

ARTICLE I – NAME

The name of this organization shall be the WASATCH WOOLPACK HANDSPINNERS GUILD

ARTICLE II – PURPOSE

The purpose of this organization is:

- A. To contribute to the growth of knowledge of spinning, textiles and fiber arts through meetings, fellowship and related activities.
- B. To sponsor and support educational events such as workshops, lectures, exhibits, demonstrations and the like that promote spinning and fiber arts.
- C. To encourage the improvement of our work through comparing and sharing techniques, and competition.
- D. To promote interest in spinning and fiber arts among members of the community.

ARTICLE III – MEMBERSHIP

Membership shall be open to any person, regardless of race, gender, orientation, or ability interested in spinning and fiber arts. Members must pay their annual dues to be in good standing.

A. Membership Year and Dues: The amount of dues will be determined by the Executive Council and ratified by the membership.

1. Dues will be paid annually for the period from September 1st to August 31st.
2. New members joining after March 1st will be half of the annual cost and will run until August 31st of the same guild year.
3. Lifetime members are members with all rights associated with general membership, in perpetuity, until they resign their membership or are expelled by the Council. Lifetime members are not required to pay annual dues. No new lifetime memberships shall be accepted after August 31, 2023.

B. Privileges of Membership:

1. The right to vote and hold office.
2. The right to rent Guild equipment.
 - a. minors must have a legal guardian sign an Assumption of Liability form.
3. The right to participate in Guild activities on a priority basis.
4. The right to attend Executive Council meetings as a non-voting party.
5. A subscription to the Guild newsletter.
6. Access to the membership directory.
7. Other benefits as may become available.

C. Family Membership: grants privileges of general membership to all persons listed on the family membership living at the same physical address.

D. Suspension and Termination of Membership: A person's membership shall terminate if they resign, fail to pay dues in a timely manner, or are suspended or expelled by the Executive Council.

1. The Council may, at the Council's sole discretion, permanently expel or temporarily suspend a member after a good faith determination that the member breached the rules of conduct, as laid out in the policy and procedure manual of the Guild, or has engaged in conduct materially harmful to the purposes or

interest of the Guild. A person whose membership is suspended shall not participate in meetings or otherwise exercise any rights of membership during the period of suspension.

2. Absent extraordinary circumstances necessitating immediate action, no expulsion or suspension shall take place without two weeks' prior notice to the member ("Respondent Member"). Notice shall be given in writing, either by email, first class mail, or personally served upon the Respondent Member. The Respondent Member may then meet with the Council to explain or refute the allegations at a regular or special meeting of the Council as soon as such meeting can be convened, or the Respondent Member may instead elect to respond in writing but shall do so within fourteen (14) days of the notice from the Council.

ARTICLE IV – MEMBERSHIP MEETINGS

A. General Meetings: Memberships meetings shall be held monthly except when otherwise announced in the newsletter and under extreme circumstances. Meetings shall be educational and non-commercial.

B. Annual Meeting: An annual business meeting shall be held at the end of the fiscal year. The Annual Meeting shall include disclosing the financial report for the previous year, the incoming Council assuming their duties, and other business as needed.

C. Council Transition Meeting: The Guild's outgoing and incoming Executive Councils will meet jointly to review their roles and responsibilities ahead of the annual meeting. The outgoing treasurer will give a financial report to the incoming Council.

ARTICLE V – GOVERNING BODY

The governing body of this organization shall consist of President, Vice-President, Secretary, Treasurer, Newsletter Editor/Historian, and Past President/Director. They will be known as the Executive Council.

A. Quorum: A simple majority shall constitute a quorum of the Council for purposes of voting and conducting guild business. A telephone or electronic communication response shall be counted as participation when determining if a quorum exists.

B. Duties: The duties of the executive Council 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. Deliver an annual report to the Guild at the end of the fiscal year.

C. Meetings: The meetings of the Executive Council shall be held at least four (4) times a year, including the Council Transition meeting, and may be called when needed by a member of the Council or by request of five (5) Guild members either in writing or when present at a regular guild meeting.

D. Removal: Any Officer may be removed upon two-thirds vote of the Executive Council with ratification by the membership, whenever either;

1. It is in the Council's judgment the best interests of the Guild will be served.

2. Five (5) or more members in good standing motion for impeachment either in writing or during a meeting.
- E. Vacancies: If a vacancy exists for any reason a Special Election shall be held.
- F. Ethical Requirements: Members of the executive Council, and any committees they appoint, 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 Council shall be required to disclose any potential conflict of interest which constitutes personal gain to the officer. If the Council determines that a conflict of interest exists, the executive Council can only authorize, approve or ratify such contract or transaction by a vote (not counting the vote of the interested officer) of a majority of the members of the Council.

ARTICLE VI – DUTIES OF THE OFFICERS

The core duties of officers are set out below.

A. President:

1. Preside at all meetings of the organization and be the Chairperson of the Executive Council.
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 ad hoc committees and non-elective positions.
 - a. Committees/positions that are necessary to the functioning of the guild and require continuous appointment of chairpersons are:
 - i. Technology and Website manager
 - ii. Retreat committee
 - iii. Equipment manager
 - iv. Librarian
5. Be authorized to sign checks of the organization.
6. Serve as liaison with the public and 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. Coordinate special programs and demonstrations.
2. Serve as the Special Program Chair.
3. Serve as presiding officer in the absence of the President.
4. Administer and oversee Elections.
5. Serve as President-elect, assuming the duties of President the next guild year, or if the President leaves office, whichever comes first.
 - a. In the event the Vice President assumes the role of President before the beginning of the designated guild year, they shall remain in the position for the duration of their expected Presidency year.

C. Secretary:

1. Record the minutes of the Council meetings and present them at the following meeting.
2. Record the minutes of any general membership meeting and submit them to the Historian.
3. Assist the President and Vice-President when directed.
4. Handle Guild correspondence, including forwarding to the appropriate Officer or Committee Chair when applicable.
5. Serve as presiding officer in the absence of the President and Vice-President.
6. Maintain an updated membership directory according to the information provided by the member and Treasurer.

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 Council and at the annual meeting.
4. File financial forms with the state and federal government as necessary.
5. Shall pursue and maintain non-profit status.
6. Provide Secretary with updated membership list each month unless no new members have been added.

E. Newsletter Editor/Historian:

1. Compile, edit and email a monthly newsletter in advance of the monthly meeting.
2. Collate the record of activities into a digital yearbook publication.
3. Provide a copy of the Bylaws to the membership in the newsletter at the beginning of each guild year.

F. Past President/Director:

1. Mentor the Council and assist in instructing the Council on policies and procedures.
2. Maintain the Policies and Procedures agreed upon by the Council and membership.

ARTICLE VII – ELECTIONS

A. Election of Officers: The election of officers shall take place each year one month prior to the annual meeting.

1. Officers shall hold office for one year. Any elected officer may be eligible for re-election annually.
2. Candidates will be announced in the newsletter and general meeting one month prior to the election.
3. Elections shall be by voice vote at the designated meeting or by electronic vote. Each member may only vote once, regardless of voting method.
4. Officers shall be elected by simple majority vote.
5. In the event of a contested office, the vote shall be by anonymous ballot provided by the Vice President.

B. Special Elections: A special election shall be held in the event a vacancy occurs in the Council during the year.

1. Election procedures shall be conducted in the same manner as outlined in Section A above, excepting for the announcement period.
2. Membership shall be made aware of the special election and candidates as soon as it becomes known to the Council via newsletter.
3. The election shall be held at the general meeting following the newsletter announcement.
4. The new officer shall serve the remainder of the term and be eligible for re-election.

C. Assumption of Duties: Assumption of duties by the Officers shall take place at the annual meeting following their election.

ARTICLE VIII – ADMINISTRATION AND FINANCIAL PROVISIONS

A. Fiscal Year: The last day of the fiscal year of the Guild shall be August 31st.

B. Loans Prohibited: No loans shall be made by or to the Guild. 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 Council and make them available to members by request. The Guild shall also keep a record of the names and addresses of its officers and members. Accuracy of the contact information is the responsibility of the member. 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 officer, or his or her agent or attorney, for any proper purpose at any reasonable time. The Guild shall have a policy on records retention.

F. Amendment of Bylaws: The Bylaws can be amended at any meeting of the Guild by a majority vote of the members, following the Election procedures outlined in Article VII, Section A, Subsections 2-5. Amendments must remain consistent with our status as a tax-exempt non-profit organization once non-profit status has been established. Once the amendment has been ratified and certified, a copy of the updated bylaws shall be provided to the membership in the following newsletter.

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: In case of dissolution, any residual funds and equipment, after all financial obligations have been satisfied, shall, upon direction of the Leadership Council and in accordance with governmental regulations, be distributed among organizations operating within the purpose of this Guild.

CERTIFICATE

I, _____, being the Vice President of the Guild, hereby certify that the foregoing Amended and Restated Bylaws were duly adopted and ratified by the members at an annual meeting held on _____, 20__.