

# BYLAWS of the PORTLAND HANDWEAVERS GUILD, INC.

Adopted June, 2019

## Article I: Name

The name by which this corporation shall be known is Portland Handweavers Guild, Inc., hereinafter referred to as "Corporation" or "PHG".

## Article II: Mission

The purposes for which the corporation is organized are educational, charitable, and civic including, but not limited to, fostering public interest and conducting programs, instructional workshops, demonstrations, and exhibitions in the art and craft of handweaving and related fiber arts. The Corporation shall also assure conformance to the conditions of the code as defined by the Internal Revenue Code, Section 501(c)(4) as an incorporated organization registered in the State of Oregon (Corporation #1763 88-18) with a non-profit status.

## Article III: Membership and Dues

1. Anyone interested in handweaving and related fiber arts may become a member upon payment of the annual dues.
2. The amount of dues shall be established by the Board of Directors here after referred to as BOD.
3. The annual dues for the fiscal year, July 1st to June 30th, shall be for one of four categories of members:
  - a. Individual member
  - b. Family member: Family membership is given to two or more persons in the same household.
  - c. Student member: Student members must show proof of enrollment in an education institution.
  - d. Life member: Those who are 75 years old and who have been Guild members for at least 10 of the previous 15 years will receive a Life membership.
4. We encourage renewals in May and June, but a returning member can pay at any time for the remainder of the current fiscal year. A new member (one who has never belonged to PHG) who joins in March or later is a member for the remainder of the current fiscal year and the next fiscal year.
5. Benefits are available to current members only.

## Article IV: Board of Directors (BOD)

1. **General Powers:** The affairs of the corporation shall be managed by its BOD.
2. **Qualifications:** The BOD shall consist of the officers of the corporation (President, Secretary, and Treasurer) and the Directors who are the Standing Committee Chairpersons.
3. **Meetings:** The Board shall meet as often as is necessary to conduct the business of the organization.

- A. The annual meeting of the Corporation shall be held during the month of June for purposes of conducting the business of the Corporation including election of officers, presentation of financial statements, special committee reports (Bylaws), etc. Notice of such time and place shall be sent to voting members of the PHG at least thirty (30) days prior. Voting will be recorded by the Secretary.
  - B. Regular and BOD meetings shall be called by the President.
  - C. Special meetings of the Board may be called by the President or at the request on one-third of the directors
4. **Minutes:** The secretary shall keep minutes for the annual meeting and all BOD meetings.
  5. **Notice:** Notice of any regular meeting of the Board shall be given at least ten days prior to the meeting. A meeting time, day and place shall be called by the President. Notice of meetings may be sent electronically (mail, telephone, facsimile, or email), and shall be posted on the website of the Corporation. Notice of special board meetings may be mailed or sent electronically to the BOD at least 10 days prior to the special board meeting.
  6. **Quorum:** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at the meeting, a smaller number may adjourn the meeting from time to time without further notice until a quorum is secured. Except as provided specifically to the contrary by these bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the BOD.

The presence at the annual meeting of the membership in person or by proxy of one-tenth (1/10th) of the membership shall constitute a quorum for any action except as otherwise provided in these bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting until a quorum shall be present or be represented.

7. **Voting:** Each Officer and Director shall have one vote in matters coming before the BOD.
  - a. An individual holding multiple positions on the BOD shall have one vote
  - b. If a BOD position is held by multiple individuals as co-Officers or co-Directors, each individual who is present for the vote (either in person, by proxy, or electronically) shall have one vote.
8. **Vacancies:** Any vacancy occurring in the BOD shall be filled by a vote of a majority of the remaining directors. A Director elected to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.
9. **Committees:** The BOD may designate, by a majority vote, other committees which shall consist of a director and persons from the membership.
10. **Removal:** Any member of the BOD may be removed by affirmative vote of two-thirds (2/3) of the membership whenever in its judgment the best interests of the corporation would be served, or by a majority vote of all Directors, with or without cause, at a meeting of the BOD.
11. **Action without a Meeting:** Any action required to be taken at a meeting of Directors or any other action which may be taken at a meeting of Directors, may be taken without a meeting if

a consent in writing, setting forth the action so taken, is signed by all the directors, and copies of consenting emails shall be collected by the secretary and become a part of the written record. The action must be ratified by the BOD at a regular meeting in order to become an official act.

12. **Proxy Voting:** At any meeting of the membership or BOD, any member may vote by a written proxy. Such proxy must specifically identify the matter which is to be exercised. All proxies shall be in writing and filed with the Secretary.
13. **Compensation:** No Officer or Director of the corporation shall receive, directly or indirectly, any salary, compensation or emolument in his or her capacity as an Officer or Director. This section shall not be construed to mean, however, that an Officer or Director employed by the corporation may not receive compensation for services in his or her capacity as an employee. All members shall be entitled to reimbursement for reasonable expenses incurred in connection with service to the corporation.

## Article V: Officers

1. **Qualifications:** The officers of the corporation shall consist of a President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except for the offices of President and Secretary. Officers must be current members.
2. **Election and Term of Office:** The Officers of the corporation shall be elected annually by the members at the June annual meeting. A vacancy in an office may be filled at any meeting of the BOD. Each Officer shall be elected for one fiscal year or until his or her successor is duly elected and qualified.
3. **Removal:** Any officer of the corporation may be removed by a vote of the majority of the BOD then in office or by a majority of the membership.
4. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the BOD for the unexpired portion of the term.
5. **Powers and Duties:** The officers of the corporation shall exercise and perform their respective duties and functions as are stated below, and as may be assigned to them by the BOD.
  - a. The **President** shall:
    - i. be the principal executive officer of the corporation and shall, in general, supervise and conduct the activities and operation of the corporation.
    - ii. have general supervision of the affairs of the corporation.
    - iii. keep the BOD fully informed and shall freely consult with them concerning the activities of the corporation.
    - iv. may sign, with the Secretary or any other proper officer of the corporation authorized by the BOD, in the name of the corporation, all contracts and documents authorized either generally or specifically by the Board.
    - v. preside at all meetings of the BOD and the membership.
    - vi. call meetings and preside at the same.
    - vii. appoint Board Directors described in Article VII, Section 2 of these bylaws, with the approval of the other officers.

- viii. perform such other duties as shall from time to time be assigned to him or her by the BOD.
- b. The **Secretary** shall:
  - i. keep accurate minutes of the proceedings of the BOD.
  - ii. perform all duties incident to such office and such other duties as may be assigned by the President or the BOD. Duties may include giving and serving all notices of the corporation, custodian of corporate records and conducting correspondence of the corporation.
- c. The **Treasurer** shall:
  - i. be the principal finance officer of the corporation.
  - ii. have the charge and custody of and be responsible for all funds and securities of the corporation.
  - iii. keep accurate books of account and records of financial transactions and the condition of the corporation and shall submit such reports thereof as the BOD may from time to time require.
  - iv. make an annual financial report and present a proposed budget for the ensuing year to the membership at the annual meeting in June. The budget shall be approved by the BOD and the membership.
  - v. in general, perform all duties incident to such office and such other duties as may from time to time be assigned to such person by the President or the BOD.

## **Article VI: Nominations and Elections**

1. A nominating committee shall be appointed by the President, and shall begin meeting no later than March. It shall be the duty of the committee to prepare a ticket of officers for the following year, having first gained the consent of the nominees, and to furnish a copy to the President. The officers to be nominated shall be President, Secretary and Treasurer. Nominations with the consent of the nominee may be made from the floor at the annual general meeting.
2. Officers shall be elected at the annual meeting by a majority of the members present.
3. Officers shall hold office for one fiscal year until successors are elected.
4. Outgoing officers shall provide the incoming officer (or BOD if no replacement is identified) a list of uncompleted tasks for which they are responsible before they leave office, and shall be allowed to complete any said tasks with permission of the incoming officer or the BOD if no replacement officer is approved.
5. If any office becomes vacant between regular elections, it shall be filled by a majority vote of the Board.

## **Article VII: Committees**

1. The President shall appoint, with the approval of the other officers:
  - a. Standing Committee Chairpersons who are part of the BOD.
  - b. Chairs of Ad Hoc Special Committees when the need arises.
  - c. Audit Committee Chairperson to review the corporation accounts and the records of the treasurer

2. **Executive Committee:** Subject to current Oregon nonprofit corporation law, the Executive Committee shall consist of the officers of the Corporation. During the interval between meetings of the Board, the Executive Committee shall conduct the business of the Corporation. Meetings of the Executive Committee may be called as needed by the President or by request of any other members of the Executive Committee.
3. **Standing Committees:** Standing Committees may be formed by the Executive Committee as needed. Standing committees shall be responsible to the Executive Committee for all activity during the year and shall report to the BOD at BOD meetings. Charges to the committees will be developed by the Executive Committee.
4. **Ad hoc Committees:** The President may appoint ad hoc committees subject to the approval of the Executive Committee for a specific task. Duties of the ad hoc committees will be the same as those outlined for standing committees. Upon completion of its task, the committee will be dissolved.
5. **Audit Committee:** The Audit Committee shall begin meeting no later than April, and shall provide a report to the BOD at the regularly scheduled May meeting of the BOD.
6. The following Standing committee chairpersons (Directors) shall, with the three Executive Officers, constitute the BOD:
  - a. The **Education Director** chairs the committees responsible for programs, workshops, grants and study groups.
  - b. The **Sales Director** chairs the committees responsible for PHG sales events.
  - d. The **Membership Director** maintains accurate membership records and acts as liaison between the Board and the PHG membership.
  - e. The **Community Involvement Director** chairs the committees responsible for demonstrations and exhibits and coordinates PHG's involvement in community events.
  - f. The **Member Services Director** chairs the committees responsible for member services including the PHG library and PHG equipment rentals.
  - g. The **Communications Director** chairs the committees responsible for the newsletter, website and PHG social media presence.
  - h. The **At-large Director** chairs ad-hoc committees as needed and shall provide the board with historical background and context of guild policies and practices.
  - i. The **Organization Liaison Director** is responsible for coordination between PHG and representatives to other organizations, including ANWG and WeGO.
7. All Committee Chair appointments shall be made with the approval of the Board. All Committee Chairs shall appoint their own committees.
8. Outgoing Officers, Directors and Committee Chairs shall meet with incoming Officers, Directors and Chairs and shall turn over appropriate documents, records, and passwords before the September meeting to aid in transference of responsibilities.

9. The designation of such executive committees and the delegation thereto of authority shall not relieve the BOD nor any individual director of any responsibility imposed upon them by law.

## **Article VIII: Amendments**

1. Bylaws may be amended, adopted, or repealed at any regular meeting by a majority of the members present provided that the amendment has been submitted, to the general membership, at least thirty (30) days in advance of said meeting.
2. Policies and procedures may be changed at any regular meeting of the BOD.

## **Article IX: Communications**

1. Communications between members will be by use a monthly newsletter which may be sent by email.
2. PHG will also maintain a website - [www.portlandhandweaversguild.org](http://www.portlandhandweaversguild.org). Communications between members may be by use of the website. This site will house information about events, workshops, exhibits, conferences and other important pertinent facts. Also on the website, in a secure location, will be the guild directories, board minutes and other information. The content of the website will be determined by the BOD.

## **Article X: Corporate Seal**

There shall be no corporate seal.

## **Article XI: Fiscal Year**

The fiscal year of the corporation shall be July 1st through June 30th.

## **Article XII: Parliamentary Authority**

The parliamentary authority of PHG 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 PHG may adopt.

The foregoing revised Bylaws are duly adopted by the PHG membership on June 13, 2019.