

**Austin Stitchery Guild
The Embroiderers' Guild of America, Inc.
South Central Region
Chapter Bylaws: 2007**

Article I

Name; Use of EGA's Trademarks

The name of the organization shall be the Austin Stitchery Guild (ASG), a chapter of The Embroiderers' Guild of America, Inc., (EGA). While this chapter is recognized as a chapter by EGA, the chapter and its members may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.", the stylized needle and thimble logo and design, and the letters "EGA", under standards approved by EGA. All use of such registered trademarks shall be discontinued upon the suspension, withdrawal or dissolution of this chapter.

Article II

Object

The purpose of this chapter shall be to foster the highest standards of excellence in the practice of the art of embroidery through an active program of education and study and to preserve the heritage of the art of embroidery.

Article III

Membership

Section 1. Any person, regardless of race, gender, religion, national or ethnic origin may become a member of this chapter upon application and payment of dues.

Section 2. The chapter shall consist of a day group, a night group, and satellite groups. Membership in any of these constitutes full membership in the Austin Stitchery Guild. All chapter activities are open to any member.

Section 3. Annual dues shall be payable by members upon notification by the vice-president for membership. Those whose dues are not paid shall be automatically dropped from membership.

Section 4. Transfer and plural members shall be accepted by this chapter upon notification and payment of chapter dues and appropriate region dues, provided the member's current national dues have been paid through the primary chapter.

Article IV

Officers

Section 1. The elected officers shall be a president, a vice-president, a vice-president for membership, a vice-president for education, an assistant vice-president for education, a secretary, an assistant secretary, and a treasurer. All officers must be Austin Stitchery Guild members in good standing.

Section 2. Each officer shall be elected for a term of one year. The term of office will begin at the annual meeting in January. No member shall hold more than one elected office at one time. No member shall serve more than two terms consecutively in the same office with the exception of the treasurer who may serve a third one year term.

Section 3. If a vacancy occurs in the office of president, the vice-president shall automatically become president. All other vacancies will be filled by appointment by the president and with the approval of the board of directors.

Section 4. At the regular meetings in September, a nominating committee shall be elected. It shall consist of one member from the day group, one member from the night group, one member from each satellite group and one member from the current board of directors, excluding the president. No member shall represent more than one group. Candidates shall be nominated from the floor at the respective meetings of these groups, and shall be elected by a plurality of votes. Election of the nominating committee shall be by a show of hands except where there is more than one candidate for a position, in which case election shall be by ballot.

Section 5. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled and report at the October meetings, having obtained consent for nomination from each. Additional nominations from the floor will be permitted at the November meetings, provided consent to serve has been obtained from the nominees prior to the meeting.

Section 6. The election shall be held at the November general meetings and shall be by a show of hands except where there is more than one candidate for a position, in which case election shall be by ballot.

Article V Meetings

Section 1. General meetings of both the day and the night group shall be held in every month.

Section 2. The January meetings shall be the annual business meetings at which the outgoing officers and committee chairmen shall report; a financial audit of the year will be presented; and new officers will be installed. Other meetings may be scheduled at the discretion of the board of directors.

Section 3. Special meetings may be called by the president, by the board of directors, or by any three or more members, two of whom must be board members. A seven day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. At the night meeting, fifteen members of the group shall constitute a quorum. At the day meeting, five members shall constitute a quorum. When a vote is taken, a final tally will be made after both groups have voted. The majority decision of a quorum will determine the action except when a specified vote is necessary.

Article VI Board of Directors

Section 1. The voting members of the board of directors shall consist of the elected officers; a representative elected by each satellite group; the region representative; and the chairmen of the standing committees.

Section 2. The president shall appoint a parliamentarian, who serves without vote.

Section 3. Unless otherwise ordered, the board shall meet monthly prior to the general meetings.

Section 4. Unless otherwise stated, the term for the appointed members of the board of directors shall be concurrent with the term of the president who appointed them.

Section 5. The board of directors shall have general supervision of the affairs of the chapter between its business meetings: fix the day, hour, and place of meetings; make other recommendations to the chapter; and perform other duties specified in these bylaws. The board shall be subject to the orders of the chapter and its acts shall in no way conflict with action taken by the general membership.

Section 6. Special meetings of the board of directors may be called by the president or by any three members of the board, one of whom shall be an elected officer. A seven-day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 7. The quorum for all board of directors meetings shall be a majority of its members.

Section 8. The region representative shall be the immediate past president. The current president may appoint another individual to serve as region representative if the immediate past president is unable to serve.

Article VII Committees

Section 1. The president, with the approval of the board of directors, shall appoint chairmen of

all standing committees, which shall be Advertising, Community Outreach, Events Coordinator, Historian/Librarian, Hospitality/Hostess, Newsletter, and Show.

Section 2. Special committees shall be appointed by the president as the need arises.

Section 3. The president shall serve as an ex officio member of all committees, except the nominating committee.

Article VIII Fiscal Policies

Section 1. The fiscal year shall be from January 1 through December 31.

Section 2. The books and accounts of the chapter shall be kept in accordance with sound accounting practices. Chapter financial records shall be audited each year, either professionally or by an Audit Committee appointed by the Chapter President. The treasurer shall furnish EGA and the South Central Region Director with a report of the finances of the chapter by February 15 of each year and shall send proportionate amounts of each member's dues to both EGA and the Region on a regular basis.

Section 3. No one may profit from membership in the chapter by sales, or solicitation of sales, at EGA meetings, Gift of Stitches, retreats or workshops; however the chapter may contract with members in their professional capacities.

Section 4.a) The chapter shall prepare and present a budget to the membership for approval no later than the meeting prior to the effective date of the budget.

b) The board of directors shall not spend any non-budgeted funds in excess of \$1000 during the fiscal year. The chapter may approve an expenditure in excess of this amount provided:

- 1) the membership is notified in writing at least thirty days prior to the meeting at which the vote is taken,
- 2) the written notice shall include the amount and purpose of the expenditure, and
- 3) the approval is by a two-thirds vote of the members present at the chapter meetings.

Section 5. Donations: Donations of monies by the chapter may be made to any organization which is in compliance with Section 501(c)(3) of the United States Internal Revenue Code and which the chapter, by a two-thirds vote, has designated as the recipient. Notice of such a proposed donation shall be submitted in writing to the members at least thirty days prior to the meeting at which the vote is taken.

Section 6. Dissolution: In the event of dissolution of the chapter, all its assets and funds remaining after payment or provision for payment of all debts and liabilities of the chapter shall be distributed to one or more organizations which have been in existence for a period of two years, which are in compliance with Section 501(c)(3) of the United States Internal Revenue Code, and which the chapter has designated as a recipient by a two-thirds vote. Notification of the membership shall be provided in writing at least thirty days prior to the meeting at which such a vote is to be taken.

Section 7. Indemnification of Directors and Officers: See attached item.

Article IX
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the chapter in all cases applicable and in which they are not inconsistent with the chapter bylaws, the bylaws of the South Central Region, or the bylaws of The Embroiderers' Guild of America, Inc., any special rules of order the chapter may adopt and any statutes applicable to this organization.

Article X
Amendment to Bylaws

Section 1. Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the chapter bylaws shall be incorporated automatically in the chapter bylaws and that the membership shall be informed of such changes at the next regular meetings; and

Section 2. These bylaws may also be amended by a two-thirds vote of the membership present at the day and night general meetings provided the proposed amendment has been submitted in writing to the membership at least thirty days before the meeting and that the proposed amendment has received the approval of The Embroiderers' Guild of America, Inc. prior to the meeting.

Membership Approval _____
Date Chapter President

EGA Approval _____
Date Chairman, Chapter Bylaws Review Committee

Date Director of Bylaws

Please attach this page to your **chapter** bylaws.

At the October 2009 EGA BOD meeting, the following change to Article IX Fiscal Policies in both the region and chapter bylaws was adopted and is immediately in effect.

Article IX Fiscal Policies

Replace Section 3 in its entirety to read:

“No one may profit from membership in an EGA chapter, however an EGA chapter may contract with individual members in their professional capacities. EGA prohibits the use of membership lists other than for EGA purposes.”

ARTICLE IX Section 7

Indemnification of Directors or Officers

Section 1. Directors and Officers Covered. Directors whom the chapter may indemnify under this Article include the directors described in these chapter bylaws as members of the board of directors. Officers whom the chapter may indemnify under this Article are the elected officers described in these chapter bylaws. If an officer or director is described in this Section, indemnification may be paid to her/his duly qualified executor, administrator, or other personal representative.

Section 2. Legal Actions, Suits or Proceedings Brought Against Directors or Officers of Chapter.

A. Discretionary Indemnification. Except as provided in Paragraph B below, the chapter may, at the sole discretion of its board of directors, indemnify any director or officer or former director or officer described in Section 1 above against any judgment and any expenses, including attorneys' fees, actually, reasonably and necessarily incurred by her/him in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.

B. Limitations Upon Indemnification. The chapter shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the chapter's board of directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the chapter or to EGA.

Section 3. Payment of Indemnification.

A. Approval. Notwithstanding the foregoing Sections, the chapter shall not indemnify any director or officer described in Section 1 of this Article unless such indemnification is approved by its board of directors acting by a quorum which consists of directors who are not parties to the action or proceeding for which indemnification is considered.

B. Notice to Members. If any expenses or other amounts are paid by way of indemnification to a director or officer, other than by court order or action by the members, the chapter shall prepare a statement specifying the person(s) paid, the amount, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the chapter to its members of record entitled to vote for the election of directors within 3 months from the date of payment.