

Olympia Weavers Guild

Policies and Operational Procedures

Board Of Directors

Purpose

The purpose of this document is to describe the Board of Directors, their qualifications, and how they function.

Authority/Relevant Documents

Relevant documents are as follows:

Articles of Incorporation, Certificate of Amendment.
Bylaws, Sections 3 and 4

Policies

I. Composition

The Board of Directors is composed of a minimum of nine (9) and a maximum of fourteen (14) members.

II. Qualifications

- A. To be considered for election to the Board of Directors, an individual must have been an active member of the Guild for at least one (1) year.
- B. Active membership is defined as at least one of the following:
 - 1. Regularly attends membership meetings;
 - 2. Member of a study group;
 - 3. Serves on a committee; or
 - 4. Participates in one or more events.

III. Term

- A. Directors are elected by a majority vote of the current Board for a term of two (2) years or until they resign, are removed, or a successor is appointed. (See Bylaws.)
 - 1. Prospective Directors are making a commitment of two years when agreeing to stand for election to the Board.
 - 2. Once elected, a Director may resign, if necessary, at any time.
 - 3. A Director may be removed by the Board of Directors (see Bylaws for description of the removal process).

- a. Example: A Director becomes medically unable to continue to serve or to resign.
4. Directors will indicate, to the Recruitment Committee, by March 15th of each year, whether they wish to continue as a Director in the next year or to have a successor appointed at the Annual meeting held in May.
- B. There is no limit to the number of two-year terms a Director may serve.

IV. Recruitment of Directors

- A. In March of each year, the Recruitment Committee, chaired by a Director, will determine the number of Directors needed to stand for election in May and compile a list of qualified candidates for presentation to the Board at the Annual Meeting in May.
- B. At any time, if the number of Directors, for any reason, falls below the minimum number of nine (9), the Recruitment Committee will seek qualified members to stand for appointment.

V. Meetings of the Board

- A. The Annual Meeting of the Board of Directors occurs in May of each year to accomplish the following business:
 1. Elect Directors as needed.
 2. Elect Officers for the upcoming term.
 3. Consider and pass a budget.
 4. Affirm/appoint Committee Chairs, including those chaired by Directors (Recruitment; Policy & Procedures Committees).
 5. Set/confirm a schedule for regular Director and Membership meetings.
 6. Plan for the upcoming year.
- B. Regular Meetings of the Board of Directors may be scheduled to conduct business as needed which may include the following:
 1. Budget and/or account review
 2. Discuss/approve Policies and Procedures
 3. Consider unexpected Director or Officer replacements
 4. Guild planning.
- C. Special Meetings of the Board of Directors may be scheduled to consider specific issues.
- D. Directors may take action in lieu of meeting by unanimous written consent of directors (Consent in Lieu of Meeting).

VI. Quorum of the Board

A quorum of the Board is a majority of the Directors in office at the time the meeting is properly called (see Bylaws for how to properly call a meeting) and present in person or by remote communication.

VII. Voting

- A. Each Director has one (1) vote. Directors may vote in person, by remote communication or by electronic transmission at a meeting where a quorum is present.
- B. Voting by proxy or by attorney-in-fact is not permitted.

VIII. Membership Attendance at Board Meetings

- A. Members are welcome to attend the Annual meeting.
- B. Members may be invited to attend Regular and Special meetings at the discretion of the Board of Directors.
- C. Members and Committee Chairpersons wishing to address the Board of Directors at the Annual or Regular meetings must do so after requesting to be added to the agenda or during a period set aside for this purpose by the Board.

IX. Officers of the Board of Directors

- A. Officers are elected by the Board at the Annual Meeting, following the recommendations of the Recruitment Committee.
 - 1. Candidates for election shall have been a Director for a minimum of one (1) year and
 - 2. Have actively participated in Board activities.
- B. The Officers shall manage the day-to-day operations of the Guild.
 - 1. Anytime the Officers are unable to achieve a majority vote (three of the four officers), that matter shall be directed to the full Board for a decision.
- C. Officers include the following: President, Vice-President, Secretary, and Treasurer.
- D. Term of office is for two (2) years. Renewal for a second term of two years may occur, with a maximum of four (4) consecutive years in the same office.
- E. There is no expectation for succession. (Example: The Vice President is not expected to become President in the subsequent term.)
- F. Officers may choose to not continue as an officer but remain as a Director.
- G. For specifics of Officer responsibilities see Bylaws, Section 4.

IX. Board Chaired Committees

- A. The Recruitment Committee shall be chaired by a Director or member-designee of the Board.
 - 1. Verifies Director, Officer, and Committee Chairs' intent for the upcoming year by March 15th.
 - 2. Identifies qualified Director and Officer candidates when needed.
 - 3. Looks for committee chairpersons for Committee Chair appointments to be confirmed at Annual Meeting.
- B. The Policy and Procedures Committee shall be chaired by a Director.
 - 1. Assure that Board members have electronic and hard copies of Guild Bylaws and Policies & Procedures at the beginning of their term and updates as appropriate.
 - 2. Monitors the Policies & Procedures, assuring that changes directed by the Board are reflected in appropriate revisions.
 - 3. Maintains awareness of Bylaw provisions to advise Board of Directors as needed.
 - 4. Proposed changes will be published in the newsletter and on the website to allow member and Director input prior to presentation to the Board for approval/recommendations.

Procedures

I. How to Resign from the Board

Notify the President of the Board, in writing or by email, that you wish to resign, the effective date of the resignation and the reason you cannot complete your term.

II. How to Request a Replacement on the Board

Notify the Chairperson of the Recruitment Committee, in writing or by email, prior to March 15th, that you wish to be replaced at the end of the fiscal year. You should expect to continue your role until June 30th.

III. How to Resign as an Officer of the Board

- A. Notify the President of the Board, in writing or by email, that you wish to resign, the effective date of the resignation and the reason you cannot complete your term.
- B. Specify whether you are also resigning from the Board of Directors or if you wish to continue in that role.
- C. Note: the expected term for an officer is two years. If you are only able to serve one year of a two-year term, you may choose to serve your resignation by the March 15th deadline, to the Chair of the Recruitment Committee.

IV. Filling a Vacancy on the Board of Directors

- A. Unexpected Vacancy
 1. Anytime the number of Directors on the Board falls below nine (9) members for any reason, the Recruitment Committee shall recruit one or more willing and qualified members to fill the vacancy and submit their name and qualifications to the Board.
 2. The Board may vote to select a candidate from multiple candidates submitted or vote to appoint the individual if a single candidate is presented.
- B. Anticipated Vacancies
 1. Anticipated vacancies occur when a Director indicates to the Chair of the Recruitment Committee that they will not continue to serve past the end of the fiscal year.
 2. The Recruitment Committee shall recruit a minimum of one qualified and willing candidate for each vacancy anticipated and submit their name and qualifications to the Board.
 3. The Board may vote to select the desired number of candidates for the positions available or vote to appoint the individuals if the number of candidates does not exceed the number of positions available.

V. Filling a Vacant Officer Position

- A. Unexpected Vacancy
 1. Anytime an Officer's position becomes vacant it must be filled as soon as possible.
 2. Officer positions are filled from within the Board of Directors.
 3. The Board may vote to select a candidate from multiple candidates or vote to appoint an individual if a single candidate is presented.
- C. Anticipated Vacancies
 1. Anticipated vacancies occur when an Officer indicates to the Chair of the Recruitment Committee that they will not continue to serve as an Officer past the end of the fiscal year.
 2. Candidates will be recruited from the remaining members of the Board to stand for election or appointment.

VI. Meeting Schedules

- A. Annual Meeting
 - 1. Notice to members, inviting them to attend, should be included in the Yearbook, the newsletter, and on the Guild's website.
 - 2. Committee Chairs and/or members wishing to address the Board should request time on the agenda by contacting the President or by speaking for no more than 5 minutes during an open time provided by the Board for this purpose.
- B. Regular Board Meetings
 - 1. A schedule of regular meetings of the Board will be established by the Board at the Annual Meeting and published in the Yearbook, the newsletter, and on the Guild's website.
 - 2. Members are invited to attend.
 - 3. Committee Chairs and/or members wishing to address the Board should request time on the agenda by contacting the President or by speaking for no more than 5 minutes during an open time provided by the Board for this purpose.
- C. Special Meetings of the Board
 - 1. Special meetings of the board may be called on short notice to handle a specified piece of business.
 - 2. Attendance of non-board members is at the discretion of the Board.
 - 3. Inclusion of the membership is to be encouraged when appropriate.