancement of fiber art education, and in specific furtherance thereof:

- a. To conduct programs and activities to build an inspirational, supportive, and inclusive fiber art community for the public benefit and general welfare of all persons;
- b. To promote a widening participation in and appreciation of the fiber arts for their creative, cultural, and educational value;
- c. To encourage the development of opportunities to create, teach, exhibit, study, and serve the fiber art community; and
- d. To bring about cooperation among agencies and individuals interested in the weaving, spinning, dyeing, fiber arts and related fields.

Article III: Members

3.1 Eligibility for Membership

At any time, any person, association, or institution which subscribes to the purposes and basic policies of HGA may become a member of HGA, subject only to compliance with the provisions of these Bylaws. Membership shall be available without regard to race, ancestry, religion, ethnic origin, national origin, age, color, sexual orientation, gender identity, physical or developmental ability, veteran's status, political service or affiliation.

3.2 Membership Classifications

There shall be five categories of membership: Active Member, Student Member, Professional Artist Member, Professional Organization Member, and Guild Member.

- a. Active Membership shall be open to all individuals and families who are engaged in or support the fiber arts. Those persons holding Active Membership shall be entitled to participate in all HGA activities and programs, to vote, hold office, and receive the official HGA publications.
- b. Student Membership shall be open to students currently enrolled in a certificate or diploma awarding institution. Student members shall be entitled to the same privileges as Active members.
- c. Professional Artist Membership shall be open to all individuals who offer services as a professional artist in the fiber arts such as teaching, commissions, creation of items for sale, etc. Those persons holding Professional Artist Membership shall be entitled to the same privileges as Active members.
- d. Professional Organization Membership shall be open to those businesses or corporations who have an interest in furthering the mission of HGA. Professional Organization members shall receive the official HGA publications, but shall not have the right to vote, hold office, or enter exhibitions.
- e. Guild Membership shall be open to those institutions that have an interest in furthering the purpose of HGA. Each institution shall receive the official HGA publications, but shall not have the right to vote, hold office, or enter exhibitions.

3.2.1 The board shall have the authority to establish and define benefits of voting and non-voting categories of membership as defined in the Standing Rules/Board Notebook.

3.2.2 Honorary members shall be appointed through special award by the Board of Directors, and shall have the rights and responsibilities as detailed in the Standard Rules/Board Notebook.

3.3. Annual Dues

Each member of the corporation shall pay annual dues, the amount of which shall be established from time to time by the Board of Directors.

3.4 Resignation and Termination

Any member may resign by filing a written resignation with the Executive Director. No dues refund will be given. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. Membership in HGA is a privilege and not a right. The Board of Directors, by a two-thirds (2/3) vote, may terminate a membership if the Board determines that termination is in the best interest of HGA or the

purposes of HGA as stated in Article II of the Bylaws. The Board of Directors shall only consider and vote upon the proposed termination of a membership after the member has been advised of the alleged reason for termination and been provided an opportunity to present information to the Board of Directors on his or her behalf. If membership is terminated, the individual may appeal for reconsideration of that decision to the Board of Directors. The Board of Directors will determine whether to uphold the membership termination by a majority vote. In the event of a membership termination, a dues refund will not be given.

Article IV: Meetings of the Members

4.1 Annual Meeting

The annual meeting of the members shall be held at a time and place designated by the Board of Directors. The Board may determine that a meeting of the members may be held solely by means of remote or electronic communication.

4.2 Special meetings

Special meetings of the members of this corporation may be called at any time by the President, the Board of Directors, or upon written request of ten percent (10%) of the voting members of this corporation, or 100 members, whichever number is fewer.

4.2.1 Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall within fifteen (15) days of such receipt give notice of the meeting setting forth the time, place and purpose thereof, which date shall be no later than sixty (60) days after receiving the request.

4.2.2 The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

4.3 Procedure

Those members *entitled to vote* and present in person at any duly called meeting shall constitute a quorum.

4.3.1 A majority of the total number of votes held by the members present and entitled to vote at any meeting, or cast by mail ballot when same is employed, must be cast to effect an action of the members.

4.3.2 Mail or electronic ballots as accepted by state statute shall be provided for electing directors, for amending the corporation's Certificate of Incorporation, and for members' votes on amending these Bylaws. Ballots on such matters shall be provided to all voting members of record no less than fifty (50) days before the due date for their return.

4.3.3 Cumulative voting for election of Board directors shall not be permitted.

4.4 Notice

Written notice of a membership meeting, which may be provided by electronic means, stating the place, day and hour of the meeting, shall be sent by all accepted methods stated herein, not less than three (3) weeks prior to the meeting. Notice may alternatively be available to members during the same time frame by publication of same in *Shuttle Spindle & Dyepot*.

4.4.1 Any member may waive notice of a meeting before, at, or after the meeting, orally, in writing or by attendance. Attendance by the member at a meeting is deemed a waiver by the member unless an objection is proffered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

4.4.2 When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Article V: Board of Directors

5.1 Board Role, Size, Composition

The Board is responsible for overall policy and direction of HGA and delegates responsibility for day-to-day operations to HGA's Executive Director. Directors must be Active, Student, or Professional Artist members of HGA. The Board shall consist of no less than six (6), and no more than fifteen (15) directors. No less than six (6) directors shall be elected by the members, one (1) seat shall be held "ex officio" by this corporation's Immediate Past President, and the other director seats shall be appointed by the directors currently holding office.

5.1.2 Terms

Except as otherwise provided herein, each director of this corporation elected by the members shall serve for a term of three (3) years. The "ex-officio" director and appointed directors shall serve for a term of one (1) year.

5.1.3 A director shall hold office for the term for which he or she was appointed or elected and until the end of the meeting at which her or his successor has been appointed or elected and until such successor has qualified, or until the director's death, resignation or removal. Service of consecutive terms for directors elected by members shall be limited to two (2) terms.

5.1.4 Annual election of directors shall be effected by mail or electronic ballot. In non-Convergence® years, the directors so elected are presented at the annual meeting and take office at the close of the annual meeting. In Convergence® years, the directors so elected are presented at the annual meeting and take office at the close of the conference. The incoming board may meet during the conference, prior to taking office, in order to elect officers and make appointments.

5.2 Election Procedures

A Nominating and Board Development Committee shall be responsible for nominating a slate of prospective board members representing HGA's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All candidates must be Active, Student, or Professional Artist members in good standing.

5.3 Compensation

HGA shall not pay compensation to Officers or Directors for their services and may reimburse Officers and Directors for expenses incurred as part of their board service.

5.4 Financial Contribution Obligation of Board of Directors

Each elected or appointed Board of Directors including Executive Committee Officers shall make an annual financial contribution to HGA's *Fiber Trust* in addition to their membership dues, during each year of the Board Member's term to maintain good standing as a Board member.

5.5 Resignation, Absences, and Removal

A director may resign at any time by giving written notice to the Secretary. The resignation is effective when the notice is given unless a later effective date is specified in the notice. An elected director may, at any time, be removed with or without cause, by the members. An appointed director may, at any time be removed, and replaced with or without cause by a majority vote of the Board of Directors as defined in 6.3.

5.5.1 A board member may be removed from the board due to excessive absences, defined as more than three (3) unexcused absences, from board meetings in a year. A director appointed to fill an unexpired term may serve two (2) consecutive three (3) year terms following completion of the unexpired term.

5.5.2 Upon refusal or neglect of any member of the Board to perform the duties of the office or any conduct deemed prejudicial to the corporation, the Board shall have the power to remove that director with a two-thirds (2/3) majority vote of the Board. Specific notice of the proposed removal shall be provided to directors at least two (2) weeks prior to the meeting. Written notice shall be given to the director that their position has been declared vacant.

5.6 Vacancies

Any vacancy occurring because of the death, resignation or removal of a director shall be filled by the President with recommendation provided by the Nominating and Board Development Committee and approved by a majority vote of the remaining directors.

Article VI: Meetings of the Board of Directors

6.1 Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the president of the corporation. The Board shall meet at least four times annually at an agreed upon time and place.

6.2 Special Meetings

Special meetings of the Board shall be called upon by the request of the President, or one-third (1/3) of the board. The business transacted at all special meetings of directors shall be confined to the subject(s) stated in the notice and to matters germane thereto. Notices of special meetings shall be sent out by the Secretary to each Board member at least three (3) weeks in advance.

6.2.1 Written notice, which may be provided by electronic means, must be given in a timely manner for any regular or special Board meetings.

6.3 Quorum and Number Required for Action by Directors

Unless otherwise provided by law or these bylaws, a quorum for a meeting is a majority of the Board of Directors. A quorum must be established for action to be taken. Except when a larger number is required

by law or these bylaws, once a quorum is established, action may be taken by a majority of the board directors present at the meeting.

6.4 Remote Communication for Meetings

Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 6.2.1 and if the number participating is sufficient to constitute a quorum as described in Section 6.3. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

6.5 Action Without a Meeting

Any action taken without a meeting must be ratified at the next meeting. Upon initiative of the President or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if HGA mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Article VII: Officers

7.1 Officers

The officers of this corporation shall consist of, at minimum, a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors for one-year terms or until the election of their successors. The term of office for all officers shall begin at the close of the annual meeting as outlined in Section 5.1.5.

7.1.2 Duties of Officers

The President shall have general supervision over the activities and operations of the Corporation, subject to the approval of the Board of Directors. The President shall have the power to sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these bylaws, to some other officer or agent of the Corporation. The president shall convene regularly scheduled Board meetings, shall convene regularly scheduled executive committee meetings, shall preside or arrange for another officer to preside at each meeting, and will perform other duties as may be determined from time to time by the Board. The President shall serve as an ex-officio participant of all committees except the Nominating and Board Development Committee.

The First Vice President shall become acting President and shall assume the duties of the President in the event of the President's absence, resignation, or disability. The First Vice President will perform such duties as may be determined from time to time by the Board including chairing special committees.

The Second Vice President shall become acting President and shall assume the duties of the President in the event of the President and First Vice President's absence, resignation, or disability. The Second Vice

President will perform such duties as may be determined from time to time by the Board including chairing special committees.

The Secretary shall be responsible for keeping records of all executive, board, membership and special meetings; sending out meeting notices, distributing copies of minutes and the agenda to each board member, assuring that corporate records are maintained, and to perform other duties as may be determined from time to time by the Board. Official minutes are in written form.

The Treasurer shall chair the Finance Committee, ensure that appropriate financial records are kept by HGA and provided to the Board, and perform other duties as may be determined from time to time by the Board.

The Immediate Past President is a voting member of the Board, and shall serve as an advisor to the President, and serve on the Finance and Executive Committees.

Article VIII: Committees

8.1 Committee Formation

The board may create ad hoc committees as needed to carry on its work. Standing committees shall include, but are not limited to: Executive Committee, Finance Committee, and Nominating and Board Development Committee. The board President appoints all committee chairs except the Nominating Committee; standing committee chairs must be directors. Individuals who are not members of HGA's Board of Directors ("non-directors") may serve on committees of the board. Non-director committee members have the same committee voting rights as other members of HGA board committees.

8.2 Executive Committee

The Executive Committee shall consist of the five officers and the Immediate Past President. The Executive Director will serve as an advisor. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board and is subject to the direction and control of the full board. The Executive Committee shall review all standing committee reports and make recommendations to the Board of Directors on reports received, make recommendations to the Board of Directors on policy issues, prepare materials relating to the Board of Directors meeting agendas, and review the performance of the Executive Director. Actions taken by the Executive Committee must be ratified at the Board's next meeting.

8.3 Finance Committee

This Committee shall be composed of the Executive Committee and the Executive Director and shall be chaired by the Treasurer. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with the Executive Director and other Board members. The board must approve the budget. Any major change in the budget must be approved by the board. The Finance Committee shall meet as often as necessary to ensure diligent oversight, evaluation of the ongoing programs and activities within its jurisdiction and make recommendations to the Board of Directors concerning their continuation.

8.4 Nominating and Board Development Committee

The Nominating and Board Development Committee shall include at least three (3) Board directors. The Executive Director and President may serve as advisors. The Committee Chair is elected through the Executive Committee. If a chairperson is not designated when the committee is appointed, the committee has the right to elect its own chair. In the latter case, the first-named member has the duty of calling the committee together and of acting as temporary chairperson until the committee elects a chairperson. Committee members shall be appointed by the Committee Chair for one-year terms. The committee shall be responsible for reviewing and evaluating applications and developing the slates of nominees for elections and at-large appointments.

Article IX: Electronic Meetings

9.1 Synchronous Meetings

A director or committee member may participate in a meeting by any means of communication through which such persons, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

9.2 Asynchronous Meetings

Procedural rules related to the conduct of asynchronous electronic meetings must be established and promulgated by the Board of Directors.

Article X: Administrative Operations

10.1 Executive Director

The Executive Director is hired by and serves at the pleasure of the Board. The Executive Director has day-to-day responsibilities for HGA, including carrying out HGA's goals and policies. The Executive Director shall serve as advisor without vote to the Board of Directors and all committees; report on HGA's progress; answer questions of the Board members and carry out other duties as may be determined from time to time by the Board; and shall have the legal authority to sign documents on behalf of HGA, as authorized by the Board.

10.2 Staff

The Executive Director shall employ and may terminate the employment of the staff necessary to carry on the work of HGA and fix their compensation within the approved budget; shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management in consultation with the President as shall be in the best interest of HGA.

10.3 Books and Records

There shall be kept correct and complete books and records of account and minutes of the proceedings of the corporation, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by and committees of the Board. In addition, the corporation shall keep a copy of the Articles of Incorporation and Bylaws as amended to date.

10.4 Fiscal Year

The fiscal year of the corporation shall be from April 1 through March 31.

10.5 Conflict of Interest

The Board shall adopt and periodically review a Conflict-of-Interest Policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Article XI: Indemnification

11.1 Coverage

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as a director, officer, employee or member of a committee of this corporation, against the expenditures enumerated in 11.2.

11.2 Indemnified Expenditures

Indemnification shall be provided against judgments, penalties, fines, settlements and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding covered subject to the following exceptions:

1. No indemnification shall be made at all, for any proceedings, to a former or present director, officer or employee that the corporation's Board of Directors resolves to take action against for willful misappropriation or negligent performance of duties;
2. Indemnification provided by the corporation under this Article shall continue as to a person who has ceased to be a director, officer, employee or committee member, except in certain cases of board resolution as defined in 11.2. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

11.3 Insurance

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

Article XII: Parliamentary Authority

12.1 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the corporation in all cases to which they are now applicable and in which they are not inconsistent with these Bylaws and any special rules of order the corporation may adopt.

Article XIII: Amendments

13.1 Amendments

Both the Board of Directors and the members shall have the power to amend these Bylaws, with the power of the Board being subject to the power of the members.

13.2 Amendment by Directors

The Board may amend the Bylaws by adopting a resolution setting forth the amendment; except for actions to adopt, amend or repeal a Bylaw fixing a quorum for meetings of members; prescribing procedures for removing voting members or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications or terms of office. A Bylaw amendment to increase or decrease the vote required for a member action must be approved by the members.

13.2.1 A two-thirds (2/3) vote of the Directors is required for approval of any amendment to these Bylaws.

13.3 Amendment by Voting Members

The membership may amend the Bylaws by adopting a resolution setting forth the amendment; same must be proposed by ten percent (10 %) of current membership, or one hundred (100) members, whichever number is fewer.

13.3.1 Any amendment brought to the members for approval shall be considered by mail or electronic ballot for which proper notice occurred; such notice shall specify the proposed alteration, amendment, repeal or adoption of the Bylaws upon which action is to be taken.

Amended July 10, 1994
Revision adopted May 1, 2010
Amended November 2, 2013
Amended August 21, 2017
Revision adopted by Board September 20, 2021



HGA 2021 Bylaws Ballot

Approve Reject

Name _____ Member # _____

Address _____

City _____ State _____ Zip _____

Mail your completed ballot to: **Handweavers Guild of America, Inc., 1201 Peachtree St. NE, Suite 200, Atlanta, Georgia 30361. Ballots must be postmarked by December 31, 2021.**