

BYLAWS
OF
SPOKANE HANDWEAVERS' GUILD
A Washington Nonprofit Corporation

Revised June 2019

ARTICLE I

Name

The name of this nonprofit Corporation is SPOKANE HANDWEAVERS' GUILD.

ARTICLE II

Membership

Section 1. The membership of this Corporation shall consist of one class of members.

Section 2. Membership in the Corporation shall be open to anyone who is interested in the field of weaving. Membership shall be defined as all persons who have paid dues and have no outstanding fees or fines for the current fiscal year and who are willing to participate in the operation of the Corporation and its activities.

Any member over age 75, who has been a paid member for at least five years prior to his/her 75th birthday, will be considered a lifetime member without payment of dues.

Section 3. Twenty-five percent (25%) of the members shall constitute a quorum of the membership. Also see Article VI Section 5 and RCW 24.03.090.

Quorum - The bylaws may provide the number or percentage of members entitled to vote represented in person or by proxy, or the number or percentage of votes represented in person or by proxy, which shall constitute a quorum at a meeting of members. In the absence of any such provision, members holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at

which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by this chapter, the articles of incorporation or the bylaws.

Section 4. The fiscal year shall run from July 1 through June 30. Dues are payable in June for the following fiscal year and become delinquent after July 31. Dues paid prior to June 1 will be credited to the current fiscal year and expire on June 30. Dues paid at any time during the membership year are not prorated.

Section 5. The Board of Directors will determine annual membership dues no later than 60 days prior to the first day of the fiscal year. Dues may not be increased by more than 25% in any one year without an affirmative vote by a simple majority of the membership present at a meeting for which this agenda item was advertised.

Section 6. Each member shall:

- a. Have one vote in Corporation matters
- b. Be eligible to serve on the Board of Directors
- c. Have the right to attend all general membership, Board and other meetings
- d. Have priority for participation in Corporation activities
- e. Receive regular Corporation communications

ARTICLE III

Board of Directors

Section 1. The management and administration of the affairs and funds of this Corporation shall be by a Board of Directors consisting of seven paid members in good standing who shall be elected by the membership at the annual meeting to serve two year terms, the treasurer and one member at-large elected in even numbered years; the secretary and other member at-large elected in odd numbered years, beginning on July 1 and until their successors have been elected and qualified.

Section 2. Directors shall be the persons elected to serve as Officers as described in Article IV, Section 1 of these Bylaws and additional persons elected “at-large” as needed to fill all seven Board of Director seats.

Section 3. Attendance of over fifty percent (50%) of the members of the Board of Directors shall constitute a quorum.

Section 4. The Board of Directors may by resolution delegate such authority to a committee of two or more of the Directors, as it deems necessary or appropriate for the carrying out of the objectives of the Corporation.

Section 5. In the event of a vacancy on the Board of Directors, the remaining Directors by majority vote may elect a successor to fill the unexpired term. If all positions of Directors are vacant by reason of death or otherwise, upon the call of a special meeting of the members made by at least one member and at least ten days prior notice thereof, a special meeting of the members shall be held at which the members shall elect persons to fill such vacancies, such person to be selected for their interest and ability to carry out the purposes of the Corporation.

Section 6. The number of Directors may be changed at any time by amendment to these Bylaws.

Section 7. Any Director may be removed upon two-thirds vote of the Board of Directors with ratification by a simple majority vote of the membership. A Director shall be automatically removed in the event he or she misses three consecutive Board meetings without excuse. Board meeting minutes shall reflect the attendance of each of member of the Board of Directors.

ARTICLE IV

Officers

Section 1. The elected officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. Election of officers shall be by the members at their annual meeting. Each officer will serve for a period of two years following elections as described in Article III Section 1 of these bylaws, and until a successor shall have been elected and qualified. Any two or more offices may be held by the same person, except the Offices of President and Secretary. In the event of a vacancy in the office of President or Vice-President, the Directors shall elect a successor to fill the unexpired term. In the event of a vacancy in any other office, the President shall select a successor to fill the unexpired term.

Section 2. It is anticipated that the President will have served as First Vice President immediately prior to election as President.

Section 3. The duties of the President, Vice-Presidents, Secretary and Treasurer shall be such as are usually imposed upon such officials of corporations and as are required by law and such as may be assigned to them respectively by the Board from time to time, but the checks or other withdrawals upon any bank account of the Corporation shall be signed or otherwise authorized only by such officer or officers as the Board of Directors may from time to time appoint by an appropriate resolution.

In addition to the foregoing, the officers shall have the following duties:

- a. The President serves as the Board of Directors' Chair, presides over the membership meetings of the Corporation, makes sure that records of the Corporation are properly maintained and appropriately passed on to new officers as their terms begin, appoints non-elected committee chairpersons, appoints nominating committees, and is a member ex-officio of all committees except nominating committees.
- b. The First Vice-President assumes the duties of the President in the absence or at the request of the President. If the President is unable to complete the term of office, the First Vice President shall become President.
- c. The Second Vice-President is the immediate past President, serves as advisor to the President and assumes the President's duties when the President and First Vice-President are absent.
- d. The Secretary keeps accurate minutes of each Board of Directors meeting and membership meeting, attends to all correspondence of the Corporation, provides copies of minutes and correspondence to committee chairpersons as requested, and makes sure that meeting notices as required by Article VI Section 6 are distributed.
- e. The Treasurer prepares the annual budget, keeps accurate financial records, receives incomes and dues, pays bills, files all forms as required by law, maintains and distributes membership records, serves on the Membership Committee and provides a monthly financial report to the Board.

ARTICLE V

Charitable Distributions

Section 1. Subject to the Articles of Incorporation and applicable law, the funds of the Corporation may be distributed only for the following purposes:

1. To provide for education in the craft of handweaving and to promote and stimulate public interest in the art of handweaving;
2. To obtain, provide, and make available handweaving exhibits to the end that the artistic level of the craft may be raised;
3. To aid and encourage prospective handweavers in the general art of handweaving as a creative endeavor;
4. To conduct and assist in conducting all projects and programs which have to do with the foregoing endeavors and objects in the Inland Empire.

5. To make grants to other institutions, Corporations, community chests, funds, foundations, trusts, associations, or organizations, which are organized exclusively for education, charitable, religious, scientific or literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time, and which have received a determination or ruling of exempt status under Section 501 (a) of such Code from the Internal Revenue Service.

ARTICLE VI

Meetings

Section 1. The Board of Directors shall meet no less than four times per year. Additional Board meetings may be held as the Board deems necessary. The annual meeting of members and the Board of Directors shall be held in the month of June at such time and place as determined by the Board of Directors.

Section 2. All Board meetings, except those meetings or portions of meetings held in executive session, are open to the membership at large. Members are welcome to speak upon being recognized by the Chair.

Section 3. The Board of Directors shall set the year's schedule of Board meetings and general membership meetings at the beginning of each fiscal year, and said schedule will be provided to all members.

Section 4. Special meetings of the Board of Directors or of the membership shall be held upon the call of the President or Board of Directors or upon the written request and ten days notice in writing signed by two members of the Board, at such place as determined by the Board of Directors.

Section 5. A quorum for a general membership meeting shall be twenty-five percent (25%) of the membership. Each member in good standing shall be entitled to cast one vote at any election or on any subject before any annual or special meeting of the members, and such votes may be cast in person or by proxy, written or electronic. Each Director shall be entitled to cast one vote at any election on any subject before any annual or special meeting of the Board of Directors.

Section 6. Notice stating the place, day and hour of the annual meeting and, in case of a special meeting, the purposed or purposes for which the meeting is called, shall be provided not less than 10 days prior to said meeting to each member entitled to vote at such meeting.

Section 7. Any action permitted or required to be taken at a meeting of members, Directors or a committee of Directors may be taken without a meeting in accordance with

RCW 24.03.465 if a consent in writing setting forth the action so taken, shall be signed by all the members, Directors, or members of the committee, as the case may be.

ARTICLE VII

Committees

Section 1. The Corporation shall maintain the following Standing Committees, which shall consist of a Chair and as many or few other members, if any, as needed. Whenever possible Standing Committee Chairs will be appointed from within the Board of Directors members who do not hold Offices.

a. Program & Workshop Committee, under the leadership of a Chair appointed by the President, organizes programs for each general membership meeting and arranges for one to three workshops each year presented by professional weaving instructors. This includes speaker or instructor scheduling, meeting room procurement and set up, gathering needed materials and equipment, seeing that each meeting is appropriately publicized and, in conjunction with the Treasurer, preparing a budget and handling finances for events.

b. Library and Equipment Committee, under the leadership of a Chair appointed by the President, acts as custodian of the Corporation's physical property, conducts an annual inventory of books and equipment, acquires and discards items as appropriate, maintains a record of the whereabouts of all items out on loan, and works with the Treasurer to set and collect fees such as equipment rental fees, overdue fines and replacement costs for lost items.

c. Membership Committee recruits new members, works to retain current members, maintains current and historical membership information, and distributes membership lists annually. The Treasurer serves on the Membership Committee.

d. Communications Committee, under the leadership of a Chair appointed by the President, is responsible for publicity and communication both within and to those outside of the Corporation. This may include, but is not limited to, a member newsletter, a website, social media and press releases.

Section 2. The Board of Directors may create Ad Hoc Committees, with Chairs appointed by the President, whenever needs arise. These Committees will disband when the tasks for which they were created are completed or no longer needed.

ARTICLE VIII

Indemnification

Section 1. Any person who is made or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a member, Director or officer of this Corporation or is or was serving, or as a consequence of such persons serving at the express written request of this Corporation as a Director, trustee, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise expressly relating to the request shall be indemnified against all liabilities and expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding had no reason to believe his conduct was unlawful. On request of such person who is made or is threatened to be made a party to any such suit, this Corporation shall enter into an agreement confirming the foregoing indemnity subject to limitations as provided by law in such instances. The indemnification herein provided for shall continue as to a person who has ceased to be a Director or officer of this Corporation, shall inure to the benefit of his heirs, executors, and administrators, and shall be in addition to the rights of indemnification as provided by law, with respect to such persons actions while serving as member, director or officer of this Corporation, or others, as described above in paragraph one of this section.

Section 2. This Corporation shall pay expenses incurred in defending a civil or criminal action, suit, or proceeding against which a person shall be entitled to indemnification under this Article in advance of a final disposition of such action upon receipt of an express written undertaking by or on behalf of the person to repay such amount if the person is not entitled to indemnification as provided by law. Indemnification payments and/or advances/payments of expenses shall be made only in such increments and at such times as will not jeopardize the ability of the Corporation to pay its other obligations as they become due.

Section 3. This Corporation may purchase and maintain insurance on behalf of any person who is or was a member, Director, trustee, officer, employee, or agent of the Corporation, or is serving at the request of the Corporation as a Director, trustee, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise as stated in Section 1 of this Article, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation has or would have responsibility in this Article to indemnify him against such liability under law.

ARTICLE IX

Amendments

These Bylaws may be amended by a simple majority vote of the Board of Directors followed by ratification by a simple majority vote of the members present at a meeting at which a quorum is present. Any meeting with such a vote on the agenda will be considered a special meeting and notification as defined in Article VI Section 6 is required.

ARTICLE X

Dissolution

In the event of the dissolution of the Corporation, assets shall be distributed by the Board, with the approval of the members, to one or more organizations with purposes consistent with the purposes of the Spokane Handweavers' Guild and in accordance with Washington State Law.

CERTIFICATION

I certify that these amended Bylaws were approved at a meeting of membership by the required quorum of 42.3% vote of those present on June 9, 2019, as stipulated by the Bylaws which this amended version supersede.

//Lee Ann Mauk// Secretary

June 9, 2019