

Proceedings of the Manasota Weavers' Guild, Inc. Initial Organizational Meeting

In accordance with a motion to adopt, concurred to by majority vote of the initial Board of Directors at the Corporation's initial Organizational Meeting on January 9, 2003, the members of the Board of Directors have prepared and adopted the following Bylaws (code of regulations) for the government of the corporation.

BYLAWS
OF THE
MANASOTA WEAVERS GUILD, INC.
(hereinafter referred to as the Guild)

ARTICLE I. BOARD OF DIRECTORS

A. Status. The **Board of Directors** shall consist of persons who are the **Officers** and **Chairpersons** of standing committees, and initially are identified by the Guild's Articles of Incorporation. The **Officers** and the **Chairpersons** of the standing committees shall make up the **Managing Board (hereinafter referred to as the Board)**, and each person shall have an equal vote on any issues arising during Board meetings.

B. Election. The election of Officers shall be held at each annual meeting of the membership, or at a special meeting called for that purpose. They shall hold office for a period of one year, or until the expiration of the term for which they were elected, and shall continue in office until their respective successors have been duly elected and qualified. They shall serve without compensation; provided, however, upon prior approval by the Board, they shall be reimbursed for any necessary expenses incurred on behalf of the corporation. The Board shall appoint a nominating committee to nominate officer candidates for election at the annual meeting, and members may also nominate officers for election at the annual meeting.

C. Duties. The Board shall have the responsibility for 1) establishing the Guild's general policies and objectives within which the Guild's Officers and Chairpersons are to perform their respective duties, 2) review/approval/disapproval of any contracts proposed for the conduct of programs and workshops, and 3) performing all duties that may be required by law.

ARTICLE II. MEETINGS OF MEMBERS.

A. Annual Meetings. The **Annual Meeting** of membership, as required by law, shall be held, within the State of Florida, at such time and place as the Board shall determine and provide in the Notice Of Meetings.

B. General Scheduled Meetings. General Membership Meetings shall be held monthly September through May, for which notice to the membership shall be provided by the Guild's Newsletter published prior to each meeting.

C. Special Meetings. **Special Meetings** of the Guild may be called by the Secretary, pursuant to a resolution of the Board, or upon the written request of two Board members, or upon the written request of members representing **fifteen percent (15%)** of the then current membership. Calls for special meetings shall specify the time, place and purpose(s) of the meeting(s), and no business other than that specified in the call shall be considered at any such meeting(s).

D. Notice Of Meetings. A written or printed notice of the annual, or any special meeting, of the membership, stating the time and place, and, in the case of special meetings, the purpose(s), shall be given to each current member, by mailing the same to her/his address, or e-mail address, as it appears on the Membership Mailing List, at least ten (10) calendar days before any such meeting. Any failure of receipt by a member(s) of that notice shall not invalidate the meeting, or any proceedings conducted at the meeting.

E. Quorum. No less than **fifteen percent (15%)** of the then current members, entitled to vote on the matters to be presented at a meeting, shall be required to constitute a quorum at any **Annual Meeting** or **Special Meeting** of the membership; provided, however, that less than such majority may adjourn the meeting from time to time, and at any such adjourned meeting any business may be transacted which might have been transacted if the meeting had not been originally adjourned. A quorum for **General Scheduled Meetings** shall be a majority of those members in attendance. A majority vote from the quorum shall be required to pass any matter brought up at either meeting.

F. Action by Members Without a Meeting. Any action required by law, these Bylaws, or the Articles of Incorporation of the Guild to be taken at any **Annual or Special Meeting** of members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be later signed within thirty (30) days following such action by no less than a majority of the then current members

Within ten (10) days after obtaining such authorization by written consent, notice shall be given to those members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

ARTICLE III. MEMBERS.

A. Eligibility. All persons interested in handweaving and other fiber arts, and are willing to foster development of the Guild's various projects, are eligible for membership either as an individual or as a family.

B. Standing. Members entitled to participate in any of the Guild's activities shall be those whose membership dues are paid current, and who have paid all outstanding fees otherwise required by the corporation.

C. Dues. Membership dues shall be payable annually on or before the first general membership meeting during each successive January, and shall be in such amount as may be determined for each year by the Board. Dues for new members who may join the Guild after any January meeting shall not be prorated from the annual amount. Any member who resigns, or otherwise leaves the Guild, shall not be entitled to any refund of any dues, or of any other payment that may have been made to the Guild.

ARTICLE IV. VACANCIES IN THE BOARD.

A resignation from the Board shall be deemed to take effect upon its receipt by the Secretary, unless some other time is specified by the resignation. In the case of a resignation by an elected Officer, the President, with majority concurrence by the Board, may delegate the powers or duties of such Officer to any other Board member or person from the general membership who is willing and able to accept the duties.

ARTICLE V. MANAGING BOARD MEETINGS.

Regular/Special Meetings. Regular meetings of the Board shall be held prior to the General Membership Meetings as defined by Article II.Paragraph B.of these Bylaws. Special meetings of the Board shall be called by the Secretary and held at the request of the President or any two of the Officers. The Secretary shall give notice of each meeting of the Board, whether regular or special, to each member of the Board. The number of Board members present at the time shall constitute a quorum of all meetings.

ARTICLE VI. OFFICERS.

A. Officers. The Officers of this Guild shall be a President who shall also serve as the Chairman of the Board, a Vice President, a Secretary, a Treasurer, and a Program Director. The Officers shall be elected by a majority vote of the membership annually at an annual meeting, and shall hold office for one year, and until their successors are elected and qualified. Any Officer elected may be removed at any time upon vote of the majority of the whole Board. The same person may hold more than one office, other than the offices of President and Vice President. In the case of the absence of any Officer, or for any other reason, which the Board may deem sufficient, the President may delegate the powers or duties of such office to any other Board member, provided a majority of the whole Board concurs with that action.

B. Duties.

1. President. The President shall preside at all meetings of the membership, and shall serve as Chairman of the Board. He/she shall exercise, subject to the control of the Board, a general supervision over the affairs of the corporation, and shall perform generally all duties incident to the office, and such other duties as may be assigned to him/her from time to time by the Board.

2. Vice President. This Officer shall perform all duties of the President in her/his absence, or during her/his inability to act, and shall have such other and further powers as may be assigned to him/her by the Managing Board.

3. Secretary. This Officer shall keep the minutes of all proceedings of the Managing Board and of the membership, make a proper record of those proceedings, and conduct the general correspondence of the Guild. He/she shall perform such other and further duties as may be assigned to him/her by the Board.

4. Treasurer. This Officer shall have the custody of the Guild's funds, which may come into his/her hands. When necessary or proper, he/she may endorse on behalf of the corporation for collection, checks, notes and other obligations, and shall deposit the Guild's funds to its credit in such banks and depositories as the Board may, from time to time, designate. He/she shall submit to the annual meeting of the members, a statement of the financial condition of the Guild, and, whenever required by the Board, shall make and render a statement of the Guild's accounts, and such other statements as may be required. He/she shall keep in books of the Guild, full and accurate accounts of all monies received and paid for the Guild's account. He/she shall prepare, or cause to have prepared, any reports that may be due to either the Internal Revenue Service or the State of Florida. He/she shall perform such other and further duties as may be assigned by the Board.

5. Program Director. This Officer shall develop programs for the Guild's monthly meetings. He/she shall provide descriptions of scheduled programs that shall be printed in the Guild newsletter.

C. Authority To Contract. No contracts shall be entered into on behalf of the Guild except upon approval by the Board as provided by Article I. Paragraph C. Execution of any contract on behalf of the Guild shall require the signature of the President, or the signature of the Program Director.

ARTICLE VII. STANDING COMMITTEES.

General. Each Standing Committee shall have one (1) Chairperson who shall be appointed by the President. In the case of an opening in any committee, the President may delegate the powers or duties of such Chairperson to any other Chairperson or person from the general membership who is willing and able to accept the duties.

A. Standing Committees. Standing committees may be added or removed by a majority vote of the Board depending on the need and requirement for a particular committee.

1. Membership. This committee shall collect and remit to the Treasurer all dues, notify all members that are in arrears, maintain an up-to-date membership list, provide notices of dues to the editor of the Newsletter, and be responsible for the production and distribution of the annual Guild Directory.

2. Learn To Weave. This committee shall arrange and teach classes for new members on the basic techniques of weaving.

3. **Librarian.** This committee shall maintain and preserve all books and related materials, purchase new materials for the Guild Library and be responsible for maintaining the circulation library for loan to members.

4. **Demonstrations.** This committee shall be responsible for coordinating demonstrations by Guild members of fiber-related crafts at public events and at schools.

5. **Sales.** This committee shall handle all arrangements related to events involved in setting up a sales booth, entry forms and fees for same, arranging set-up and take-down of booth and show equipment, scheduling workers for event, and keeping track of merchandise and sales proceeds.

6. **Publicity.** This committee shall be responsible for the promotion of Guild events to the general public.

7. **Historian.** This committee shall keep accurate records of Guild activities, and a scrapbook of the Guild's activities.

8. **Sunshine.** This committee shall send get well, condolence and other cards, when appropriate, on behalf of the Guild.

9. **Newsletter.** This committee shall edit, publish and distribute the Guild newsletter nine times per year with optional summer issues and shall maintain members e-mail addresses and mailing addresses. This committee shall also publish the Notice of Annual Meeting consistent with Article II, Paragraph D of the Bylaws of the Manasota Weavers' Guild, Inc.

10. **Workshops** This committee shall develop workshops. These workshops may be held at a time and place separate from regular guild meetings. He/she shall provide descriptions of scheduled workshops that shall be printed in the Guild newsletter.

11. **Scholarship.** This committee shall consist of no less than 3 guild members, who shall administer scholarship(s) following the stated goals and guidelines of that scholarship(s).

B. Ad Hoc Committees. The Board shall appoint any Ad Hoc Committee as may be needed or required, and have the authority to dissolve same when no longer needed or required.

ARTICLE VIII. FISCAL YEAR.

The Guild's fiscal year shall commence on May 1st of each year, and end on April 30th of the following year.

ARTICLE IX. AMENDMENTS.

These Bylaws (code of regulations) may be adopted, amended or repealed by the affirmative vote of a majority of the membership of the Guild at any meeting called and held for that purpose, notice of which has been given pursuant to law and these Bylaws.