

FAIRBANKS WEAVER'S AND SPINNER'S GUILD

BYLAWS

ARTICLE I – NAME

The name of this organization shall be the FAIRBANKS WEAVER'S AND SPINNER'S GUILD.

ARTICLE II – PURPOSE

The purpose of this non-profit organization is:

- A. To act as a conduit for information that contributes to the growth of knowledge in our heritage of weaving, spinning, textiles and fiber arts through meetings, fellowship and related travels.
- B. To sponsor and support educational events such as workshops, lectures, exhibits, demonstrations and the like that promote weaving, spinning and fiber arts.
- C. To encourage the improvement of our work through comparing and sharing techniques.
- D. To promote interest in our weaving and spinning heritage among members of the community.

ARTICLE III – MEMBERSHIP

Membership shall be open to anyone interested in weaving, spinning and fiber arts. Members must pay their annual dues.

- A. Membership Year and Dues: The amount of dues will be determined by the Executive board and ratified by the membership. Dues will be paid annually for the period from April 1st to March 31st.
- B. Privileges of Membership:
 1. The right to vote and hold office.
 2. The right to attend monthly meetings.
 3. The right to participate in Guild activities on a priority basis.
 4. The right to attend executive board meetings as a non-voting member.
 5. A subscription to the Guild newsletter.

ARTICLE IV – GOVERNING BODY

The governing body of this organization shall consist of President, Vice-President, Secretary, Treasurer, Historian, and one (1) to four (4) Directors. They will be known as the Executive Board.

- A. Quorum: Four (4) members, two (2) of whom must be officers, shall constitute a quorum of the Board.
- B. Meetings Held by Telephone or Similar Communication Equipment: Members of the executive board or its committees may participate in a meeting by means of telephone, electronic media, or similar communication equipment.

ARTICLE V – DUTIES OF THE OFFICERS

The core duties of officers are set out below. Other duties may be found in job descriptions of the officers.

- A. President:
 1. Preside at all meetings of the organization and be the Chairperson of the Executive board.
 2. Set agendas for the meetings.

3. Be the chief administrative officer of the organization and make a report of the work of the organization at the annual meeting.
 4. Appoint the chairpersons of working committees for the Fair, Workshops, Spinning, Hospitality, the Librarian and ad hoc committees.
 5. Be authorized to sign checks of the organization.
 6. Serve as liaison with other organizations or appoint a representative.
 7. Have such usual powers of supervision and management as may pertain to the office of President.
- B. Vice-President:
1. Co-ordinate programs and locations for the general membership meetings.
 2. Serve as presiding officer in the absence of the President.
 3. Be authorized to sign checks of the organization.
 4. Publicize general meetings.
- C. Secretary:
1. Record the minutes of the Board meetings and the annual meeting and present them at the following meeting.
 2. Record the minutes of any regular membership meeting at which Guild business is conducted.
- D. Treasurer:
1. Be the chief financial officer of the organization.
 2. Collect and disburse the funds of the organization.
 3. Present a financial report at each meeting of the executive board and at the annual meeting. Be authorized to sign checks of the Guild.
 4. File financial forms with the state and federal government such as the non-profit status reports with IRS, raffle permit application and tax report.
- E. Historian:
1. Keep an on-going record of the activities of the Guild and its members in the community.

ARTICLE VI – EXECUTIVE BOARD

- A. Duties: The duties of the executive board shall be:
1. Supervise the affairs of the Guild between its business meetings.
 2. Fix the hour and place of the meetings.
 3. Make recommendations beneficial to the Guild.
 4. Perform such other duties as are specified in these by-laws.
 5. Request that an annual report be made in April following the end of the fiscal year.
 6. Appoint up to two (2) additional check signers as needed.
- B. Voting: Votes of the Executive Board may be conducted at an in person meeting, by telephone, or by electronic communication. A telephone or electronic communication response shall be counted as participation when determining if a quorum exists.
- C. Meetings: The meetings of the Executive board shall be held at least four (4) times a year and may be called when needed by the President, three members of the Board, or by written request of five Guild members.
- D. Past President: The Past President may serve on the executive board in an advisory capacity. In the event of a current president being re-elected for a second term of office, the advisory position of the past president shall remain vacant for that year.

- E. Removal: Any director or officer may be removed upon two-thirds vote of the Executive board with ratification by the membership, whenever, in the board's judgment, the best interests of the Guild will be served.
- F. Ethical Requirements: Members of the executive board have a special obligation to maintain the Guild's integrity and reputation by responsibly supervising the Guild's operations and ensuring the Guild's affairs are administered fairly and impartially through adherence to high ethical standards of conduct.
- G. Conflict of Interest: Members of the Executive Board shall be required to disclose any potential conflict of interest which constitutes personal gain to the director. The executive board shall determine, by a vote which does not count the vote of the interested director, whether the conflict constitutes personal gain to the interested director or any entity with which a director is affiliated. If the executive board determines that a conflict of interest exists, the executive board can only authorize, approve or ratify such contract or transaction by a vote (not counting the vote of the interested director) of a majority of the members of the board present at the meeting where such vote is taken. The interested director may be counted in determining whether there is a quorum at such meeting and the interested director may be present at such meeting.

ARTICLE VII – ELECTIONS

- A. Nominating Committee: A nominating committee of two (2) to three (3) people shall be appointed by the president two months prior to the annual meeting. The nominating committee shall submit a slate of nominees for office to each member by way of the newsletter prior to the annual election meeting. Nominations for office may be made from the floor at the annual meeting with the consent of the nominee.
- B. Election of Officers: The election of officers shall take place each year at the annual meeting. They shall hold office for one year. Any elected officer or director may be eligible for re-election annually. Elections shall be by voice vote, except in the event of a contested office the vote shall be by ballot provided by the Secretary.
- C. Special Elections: A special election shall be held in the event a vacancy occurs in the executive board during the year. A replacement is to be nominated. The nomination is to be submitted to each member preceding the next scheduled membership meeting. Election procedures shall be conducted in the same manner as outlined in Section A and B above. The new officer shall serve the remainder of the term and be eligible for re-election.
- D. Officers and Directors: Officers and directors shall be elected by a vote of the majority of the members present for the annual meeting.
- E. Assumption of Duties: Assumption of duties by the officers and directors shall take place at the board meeting following their election at the annual meeting.

ARTICLE VIII – MEMBERSHIP MEETINGS

- A. General Meetings: Memberships meetings shall be held the first Wednesday of each month except when otherwise announced in the newsletter
- B. Annual Meeting: An annual business meeting shall be held at the beginning of the fiscal year. The Annual Meeting shall include the election of officers and directors for the ensuing year and other business as needed.

ARTICLE IX – ACTIONS OF WRITTEN CONSENT

Any Guild action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Alaska, to be taken at a meeting of the Guild’s executive board (or its committees), may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. Email consent may be substituted for signatures.

ARTICLE X – ADMINISTRATION AND FINANCIAL PROVISIONS

- A. Fiscal Year: The last day of the fiscal year of the Guild shall be March 31st.
- B. Loans Prohibited: No loans shall be made by the Guild to any officer or to any director. A director or officer who participates in the making of such a loan will be liable to the Guild for the amount of the loan until its repayment.
- C. Shares of Stock and Dividends Prohibited: No shares or stock shall be held or issued by the Guild. No dividend will be paid and no part of the income or profit of the Guild will be distributed to its directors or officers.
- D. Salaries: Guild officers shall be non-compensated.
- E. Books and Records: The Guild shall keep correct and complete books and records of accounts and minutes of the proceedings of its executive board. The Guild shall also keep a record of the names and addresses of its directors, officers and members. Books and records shall be maintained by the officers and shall be passed to the new officers as their terms begin. All books and records of the Guild may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time. The executive board may change the Guild’s registered office from time to time. The Guild shall have a policy on records retention.
- F. Amendment of Bylaws: The Bylaws can be amended at any annual meeting of the Guild by a majority vote of the members present, provided that the amendment has been submitted in writing or by electronic communication to each member prior to the annual meeting. Amendments must remain consistent with our status as a tax-exempt non-profit 501(c)(3) educational organization.
- G. Rules of Procedure: Parliamentary rules contained in the current edition of the Robert’s Rules of Order Newly Revised shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Guild may adopt.
- H. Dissolution: Dissolution of the Guild must be carried out in a manner consistent with State of Alaska regulations.

CERTIFICATE

Kate Hedstrom, being the Secretary of the Guild, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by the executive board at a meeting held on March 2, 2011 and ratified by the members at an annual meeting held on April 6, 2011.

[signed copy filed with meeting minutes]

_April 6, 2011_____

Kate Hedstrom, Secretary

Date