

HAWAII STITCHERY AND FIBRE ARTS GUILD BYLAWS ►

ARTICLE I – NAME

This organization shall be known as the HAWAII STITCHERY AND FIBRE ARTS GUILD, a Hawaii not-for-profit corporation and herein referred to as the Guild.

ARTICLE II – PURPOSE

The purpose of the Guild is to

1. Encourage the development in Hawaii of stitchery and related creative arts as a media for creative expression;
2. Organize educational activities including workshops, classes, and lectures by visiting and resident artists in the fields of stitchery and related creative arts; and
3. Provide its members with opportunities for exchanging ideas, sharing experiences and techniques and increasing public awareness of stitchery and other related creative arts.

ARTICLE III – MEMBERSHIP

1. Eligibility. Any person interested in the purpose and objectives of this Guild may become a member upon payment of the annual dues.
2. Dues. Shall be determined by a majority vote of members present at an annual meeting of the Guild.
 - a. Annual dues are payable at the beginning of each calendar year (January 1).
 - b. A member shall be dropped from membership if dues are not paid within sixty days.
3. All members shall have equal rights and privileges that include:
 - a. To be informed of meetings of the Guild;
 - b. To attend and participate in meetings, workshops and other activities of the Guild;
 - c. To elect the Officers of the Guild annually; and
 - d. To vote on each matter submitted to a vote of the members.
4. Meeting of Members.
 - a. General membership meetings shall be held monthly.
 - b. The membership meeting for the month of December shall be designated as the Annual Meeting for the purpose of electing officers and any other business of the Guild placed on the agenda by the Board of Directors.
 - c. A quorum of any meeting of the Guild shall be a simple majority of the Board of Directors plus twenty current members or one-third of the members whichever is less.

ARTICLE IV – ADMINISTRATIVE BODY

1. Powers and Duties. The Board of Directors shall manage the business of the Guild. Committees recommend policy to the Board, which enacts policy.
2. Board of Directors.
 - a. The members of the Board of Directors shall be the President, President-elect, Secretary, Treasurer, Immediate Past President and the current chairs of standing committees for Membership, Program, Workshop, Newsletter, Publicity, Historian, Hospitality, Meeting Place Coordinator, and Webmaster.
 - b. Officers and Chairs of the standing committees shall be elected at the annual meeting of the Guild or at any special meeting of the Guild held for that purpose.
 - c. The Board of Directors shall be current members of the Guild.

- d. Each member of the Board of Directors shall serve for a term of one year, except for the Treasurer who shall serve a two-year term.
 - e. The immediate past president shall be a voting member of the Board of Directors.
 - f. Should an Officer or Chair of a standing committee be unable to carry out her/his duties and responsibilities, the Board of Directors will consider the matter for appropriate action.
3. Vacancy. Should a vacancy occur on the Board of Directors, the position shall be filled by appointment by the President, with approval of the Board, until the next election.
4. Compensation. The Board of Directors shall serve without compensation.
5. Duties of Each Officer:
- a. The President shall preside at all meetings of the Board of Directors, the Executive Committee, and all membership meetings of the Guild and shall exercise the general direction of the Guild's activities with the advice of the Board of Directors. The President, in consultation with Board of Directors, shall establish the special committees and appoint chairpersons thereof. The President shall serve as ex-officio voting member of all committees.
 - b. The President-elect or the Immediate Past President shall preside over meetings in the absence of the President. If a vacancy occurs in the office of the President, the President-elect shall assume the duties of that office for the remainder of the term.
 - c. The Secretary shall record all matters transacted at meetings of the Board of Directors, Executive Committee, and the Guild and shall handle correspondence for the Guild at the direction of the President. The secretary should maintain a manual of Guild procedures, job descriptions of all Board of Directors members and a separate listing of all policies relating to each of the different administrative areas covered by this same Board.
 - d. The Treasurer shall oversee receipt and deposit of all funds, disbursement of funds as approved by the Board of Directors and establishment and maintenance of a checkbook or other means of record keeping, maintain records of restricted funds from non-restricted funds, and present a written financial statement at each meeting of the Executive Committee and the Board of Directors. The Treasurer shall be responsible for filing all required state and federal tax returns and other required financial reports on time. The Treasurer is responsible for presenting the next year's budget to the Board of Directors in September. The Treasurer shall serve as chair of the Finance Committee and shall convene the committee after the beginning of the calendar year and present a report to the Board of Directors at the March meeting.
 - 1) Members of the Finance Committee will be the Chairs of Membership, Workshop, Program, the Immediate Past President and a member at large appointed by the President.
 - 2) The Finance Committee will annually review and recommend policies to the Board for
 - a) Annual budget; b) Member Dues; c) Workshop Fees; d) Life membership; e) Travel; f) Honorariums; g) Gifts (to and from the Guild); h) Reserve Fund; i) Check Deposits, Refunds and Reimbursements; j) Contracts; k) Check signing agents and other policies related to the finances of the Guild.
 - e. The Past President shall serve as an advisor to the Board of Directors for one year.
6. Duties of Each Standing Committee Chair:
- a. The Membership Chair will keep an updated roster of all members and provide each member with membership information.

- b. The Program Chair will plan the programs for general membership meetings when there is no workshop speaker.
 - c. The Workshop Chair and Committee will plan and execute workshops with the approval of the Board of Directors.
 - d. The Newsletter Chair is responsible for creating and disseminating the HSFAG monthly newsletter.
 - e. The Historian will keep a current record of workshops and other important events.
 - f. The Publicity Chair is responsible for publicizing meetings and other HSFAG activities.
 - g. The Hospitality Chair will provide refreshments for the members.
 - h. The Meeting Place Coordinator is responsible for finding accommodations for meetings.
 - i. The Webmaster Chair is responsible for the HSFAG website and online presence.
7. Executive Committee. The Officers shall constitute the Executive Committee and, to the extent determined by the Board, the Executive Committee shall have the authority as granted by the Board in the management of the business of the Guild. The Executive Committee shall act only in the interval between Board meetings and at all times is subject to the control and direction of the Board.

8. Special Committees.

Special Committee chairs shall be appointed by the President and approved by the Board of Directors. Special Committee chair positions are ex-officio, non-voting members of the Board of Directors.

The Orpha Herrick Scholarship Committee shall be composed of one or two designated members of the Stitchery Guild. Faculty members of the University of Hawaii Department of Family and Consumer Sciences shall review applicants requesting scholarships, confirm that applicants meet the pre-established criteria to be awarded the scholarship, and make the determination as to which student will be awarded the scholarship. The scholarship fund will be held in a checking account separate from the Guild's other assets and controlled by the Scholarship Fund Manager.

The Committee (also known as the Scholarship Fund Managers) will be responsible for periodically reviewing the scholarship application process and the amount to be awarded. Any changes will be proposed to the Board of Directors and require approval by the board at the regular board meeting or by email. Fundraising will be part of the duties of the Scholarship Committee/Scholarship Fund Managers. The Scholarship Fund Manager(s) will be responsible for presenting quarterly financial reports to reflect the financial activities of the fund. If the Scholarship Fund Manager(s) is unable to carry out the duties of the Orpha Herrick Scholarship Committee, the Guild treasurer will be the successor Fund Manager of the Committee until another Scholarship Fund Manager(s) is selected by the Board of Directors.

9. Meetings. There shall be a minimum of six (6) Board of Directors meetings per year; the date, time and location to be determined by the President.

The Executive Committee shall meet as necessary; the date, time and location to be determined by the President.

Special Meetings of the Board of Directors may be called by the President or may be called upon request of three members of the Board.

10. Quorum. A quorum for a Board of Directors meeting shall be a simple majority of its members. If a quorum is present, actions taken will require a simple majority of those voting.

11. Conduct. Roberts Rules of Order shall serve as a reference and guide in the conduct of

meetings and other business matters.

ARTICLE V – FINANCIAL AND PROPERTY MANAGEMENT

1. Calendar Year. The accounting year of the Guild shall begin on January 1 and end on December 31 of the same year.
2. Review of Books and Accounts. The books and accounts of the Guild will be reviewed annually by a Review Committee appointed by the President at the close of each calendar year.
3. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instruments in the name of or on behalf of the corporation for the consideration that the Board of Directors deems expedient.
4. Checks. All checks issued against the Guild accounts require any one (1) authorized Officer signature. Expenditures of \$200 or more require any two (2) authorized Officer signatures and approval of the Board of Directors. Authorized Officers include the President, Past President, President Elect, Treasurer and Secretary.
5. Gifts and Contributions. The Guild is empowered to accept gifts or contributions with which to carry on its work. Gifts and contributions shall become the property of the Guild only after approval of the Board of Directors.

6. Deposits. All funds of the not-for-profit corporation not otherwise employed shall be deposited from time to time to the credit of the Guild.
7. Payment for Services to the Board. The Board of Directors shall not make any disbursements or contributions of the funds or assets of the Guild to or for the benefit, directly or indirectly, of any director or officer of the Corporation, except for reasonable payments for services actually rendered to the Guild by such director or officer as an employee of the Guild.

ARTICLE VI – NOMINATIONS AND ELECTIONS

1. At least (5) months before the Annual Meeting, the Executive Committee shall appoint the chair of the Nominating Committee.
2. The Nominating Committee shall submit a slate of nominees for Officers and Chairs of Standing Committees to the membership not less than two weeks before the Annual Meeting.
3. Additional names may be placed in nomination of the Annual Meeting by any member with the consent of the member nominated.

ARTICLE VII – AMENDMENTS

1. These Bylaws may be amended, repealed, or altered, in whole or part by a simple majority vote of the Board of Directors and then circulated in the newsletter and voted by members at the monthly meeting following publication. A majority vote of members attending the membership meeting is necessary for approval of any changes to the By-Laws.
2. The Secretary shall keep the original signed copy of the By-Laws as amended and certified by the President. All members of the Board of Directors shall maintain a current copy of the Bylaws in their respective files.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the Hawaii Stitchery and Fibre Arts Guild, all assets of the Guild, after payment of its just debts, shall be transferred or distributed to an organization or organizations which shall, at the time, qualify as an exempt organization or organizations under Section 501©(3) of the Internal Revenue Code.

ARTICLE IX – CONFLICT OF INTEREST AND NEPOTISM

1. Conflict of Interest. Any issue relative to a conflict of interest or perception of a conflict of interest shall be determined by the Board of Directors. Director shall have no substantial financial interest in or be engaged in an official capacity in any business undertaken by the non-profit organization by which she or he may stand to benefit directly.
2. Nepotism. It shall be the established policy of the Guild to hire employees on the basis of merit and not on that of family relationship to a member or members of the Board of Directors.

ARTICLE X – NON-DISCRIMINATION

There shall be not discrimination on the basis of race, color, religion, sex, national origin, marital status, age or physical disability with regard to hiring, assignment, promotion or other conditions of staff employment, use of volunteers, or delivery of other services. This policy shall apply to membership on the organization's governing body and its duly organized committees.

ARTICLE XI – PROHIBITION OF SMOKING

It shall be the established policy of the Guild to prohibit smoking in all facilities under the supervision of the Hawaii Stitchery and Fibre Arts Guild.

[Revised 12/2016]