

STARLIGHT STITCHERS CHAPTER
The Embroiderers' Guild of America, Inc.
Pacific Southwestern Region
Chapter Bylaws: 2005

ARTICLE I: NAME; USE OF EGA'S TRADEMARKS

The name of this organization shall be the Starlight Stitchers Chapter of The Embroiderers' Guild of America, Inc., (EGA). While this chapter is recognized as a chapter by EGA, the chapter and its members may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.", the stylized needle and thimble logo and design, and the letters "EGA", under standards approved by EGA. All use of such registered trademarks shall be discontinued upon the suspension, withdrawal of recognition, resignation, or dissolution of this chapter.

ARTICLE II: OBJECT

The purpose of this chapter shall be to foster the highest standards of excellence in the practice of the art of embroidery through an active program of education and study and to preserve the heritage of the art of embroidery.

ARTICLE III: MEMBERSHIP

Section 1. Any person, regardless of race, color, creed, sex, or national origin, may become a member of this chapter upon application and payment of dues.

Section 2. Annual dues shall be payable upon notification by 2nd vice president/ membership.

Section 3. Those whose dues are not paid within the quarter of notification shall be automatically dropped from membership.

Section 4. Transfer and plural members shall be accepted by this chapter upon notification and payment of chapter dues and appropriate region dues, provided the member's current national dues have been paid through the primary chapter.

ARTICLE IV: OFFICERS

Section 1. The elected officers of this chapter shall be president, 1st vice president /administration, 2nd vice president/membership, secretary, treasurer, and region representative.

Section 2. Officers shall serve a term of two (2) years or until their successors are elected, and term of office shall begin on January 1 of even numbered years.

Section 3. No member shall be eligible to serve more than two terms consecutively in the same office, and no member shall hold more than one elected office at a time.

Section 4. If a vacancy occurs in the office of president, the 1st vice-president /administration shall automatically become president; all other vacancies in office shall be filled by appointment by the board of directors.

Section 5. Nominations and Elections:

- a. A nominating committee of three (3) members shall be elected by the board of directors at the August meeting in uneven numbered years.
- b. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled and to report at the November meeting of uneven numbered years, having obtained consent for nomination from each.
- c. The election of officers shall be at the December general meeting of uneven numbered years. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees prior to the nomination. If there is more than one candidate for an office, the vote shall be taken by ballot.

ARTICLE V: MEETINGS

Section 1. Regular meetings of the chapter shall be held on the 2nd Monday of each month unless otherwise ordered by the membership or the board of directors.

Section 2. The annual meeting shall be held in December for the purpose of electing officers, receiving annual reports from the officers and standing committees, adopting a budget, and transacting any other business that may arise.

Section 3. Special meetings may be called by the president, by the board of directors, or by at least three (3) members, two (2) of whom must be board members. A seven (7) day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. The quorum for all chapter meetings shall be twenty-five (25) percent of the membership.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers (executive committee) and standing committee chairmen. The immediate past president is an ex officio board member.

Section 2. The president shall appoint a parliamentarian with the approval of the executive committee. The appointment shall be announced at the first chapter meeting after election or as appropriate. The parliamentarian shall serve without a vote.

Section 3. Unless otherwise stated, the term for the appointed members of the board of directors shall be concurrent with the term of the president who appointed them.

Section 4. The board of directors shall have general supervision of the affairs of the chapter between its business meetings: fix the day, hour, and place of meetings; make other recommendations to the chapter; and perform other duties specified in these bylaws. The board shall be subject to the orders of the chapter and its acts shall in no way conflict with action taken by the general membership.

Section 5. Meetings of the board shall be held on the 4th Monday of the month, unless otherwise determined.

Section 6. Special meetings of the board of directors may be called by the president or by any three (3) members of the board, one (1) of whom shall be an elected officer. A seven (7) day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 7. The quorum for all board of directors meetings shall be a majority of its members.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the elected officers of the chapter.

Section 2. The executive committee shall have general authority over the chapter between meetings of the board of directors and it shall perform other duties specified in these bylaws. Any action taken by the committee shall be reported at the next board meeting.

Section 3. Meetings of the executive committee shall be held between meetings of the board of directors, if necessary.

Section 4. The quorum for the executive committee shall be a majority of its members.

ARTICLE VIII: COMMITTEES

Section 1. The standing committees of this chapter shall be: education, newsletter and programs.

Section 2. The president shall appoint all standing committee chairmen. Standing committee appointments shall be approved by the executive committee. The president shall announce said appointment at the first chapter meeting following the election or as appropriate.

Section 3. Special committees or additional standing committees shall be appointed by the president as the chapter or the board of directors deems necessary.

Section 4. The president shall be an ex officio member of all committees except the nominating committee.

ARTICLE IX: FISCAL POLICIES

Section 1. The fiscal year shall be from January 1 through December 31.

Section 2. The books and accounts of the chapter shall be kept in accordance with sound accounting practices. Chapter financial records shall be audited each year, either professionally or by an audit committee appointed by the chapter president. The treasurer shall furnish EGA and the Pacific Southwestern Region director with a report of the finances of the chapter by February 15 of each year and shall send proportionate amounts of each member's dues to both EGA and the Region on a regular basis.

Section 3. No one may profit from membership in the chapter by sales, or solicitation of sales, at EGA meetings or workshops; however, the chapter may contract with members in their professional capacities.

Section 4. Annual Budget.

- a. The chapter shall prepare and present a budget to the membership for approval no later than the meeting prior to the effective date of the budget.
- b. The board of directors and/or the executive committee shall not spend any non-budgeted funds in excess of \$200 during the fiscal year. This chapter may approve an expenditure in excess of the amount provided:
 - 1) the membership is notified in writing at least thirty (30) days prior to the meeting at which the vote is taken,
 - 2) the written notice shall include the amount and purpose of the expenditure, and
 - 3) the approval is by a two-thirds vote of the members present at the annual meeting of the chapter.

Section 5. Donations:

Donations of monies by the chapter may be made to any organization that is in compliance with Section 501(c)(3) of the United States Internal Revenue Code and which the chapter, by a two-thirds vote has designated as the recipient. Notice of such a proposed donation shall be submitted in writing to the members at least thirty (30) days prior to the meeting at which such vote is to be taken.

Section 6. Dissolution

In the event of dissolution of the chapter, all its assets and funds remaining after payment or provisions for payment of all debts and liabilities of the chapter shall be distributed to one or more organizations which have been in existence for a period of two years, which are in compliance with Section 501(c)(3) of the United States Internal Revenue Code, and which the chapter has designated as a recipient by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

Section 7. Indemnification of Directors of Officers. See attached sheet.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases which they are applicable and in which they are not inconsistent with the chapter bylaws, Pacific Southwestern Region bylaws, the bylaws of The Embroiderers' Guild of America, Inc., any special rules of order the chapter may adopt, or any statutes applicable to this organization.

ARTICLE XI AMENDMENT TO BYLAWS

Section 1. Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the chapter bylaws shall be incorporated automatically in the chapter bylaws and the membership shall be informed of such changes at the next regular meeting; and

Section 2. These bylaws may also be amended by a two-thirds vote at any regular meeting of the chapter provided the proposed amendment has been submitted in writing to the membership at least thirty days before the meeting and the proposed amendment has received the approval of The Embroiderers' Guild of America, Inc., prior to the meeting.

Membership Approval January 9, 2006 Maureen S. Balke
Date Chapter President Signature

EGA Approval 2/26/06 Bret Ann Gates
Date Chairman, Chapter/Region Bylaws Committee

EGA Approval 3/4/06 Sharon A. Pierce
Date Director of Bylaws

ARTICLE IX Section 7

Indemnification of Directors or Officers

Section 1. Directors and Officers Covered. Directors whom the chapter may indemnify under this Article include the directors described in these chapter bylaws as members of the board of directors. Officers whom the chapter may indemnify under this Article are the elected officers described in these chapter bylaws. If an officer or director is described in this Section, indemnification may be paid to her/his duly qualified executor, administrator, or other personal representative.

Section 2. Legal Actions, Suits or Proceedings Brought Against Directors or Officers of Chapter.

A. Discretionary Indemnification. Except as provided in Paragraph B below, the chapter may, at the sole discretion of its board of directors, indemnify any director or officer or former director or officer described in Section 1 above against any judgment and any expenses, including attorneys' fees, actually, reasonably and necessarily incurred by her/him in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.

B. Limitations Upon Indemnification. The chapter shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the chapter's board of directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the chapter or to EGA.

Section 3. Payment of Indemnification.

A. Approval. Notwithstanding the foregoing Sections, the chapter shall not indemnify any director or officer described in Section 1 of this Article unless such indemnification is approved by its board of directors acting by a quorum which consists of directors who are not parties to the action or proceeding for which indemnification is considered.

B. Notice to Members. If any expenses or other amounts are paid by way of indemnification to a director or officer, other than by court order or action by the members, the chapter shall prepare a statement specifying the person(s) paid, the amount, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the chapter to its members of record entitled to vote for the election of directors within 3 months from the date of payment.