

Association of Northwest Weavers' Guilds Bylaws

Amended at Annual Membership Meeting

June 14, 2019

ARTICLE I: NAME

The name of this organization shall be the "Association of Northwest Weavers' Guilds."

ARTICLE II: OBJECT

The Association of Northwest Weavers' Guilds, hereafter referred to as ANWG, exists to:

1. Stimulate and encourage public interest in handweaving throughout the northwest region of North America,
2. Support conferences and educational endeavors in handweaving throughout this northwest region,
3. Aid and encourage current and prospective handweavers in the general art and craft of handweaving as a technical and artistic endeavor, and
4. Being an incorporated organization, having non-profit status as defined by the Internal Revenue Code, Section 501(c)(3), will conform to the conditions of this Code.

ARTICLE III: MEMBERSHIP

Membership is based on guilds ("general members"), affiliate individuals and affiliate fiber-related associations ("affiliates").

1. Eligibility: Any organized guild or association of individuals, located within the designated northwest region, defined in the Standing Rules, and which has as one of its purposes the support and promotion of handweaving, is eligible to apply for membership in ANWG.
2. Individuals and nonprofit associations with their primary purpose support of the fiber arts may apply as affiliate members.
3. Membership Requirements: Membership in ANWG requires an eligible guild, individual or association to submit an application to the Membership Officer of ANWG, as outlined in the Standing Rules. Active membership in ANWG is conferred upon the receipt of the completed application, payment of annual dues and, for guild membership, the appointment of a Guild Representative.
4. Obligations and Privileges: Guild membership in ANWG confers all the privileges and obligations usually associated with membership in an organization, including but not limited to participation in: nominating and electing the officers; removing officers or members of the Executive Board; proposing and or voting on amendments to the Articles of Incorporation, Bylaws or Standing Rules, and voting on any matter properly put before the membership by members, committees or the Executive Board. Affiliate members are not entitled to vote on these matters. However, individual affiliates may serve in positions on the ANWG Board and on standing and ad hoc committees, and shall have the same rights and privileges as other members including the right to vote on matters that pertain to the Board and committees. Association representatives may serve on ad hoc committees and shall have the same rights and privileges as other committee members.
5. Dues: Dues for all membership categories shall be established in the Standing Rules. Guild dues shall be assessed based on the total number of individual members in the member guild as of the end of the guild's most recent membership year with dues payable on November 1st and delinquent after December 1st.
6. Representatives: Each member guild shall designate a Representative to act as its primary liaison and to act on behalf of the member guild with regard to all activities and business within ANWG. Member guilds are encouraged to participate in annual membership meetings by sending their Representatives, or designated alternates, to the meeting. If this is not possible, a proxy voting form may be submitted.
7. Termination: Member guilds may resign their membership at any time by sending written notice of resignation to the Membership Officer of ANWG.

ARTICLE IV: ANNUAL MEMBERSHIP MEETING

There shall be an Annual Membership Meeting held every year. In the off-conference year, the Executive Board shall determine whether there is sufficient business to require an in-person meeting or whether the meeting can be held electronically, by conference call or other means to avoid unnecessary travel and expense.

1. The Executive Board is responsible for scheduling, arranging and conducting this Meeting as defined in the

- Standing rules, including guidelines for determining the method of off-conference year meetings.
2. Notice: Written notice of the Annual Membership Meeting shall be mailed or emailed to each member, at the address provided, no later than thirty (30) days in advance of the Meeting unless there are proposed changes to the Bylaws in which case the provisions of Article IX shall be followed.
 - a. All ANWG members in good standing are entitled to receive notice.
 - b. Member guilds may waive the right to receive full advanced notice of any meeting, as set forth in the Standing Rules.
 3. Registration: Each member guild may register for the Annual Membership Meeting with the ANWG Secretary, in advance, upon arrival at the Meeting or by submitting a proxy form.
 - a. Quorum: Delegates representing one-third of the member guilds, rounded to the nearest whole number, shall constitute a quorum for that Meeting. For purposes of a quorum, the filing of a proxy form by a member guild shall constitute the presence of a registered delegate. At the beginning of the Meeting, the ANWG Secretary shall determine and announce whether a quorum is present based on the nearest whole number of member guilds and registration of delegates in person or by proxy.
 - b. ANWG member guilds may vote on any properly made motion put before them, either in person, by the member guild's designated delegate, or by proxy. Any delegate attending a Meeting may request a secret ballot.

ARTICLE V: SPECIAL MEMBERSHIP MEETINGS

Other membership meetings

1. Other Meetings: A special membership meeting may be called by: the ANWG President, a majority vote of the Executive Board, or by any group of five (5) or more member guilds. These meetings may be in-person or other means as determined by the Executive Board based on the nature of the business and its urgency.
2. Notice: Written notice, emailed or mailed thirty (30) days in advance of the meeting, shall be sent to each member unless the meeting involves amendments to the Bylaws, in which case notice in Section IX shall be followed. This notice shall specify the date, time and place of the meeting. It shall also state the purpose for which the meeting is being called and include a proxy form for member guilds.
 - a. All ANWG members in good standing are entitled to receive notice.
 - b. Member guilds may waive the right to receive full advance notice of any meeting, as set forth in the Standing Rules.
3. Quorum: The quorum necessary to conduct business at special membership meetings shall be the same as for Annual Membership Meetings represented by delegates or by proxy. Any delegate attending a meeting may request a secret ballot.

ARTICLE VI: OFFICERS

There shall be five officers.

1. The officers of ANWG shall be: President, First Vice President, Second Vice President, Secretary and Treasurer.
2. All officers shall serve on the Executive Board.
3. The following officers shall be elected by a majority of delegates during the Annual Membership Meeting held in odd-numbered years: President, First Vice President, Secretary and Treasurer.
 - a. President: The President shall be the principle officer of ANWG and shall perform the duties as prescribed by these Bylaws and Standing Rules.
 - b. First Vice President: the First Vice President shall act as the President in the absence of the President, or in the event of the President's inability to perform, and shall perform the other duties prescribed by these Bylaws and Standing Rules.
 - c. Secretary: The Secretary shall record and be custodian of all ANWG organizational and corporate records, as well as perform the duties prescribed by these Bylaws and Standing Rules.
 - d. Treasurer: The Treasurer shall be responsible for activity relating to the monies and financial records of ANWG, including the duties prescribed by these Bylaws and Standing Rules. The Treasurer must be a citizen of and reside within the United States, either within the State of Washington, or ensure that an official Registered Agent for ANWG resides within the State of Washington (the State of Incorporation) at all times.
 - e. Second Vice President: The Second Vice President shall be the retiring President, except in those cases where he/she has been removed from office or has resigned. If a First Vice President has stepped in to

fill a vacated President office, the Second Vice President shall become the First Vice President until the next regular election. In that circumstance, the position of Second Vice President shall remain vacant until the next set of officers is elected and the retiring President assumes the office of Second Vice President. The Second Vice President shall perform all the duties prescribed by these Bylaws and Standing Rules.

4. All officers shall serve a two-year (2) term, and each officer shall hold office until his/her successor has been properly elected and taken office, unless he/she resigns or is removed.
5. No person shall hold more than one office on the Executive Board at the same time except on an interim basis when a vacancy occurs.
6. No person shall hold the same office for more than two (2) consecutive terms.
7. Nominees for officer positions must be current, active members of a member guild or affiliate individuals and be willing to serve if elected.
8. Positions vacated between elections shall be filled by appointment by the President with the approval of the Board. The exception is the office of President.
9. An officer may be removed from office by a two-thirds (2/3) vote of the entire Executive Board, provided the officer is notified, in writing, one (1) week prior to the vote. An officer may also be removed by a majority vote of the member guilds at any regular or special membership meeting that has been properly called.

ARTICLE VII: EXECUTIVE BOARD

The ANWG Executive Board shall consist of the officers and the chairpersons of the Standing Committees. All Executive Board members shall hold equal voting privileges.

1. Duties: The duty of the Executive Board shall be to attend to the general business of ANWG, subject to the approval of the general membership, and to act in emergencies. The Executive Board shall be empowered to hold meetings and to act on behalf of the ANWG membership between the regular Annual Membership Meetings in order to conduct the business of ANWG. No action of the Board may conflict with any action taken by the membership; and except in matters placed by the Bylaws exclusively under the control of the Board, the membership of ANWG may instruct the Board and may countermand any action of the Board.
2. Responsibilities: The Executive Board shall be responsible for the following: General supervision of affairs between Annual Membership Meetings; determining the time and place of Executive Board meetings; scheduling, arranging and conducting the Annual Membership Meeting; making recommendations to the general membership, and performing other duties prescribed by these Bylaws and Standing Rules.
3. Financial Records: The Executive Board shall prepare and adopt a budget at the beginning of the fiscal year and ensure that the financial records of ANWG are reviewed at the end of each Treasurer's term, or every two years if the Treasurer holds two consecutive two-terms of office. The fiscal year shall be from July 1 to June 30 to correspond with the IRS tax year and required filing of the non-profit corporation 990-N e-postcard return.
4. Limitations: No member of the Executive Board may act on behalf of ANWG without specific authorization of the Executive Board. No individual member of the Executive Board, nor the Board as a whole shall: authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of ANWG; authorize the dissolution of ANWG, or amend, alter, or repeal the Articles of Incorporation, Bylaws, Standing Rules or resolutions of the general membership of ANWG without the express approval of the general membership at a membership meeting.
5. Meetings: The Executive Board shall determine its own meeting schedule.
 - a. Meetings may be called by the President, or by the written request of at least three (3) Board members. Proper notice must be given as prescribed in the Standing Rules.
 - b. Meetings may be conducted by any feasible means that provides for simultaneous equal participation of all its members.
 - c. A quorum is required for any business to be conducted at any meeting of the Executive Board. At least one (1) more than half of the membership of the Board must be present at the meeting to constitute a quorum.
 - d. The Executive Board shall provide information and facilitate inclusion at Executive Board meetings for any non-Board members of ANWG, upon written request.

ARTICLE VIII: COMMITTEES

Committees provide support in specialized areas.

1. The Chairperson and all members of committees shall be members of ANWG.
2. The President shall appoint Standing Committee chairpersons for a two-year (2) term.
3. No Standing Committee chairperson shall serve more than two (2) consecutive terms without approval by a majority vote of the Board.
4. The chairperson of a Standing Committee may be replaced by the President with the approval of a majority of the Executive Board.
5. Standing Committees:
 - a. Communications Committee shall include the Newsletter Editor and any other members deemed necessary to carry out the Committee's purposes and tasks as prescribed by the Bylaws or the Standing Rules.
 - b. Membership Committee shall receive, maintain and distribute membership information as well as perform other duties assigned by the President, the Executive Board or as prescribed by the Bylaws or the Standing Rules.
 - c. Education Committee shall provide educational materials and evaluate requests for ANWG monies, as well as other duties assigned by the President, the Executive Board prescribed in these Bylaws or Standing Rules.
6. Elimination of Standing Committees or additional Standing Committees may be established by amendment of the Bylaws.
7. Ad Hoc Committees: Ad Hoc Committees shall be established to perform a specific function and shall cease to exist upon completion of that function. Ad Hoc Committees shall include:
 - a. Nominating Committee shall consist of at least three (3) members. The chairperson shall be appointed by the Second Vice President, and be responsible for presenting to the membership, a slate of officers for election at the Annual Membership Meeting in odd-numbered years. The Nominating Committee shall also assemble a list of prospective chairpersons for the incoming President.
 - b. The President may establish other ad hoc committees by a majority vote of the Executive Board, or at the request of at least three ANWG member guilds.
 - c. Ex-officio Committees and Board Members: Ex-officio committees may be asked to attend Executive Board meetings regularly or on occasion to provide input on business affecting their committees. They are encouraged to join in discussion on topics but do not have a vote on motions taken by the Executive Board. The following are ex-officio committees whose chairs are non-voting members of the Executive Board:
 - i. Webmaster: Appointed by the President with consent from the Board.
 - ii. Nominating Committee Chair: Appointed by the Second Vice President.
 - iii. Conference Committee Chair: Appointed by the Conference Committee.

ARTICLE IX: AMENDMENTS

Procedure for changing ANWG documents

1. The Articles of Incorporation or these Bylaws may be rescinded or amended at any ANWG membership meeting by a two-thirds (2/3) vote of the delegates, provided that the amendment has been submitted, in writing, to the general membership, postmarked at least sixty (60) days in advance of said meeting. The President, with the approval of the Executive Board, or any five (5) member guilds, may call a meeting to amend the Articles of Incorporation or the Bylaws, provided the request is made in writing and is sent to the general membership, mailed or emailed sixty (60) days in advance of the meeting.
2. Written notice of a proposed change in the Articles of Incorporation or Bylaws must contain the exact wording of the Article or Bylaw, as it currently stands, and the exact wording of the proposed change.
3. In the event of an emergency special meeting at which the Bylaws or Articles of Incorporation are proposed for rescission or amendment, the requirement for the 60-day notice may be waived by approval of two-thirds of the member guilds.
4. Standing Rules may be changed at any regular or special membership meeting, by a two-thirds (2/3) majority vote, without advance notice.
5. In the event that ANWG is proposed to be dissolved, a plan for dissolution of the assets of the organization shall be presented at the same meeting at which the vote is taken for dissolution.

ARTICLE X: PARLIAMENTARY

AUTHORITY Parliamentary procedures

1. Robert's Rules of Order: The parliamentary authority of ANWG shall be the rules contained in the current edition of "Robert's Rules of Order, Newly Revised," in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules ANWG may adopt.