

# Olympia Weavers Guild

## Bylaws

(~~11/15/2021~~ 1/24/2022)

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**Notes: Blue color indicates that content is new or paraphrased. Black text is contained in the current version of the Bylaws.**

**Red color indicates a change in content.**

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 Effective Date: (--/--/----)  
 Date Amended: (--/--/----)

Olympia Weavers Guild  
 Bylaws

### Bylaw Change Record

Article	Section	Summary of Change/Rationale	Approved
All		Overall format revised, Table of Contents, Change Record added	Pending
V	5.4 and 5.5	Content moved from Policies and Operational Procedures as it speaks to how the Board may vote.	Pending
VII	7.2	Change in who may review books at end of Treasurer’s term. Reason is to save cost of professional accountant.	Pending

# Olympia Weavers Guild

## Bylaws

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## Preamble

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Washington and the Articles of Incorporation of the Olympia Weavers Guild. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Washington, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Guild, it shall then be these Bylaws which shall be controlling.

## ARTICLE I – NAME, PURPOSE AND FORM OF ORGANIZATION

### Section 1.1: Name

The name of the organization shall be the Olympia Weavers Guild, also referred to as OWG or Guild.

### Section 1.2: Purpose

The purpose of the Olympia Weavers Guild shall be to provide a forum where active weavers may share information, knowledge, and techniques, and provide each other with guidance, encouragement, inspiration, and financial support through grants.

Guild members will be encouraged to share their interests in weaving with members of the community by promoting community education and participating in special events and services.

### Section 1.3: Non-Profit Status

The Guild is a non-profit educational organization under Section 501 (c) (3) of the IRS code.

## ARTICLE II – MEMBERSHIP AND DUES

### Section 2.1: Membership

Membership in the Guild shall be open to anyone who is interested in the field of weaving and other fiber arts who has paid current annual dues.

Dues are payable not later than June 30, at the end of the fiscal year, which runs from July 1 – June 30. Lapsed members rejoining the Guild at any time must pay current annual dues in full.

### Section 2.2: Prospective Members

A prospective member may attend three meetings as a guest.

### **Section 2.3: Participation**

Members are encouraged to: participate in Guild meetings and activities; to serve on committees and the Board; and share creative work with the Guild.

### **Section 2.4: Honorary/Lifetime Membership**

A member who has rendered long and noteworthy service to the Guild may be selected and approved to receive status as “Honorary/Lifetime Member” and need not pay annual dues.

## **ARTICLE III – MEETINGS**

### **Section 3.1: Regular (Membership) Meetings and Quorum**

Regular Guild meetings shall be held the third Friday of each month, except July and August.

Quorum for a regular [membership](#) meeting shall be one-quarter of the Guild membership.

## **ARTICLE IV – OFFICERS, ELECTIONS, FILLING VACANCIES**

### **Section 4.1: Elected Officers**

[Elected](#) Officers shall be President; 1<sup>st</sup> Vice President; 2<sup>nd</sup> Vice President; Secretary; and Treasurer.

### **Section 4.2: Election of Officers**

Officers shall be elected at the regular May meeting, for a term of one year to begin in July.

Officers may serve a maximum of two consecutive years in the same office.

### **Section 4.3: Process for Election of Officers**

[\(Changed to be consistent with Section 6.2\)](#) In February the [1<sup>st</sup> Vice-President](#) shall [convene](#) the nominating Committee, which committee shall present, at the regular April meeting, a single slate of prospective officers who have been Guild members for at least one year.

Further nominations may also be made from the floor at the May meeting, with the permission of any person being so nominated.

Election to office shall be by a voice majority of [a quorum of](#) Guild members present and voting at that May meeting.

### **Section 4.4: Filling Vacancies.**

If the President is unable to complete the term of office, the 1<sup>st</sup> Vice President shall become President.

The Board shall then appoint Guild members to fill resulting vacancies.

## **ARTICLE V – BOARD COMPOSITION, MEETINGS, QUORUM, and VOTING**

### **Section 5.1: Board Composition** (paraphrased from prior “definition of Board”)

The Board shall be composed of the five elected officers, the Immediate Past-President, and the chairpersons of these committees: Bylaws, Policy & Operating Procedures; Education Outreach; Grants; Library; Membership; Properties; Show & Sale; and Workshops.

### **Section 5.2: Board Meetings and Quorum**

Quorum for a Board meeting shall be seven members, including either the President or 1<sup>st</sup> Vice President.

The Board shall meet in summer to discuss the current budget and to orient the new Board, at the call of the President, [or at the call of](#) a majority of the Board.

The Board shall also meet mid-year to review current budget progress and to discuss the proposed new budget.

### **Section 5.3: Special Board Meetings**

Special [board](#) meetings may be called by a quorum of the Board with at least 24 hours’ notice to the Board [members](#).

### [Section 5.4: Executive Committee](#)

[Composed of the elected officers \(President, 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Treasurer, and Secretary\), this committee meets at the call of the President to consider matters that must be decided quickly and do not require the vote of the Board or guild members.](#)

[Decisions are made by majority vote of the five. Any elected officer may request that the President convene an Executive Committee meeting.](#)

[The meeting and any actions taken will be recorded in minutes of the meeting and reported to \(board members, guild members?\) in a timely manner.](#)

### **Section 5.5: Consent Resolution** (not previously in by-laws; was in policy & procedures)

[A Consent Resolution may be used when a decision needs to be made \(outside of regular or special Board meetings\). Only Board Members may vote.](#)

[A majority vote will determine the outcome.](#)

A copy of the resolution and vote will be kept with the Board Meeting minutes.

### **Section 5.6: Consent Resolution Process**

The resolution may be brought by any Board Member.

Board Officers will agree as to the wording prior to sending the resolution to the entire board.

Board Members will vote by sending an email to the President saying “Yes”, “No”, or “I abstain” by the requested date.

## **ARTICLE VI – OFFICER RESPONSIBILITIES**

### **Section 6.1: President**

President shall conduct regular guild meetings, appoint ad hoc committee chairs, exercise supervision over Guild affairs, and mentor 1<sup>st</sup> Vice President by including him/her in planning agendas, consulting on issues and planning for future Guild matters.

President shall serve as the Director of the Guild.

The retiring President shall serve as a member of the Board.

### **Section 6.2: 1<sup>st</sup> Vice President**

The 1<sup>st</sup> Vice President, in preparation for assuming the presidency, will work closely with the president as described in Section 6.1 above, as well as performing President’s duties as and when requested; coordinating Guild study groups; and chairing the Nominating Committee.

If the 1<sup>st</sup> Vice President is unable to complete the term of office or assume the presidency, a special election shall be called by out-going President.

In the absence of both President and 1<sup>st</sup> Vice President, the most recent Past President available will conduct regular Guild meetings.

### **Section 6.3: 2<sup>nd</sup> Vice President**

The 2<sup>nd</sup> Vice President shall serve as the chairman of the Program Committee.

To assure continuity of planning and implementing Guild programs, 2<sup>nd</sup> Vice President shall have an Incoming Chair to assist with program planning. Incoming chair is not a voting member of the Board, but in their subsequent year, will assume the position of 2<sup>nd</sup> Vice President, implementing programs on which they assisted with planning.

### **Section 6.4: Secretary**



The Secretary shall record, distribute, and maintain minutes of Guild and Board meeting items of business; create and keep Guild correspondence; and maintain all documents not specifically pertaining to other offices.

Prior to publication deadlines Secretary shall provide a copy of the minutes to the President for review and then send them to Newsletter Editor for publication to guild members.

Secretary shall function as the Registered Agent of the Guild.

### **Section 6.5: Treasurer**

The Treasurer shall collect, hold, and disburse all monies paid to the Guild; keep checking and savings accounts and detailed financial records; maintain reports according to applicable Guild Policies and Operating Procedures; and serve as Finance Committee Chair.

## **ARTICLE VII – FINANCIAL OBLIGATIONS, CONTRACTS, FINANCE COMMITTEE**

### **Section 7.1: Financial Obligations and Contracts**

Only the President, or 1<sup>st</sup> Vice President acting in the President's stead, may obligate the Guild financially.

The 2<sup>nd</sup> Vice President, as part of the duties as Program Chair and as a Guild officer, may contract with presenters. In the absence of 2<sup>nd</sup> Vice President, the President (or 1<sup>st</sup> Vice President, in the absence of the President) may negotiate and sign contracts with presenters.

### **Section 7.2: Finance Committee**

The Finance Committee shall review Guild's financial books, per Guild Policies and Operating Procedures.

~~Further, a A~~ person who is not a Guild member, but is ~~a professional accountant, shall conduct- qualified to conduct~~ an independent ~~financial book~~ review ~~shall do so~~ at the end of Treasurer's term of office, and submit his/her observations, conclusions, and recommendations to the Board.

## **ARTICLE VIII – COMMITTEES**

### **Section 8.1: Committees**

Committee Chairs shall select their own committee members and shall ensure there is a job description available for review with incoming Committee Chair.

All Chairs shall keep an account of the committee's activities, including names of those attending, work that was done, and summary minutes of the meeting, and shall provide a written report of those activities to the Outgoing President at Guild's June meeting.

## **Section 8.2: Standing Committees**

Standing committees exist to conduct routine, on-going business of the Guild consistent with the Guild's stated purpose.

The Chairpersons of all Standing Committees are responsible to the Board.

## **Section 8.3: Ad Hoc Committees**

Additional permanent or temporary committees shall be established to conduct Guild business, per Guild Policies and Operating Procedures.

## **ARTICLE IX – RECORDS AND RECORDS RETENTION**

**Guild shall make and retain records according to the established Policy and Operational Procedures.**

## **ARTICLE X – CONFLICT OF INTEREST**

**Guild shall adopt a Conflict of Interest Policy that will seek to protect the Guild's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its members.**

## **ARTICLE XI - PARLIAMENTARY AUTHORITY**

Guild and Board meetings shall be conducted by the rules of parliamentary procedure and "Robert's Rules of Order Revised" shall be the authority in all questions of Parliamentary Law not covered in these Guild Bylaws.

## **ARTICLE XII – AMENDMENTS**

Guild Bylaws may be amended at any regular or special meeting of the Guild by a two-thirds pass vote of a quorum of Guild members present and voting, provided that the proposed amendment must first have been presented in writing and discussed at a preceding meeting.

## **ARTICLE XI – DISSOLUTION**

Should conditions arise when, for any reason, the Guild cannot continue, President shall appoint a committee of three members to present suggestions to Guild membership, for their approval by vote, as to which educational non-profit organizations with like purposes will receive Guild assets.