

# **BYLAWS of BLACK SWAMP RUG HOOKERS**

Ratified: April 20, 2023

## **Article I: Name**

The name of this not-for-profit guild shall be Black Swamp Rug Hookers, hereinafter referred to as “BSRH.”

## **Article II: Objectives**

**Section 1. Objectives.** The objectives of BSWH shall be to develop and promote interest in rug-hooking; to maintain high standards and encourage creativity in this art form; to provide the means for an exchange of ideas and information among the members of BSRH and to promote educational activities to enhance the interest in and the quality of rug-hooking.

**Section 2. Non-profit Status.** As a not-for-profit guild, which is exempt under Section 501(c)(3) of the U.S. Internal Revenue Code, no part of the property, assets, or net income of BSRH shall inure to the benefit of any officer, member, or other private person except that BSRH shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article II, Section 1 of these Bylaws.

**Section 3. Fiscal Year.** The fiscal year of BSRH shall be from January 1 of one year to December 31 in the same year.

**Section 4. Dissolution of BSRH.** Should dissolution of BSRH become necessary, BSRH shall be dissolved after paying or adequately providing for the payment of its liabilities. The remaining assets of BSRH shall be distributed to one or more non-profit organizations engaged in activities substantially similar to those of BSRH.

## **Article III: Membership**

**Section 1. General membership.** Membership shall be open to persons interested in, and sympathetic to the purposes of BSRH. Member status shall be granted to an applicant who pays an annual membership fee. Members shall have the right to vote and to hold office in BSRH. Membership rights in BSRH shall cease if a member ceases to pay the annual membership fee. All BSRH are required to maintain individual membership in both the Association of Traditional Hooking Artists (ATHA) and BSRH.

**Section 2. Lifetime Membership.** A Lifetime membership may be given to an BSRH member who has contributed outstanding service to the organization. A Lifetime Member shall have the right to vote and to hold office in BSRH free for life. Nominations shall be presented in writing to the Board and may be proposed by one or more BSRH members. Upon endorsement by a two-thirds vote of the Board, the nomination shall be

submitted by the Board to the members for election at the Annual Meeting. The Lifetime Membership will be bestowed by a two-thirds vote of the members present and voting. The total number of Lifetime Members and the number who may be elected in any one year shall be determined by the Board.

#### **Article IV: Officers**

**Section 1. Elected Officers.** The elected officers of BSRH shall be a President, a Vice-President, a Secretary, a Treasurer, a Communications Director, a Librarian, and a Historian.

**Section 2. Qualifications.** An elected officer shall be an BSRH member in good standing and have access to appropriate information-sharing technology.

**Section 3. Term of Office.** Officers shall assume office at the close of the BSRH meeting at which they are elected and shall serve a term of two years.

**Section 4. Vacancy in Office.**

A. Vacancy of the President. If there is a vacancy in the office of President created by death, resignation, unexcused absences or incapacity as determined by the BSRH Board, the vice-president shall immediately assume the office of President.

B. Absence of an Officer. If an elected officer fails to attend two or three consecutive meetings out of any five consecutive meetings of the Board during the term to which he/she is elected, a majority of the Board members present at the meeting where this limit is reached may declare the position vacant.

C. Vacancy in an Office other than President. If there is a vacancy in any office, other than president, created by death, resignation, unexcused absences, or incapacity as determined by the Board, a member shall be elected by a majority vote of the remaining members of the Board to fill the position until an officer is elected by the membership.

**Section 5. Resignation of an Officer.** Any elected and appointed Officer shall notify the President and Secretary in writing before resigning a position. At least a 30-day notice is requested.

**Section 6. Duties of Officers**

A. Duties of the President. The President shall be the chief executive officer of BSRW and, subject to the Board, shall have general supervision and control over its affairs. As chief executive of BSRH, the President shall direct all work of the BSRH officers and committees, interpret the Bylaws and BSRH policies and provide inspiration to all for continuing service to BSRH. He/she shall serve as Chair of the Board; shall preside at all meetings of BSRH and the Board and shall recommend to the Board such measures as are considered desirable to further the objectives and broaden the effectiveness of BSRH. At the Annual Meeting, the President shall report on the general state of BSRH and shall present for information or consideration any matters of policy or program that the President or the Board desire to bring to the attention of the members. The President shall be a member ex officio, without vote, of all BSRH committees except the Nominating

Committee. In the event of disability or withdrawal of the President, the Board shall declare the office vacant and the Vice-President shall assume the title and all duties and obligations of the President.

- B. Duties of the Vice-President. The Vice-President shall perform the duties of the President when directed by the Board and in the prolonged absence of the President. Prolonged absence is defined as more than 30 days. If the Vice-President cannot continue in these Pro-Temp duties or is incapacitated, the Board shall elect another Board Officer to serve as President Pro-Temp.
- C. Duties of the Treasurer. The Treasurer shall perform the duties of the office and those assigned by the Board, and report at the meetings to the members on the financial status of BSRH. The Treasurer shall also receive all monies of BSRH and deposit these monies in a timely manner to a bank account approved by the Board; keep a proper and legible record of finances of BSRH; pay all bills and accounts approved by the Board in a timely manner; submit a month-end statement to the President containing an itemized report of receipts and expenses; prepare financial statements for presentation at each Board meeting; forward the financial statements to be reviewed by January 31 of the year following the fiscal year-end
- D. Duties of the Secretary. The Secretary shall perform the duties of the office and those assigned by the Board. The Secretary shall also be responsible for incoming and outgoing correspondence; maintain the records and minutes of BSRH and constituent committees in all activities; ensure that the minutes are distributed to the appropriate body for discussion and approval in a timely manner; record all votes taken by the Board and members of BSRH and prepare and distribute an Orientation Packet to all new Officers in the year they are elected, at the direction of the President.
- E. Duties of the Communications Director. (TBD)
- F. Duties of the Librarian. The Librarian shall be responsible for soliciting new materials; lending materials to members and maintaining a list of available materials; submitting said list to the Communications Director for annual publication; submitting a report for the annual Board meeting, including a proposed budget for the subsequent year.
- G. Duties of the Historian. The Historian shall keep past records of BSRH; ensure that the archives are maintained in good order according to the retention schedule established by the Board; submit a report for the annual Board meeting, including a proposed budget for the subsequent year.

## **Article V: Board of Directors**

**Section 1. Board of Directors.** There shall be a Board of Directors, herein referred to as the "Board," which shall consist of the elected officers of BSRH: the President, the Vice-President, the Treasurer, the Secretary, the Communications Director, the Librarian, and the Historian.

**Section 2. Duties of the Board.** The Board shall have the power and authority to manage property, regulate and govern its affairs, determine BSRH policies and take such actions necessary to carry out the objectives of BSRH.

### **Section 3. Meetings**

A. Board Meetings. Board meetings may be called at the direction of the President or by request of three Board Officers. Board meetings shall be conducted in accordance with parliamentary authority's procedure in small boards. The Board shall hold at least one meeting per year. Dates, times and/or places shall be determined by the President. The Board or a Board member is authorized to meet conventionally, via tele-conferencing, videoconferencing, or any other electronic means available, as long as the members of the Board have access to the information and are provided the opportunity to participate. Meetings of the Board, except Executive sessions, shall be open to BSRH members by invitation of the President. A majority of Board members shall constitute a quorum for all meetings.

B. Special Meetings. The Board may hold Special Meetings upon the call of the President or upon written request of any three members of the Board. Notice of a Special Meeting shall specify the business to be transacted, and no business other than that stated in the notice shall be considered.

### **Section 4. Executive Committee**

A. Composition and Duties. The Executive Committee shall be composed of the President, Vice President, Treasurer and Secretary. The Executive Committee shall assist the President in the exercise of executive responsibilities for the Board between meetings within approved policy and procedural limits, and report all its actions to the Board through the appropriate Executive Committee member.

B. Meetings. The Executive Committee shall meet as often as necessary by the call of the President.

C. Quorum. Three voting members of the Executive Committee shall constitute a Quorum.

D. Communication. The Executive Committee may meet conventionally, via teleconferencing, videoconferencing or any other electronic means available in order to conduct business. Consent and all actions of the Executive Committee shall be reported to the full Board and included in the permanent records of BSRH.

## **ARTICLE VII: Committees**

**Section 1. Standing Committees.** The Board shall establish Standing Committees and shall delegate such powers and functions to them in order to conduct business and

carry out the objectives of BSRH. The Standing Committees shall be responsible to the Board.

A. Composition. The Board may establish additional Standing Committees as deemed necessary. The President, with the approval of the Board, shall appoint members and the chairs of all committees, except the Nominating Committee.

B. Term. No member may serve on any one Committee in excess of six consecutive years.

C. Duties. Specific duties and responsibilities for Standing Committee Chairpersons and committee members are to be followed according to the guidelines established in the ATHA Policy Manual.

D. Communication. The Standing Committees are authorized to meet conventionally, via teleconferencing, videoconferencing or any other electronic means in order to conduct business.

E. Reporting. Each Committee shall submit to the Board a written annual report of its activities, which shall contain any recommendations considered necessary or advisable. The Board or the President may request additional reports be submitted.

F. Funding. The Board shall authorize funds for Committee expenses.

**Section 2. Special Committees (Ad Hoc).** Special Committees of BSRH or Special Committees of the Board may be established by the Board or the President. These committees may meet conventionally, via teleconferencing, videoconferencing or any other electronic means in order to conduct their business. The committees will report their activities and recommendations in a written summary as directed by the President or the Board. Special Committees are dissolved when their tasks are completed, and they report their activity and recommendations

### **Article VIII: Dues**

**Section 1. Dues.** BSRH is a non-profit organization, supported primarily by membership dues. The Board shall determine the membership fee. Any change in dues will be announced at the regular meeting before the Annual meeting. Membership shall be valid for a 12-month period from date of issue with a 60-day renewal option. Membership rights will cease when dues are 60 days in arrears.

### **Article IX: Nominations and Elections**

**Section 1. Nominating Committee.** The Board shall elect the Nominating Committee and its chair for election of Officers to the Board no later than September. This Committee shall be composed of three to five members, no one of whom shall be a member of the Board. No member of the Nominating Committee may be a candidate for office in the year in which he/she serves on the Committee. No person may serve on a Nominating Committee more than once in a four-year period.

#### **Section 2. Nominating Procedure.**

A. The Nominating Committee shall present at least one, and preferably two or more nominations for President, Vice-President, Treasurer, Secretary, Communications Director, Librarian, and Historian.

B. The names of nominees and their written acceptances shall be presented to the Board by the Nominating Committee and shall be announced.....

**Section 3. Election.** The Election ballot shall prepared and made available at the meeting when elections are scheduled to take place. The election shall be by plurality vote. The candidate who receives the largest number of votes for an office shall be elected. In event of a tie, election shall be by a paper ballot.

**Section 4. Tallying.** A Tellers Committee, which is recommended by the Nominating Committee and appointed by the President, shall count ballots and report the election results to the Board

### **Article X: Parliamentary Authority**

**Section 1. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order shall govern BSRH in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that BSRH may adopt.

### **Article XI: Amendments and Revision**

**Section 1. Proposed Amendments and Revision.** The Board, the Bylaws Committee, or 2/3 majority of voting members of BSRH may propose amendments or a revision. Proposals originating in the Board or in the Bylaws Committee shall be approved by a two-thirds vote of the Board before submission to the members. Proposals originating by petition shall be submitted in writing to the Board and shall be presented to the members at the Annual Meeting with the recommendations of the Board.

**Section 2. Notice of Amendment or Revision Proposal.** Notice containing the text of any amendment or revision shall be presented at the regular meeting before the Annual Meeting.

**Section 3. Amendment or Revision Adoption.** After the proposed Bylaw amendment(s) or revision have been approved by the Board, it shall be presented to the members at the **Annual Meeting**. The amendment(s) or revision shall be adopted by a two-thirds vote of the membership present and voting.