

**YELLOW ROSE CHAPTER
THE EMBROIDERERS' GUILD OF AMERICA, INC
SOUTH CENTRAL REGION
CHAPTER BY-LAWS
2003**

ARTICLE I - NAME; USE OF EGA'S TRADEMARKS

The name of the organization shall be the *Yellow Rose 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, registration 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 the Second 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 regional dues, provided the member's current national dues have been paid through the primary chapter. The current status of the applicant's national and regional membership must be confirmed. Dues for a Plural Member may not exceed those of a Primary Member.
- SECTION 5: Dues shall be determined by and/or changed by a majority vote of the members present at a monthly meeting as recommended by the Board of Directors, provided:
- a) the membership is notified in writing at least thirty (30) days prior to the meeting at which the vote is taken;
 - b) the written notice shall include the amount and purpose of the change in dues;
 - c) the approval is by majority vote of the members present at the Chapter meeting.

ARTICLE IV - OFFICERS

- SECTION 1: The elected officers of this chapter shall be:
- o President
 - o First Vice-President . Programs
 - o Second Vice-President- Membership
 - o Program Chair-Elect
 - o Secretary
 - o Treasurer
 - o Region Representative.
- SECTION 2: Officers shall serve for a term of one (1) year or until their successors are elected. The term of office begins January 1 and ends December 31.
- SECTION 3: No member shall be eligible to serve more than two (2) 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 First Vice-President shall automatically become President. All other vacancies in office shall be filled by an election by the general membership.

Nominations to fill vacancies shall be made by the Nominating Committee according to *Robert's Rules of Order*.

SECTION 5: Nominations and Elections

- (a) A Nominating Committee of three (3) members shall be elected at the August meeting. The President may not serve on the Nominating Committee.
- (b) It shall be the duty of the Nominating Committee to nominate at least one (1) candidate for each of the offices to be filled and to report at the September meeting, having obtained consent for each member to do so.
- (c) The election of officers shall be at the October meeting. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominee prior to the meeting. If there is more than one (1) candidate for an office, the vote shall be taken by ballot.

ARTICLE V - MEETINGS

SECTION 1: Regular meetings of the Chapter shall be held monthly on the third Wednesday of the month from January through November, unless otherwise ordered, by the membership or the Board of Directors.

SECTION 2: The Annual Meeting shall be held on the third Wednesday of October for the purpose of electing officers, receiving annual reports from the officers and standing committees, 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 any 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 10 of the membership.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall be composed of the elected Officers (Executive Committee), immediate Past President, and Standing Committee Chairpersons.

SECTION 2: Unless otherwise stated, the term of the appointed members of the Board of Directors shall be concurrent with the term of the President who appointed them.

SECTION 3: 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 4: The Board of Directors shall meet quarterly (January, April, July, and October), unless otherwise noted, immediately following the regularly scheduled meeting. Board Meetings shall be open to all Chapter members.

SECTION 5: 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 6: The quorum for all Board of Directors meetings shall be a majority of the members of the Board.

ARTICLE VII - EXECUTIVE COMMITTEE

SECTION 1: The Executive Committee shall be 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 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 as necessary between meetings of the Board of Directors.

SECTION 4: The quorum of the Executive Committee shall be a majority of officers.

ARTICLE VIII - COMMITTEES

SECTION 1: Standing Committees of the Chapter shall be Community Outreach, Education, Library, Newsletter/Publicity, Sunshine/Hospitality, and Workshop.

SECTION 2: The President shall appoint all standing committee Chairmen. Committee appointments shall be approved by the Executive Committee. The President shall announce said appointments at the first Chapter meeting following election or as appropriate.

SECTION 3: Special committees deemed necessary by the membership or Board of Directors in carrying on the work of the Chapter shall be appointed by the President with the approval of the Executive Committee.

SECTION 4: The President shall be an ex-officio [voting] 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. The Treasurer shall furnish *EGA*, and the *South Central Region Director* with a report of the finances of the Chapter by February 15th of each year and shall send proportionate amounts of each member's dues to both *ECA* and the *Region* on a regular basis.

The books of the Chapter shall be audited by an independent accountant in January prior to the regular monthly meeting.

SECTION 3: No one may profit from membership in the Chapter by sales, or solicitation of sales of needlework or non-needle items, at *EGA* meetings or workshops. However, the Chapter may contract with members in their professional capacities.

SECTION 4: Budget:

- a) The Board of Directors and Executive Committee shall prepare a budget the first month of the fiscal year.
- b) The budget shall be presented to the membership for approval at the February general assembly meeting.

The Board of Directors and/or Executive Committee shall not spend any non-budgeted funds in excess of \$200.00. The Chapter must approve any expenditure in excess of this 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 majority vote of the members present at the Chapter meeting.

- SECTION 5:** Donations: Donations of monies by the Chapter may be made to any organization which 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 taken.
- SECTION 6:** Dissolution: in the event of dissolution of the Chapter, all its assets and funds remaining after payment or provision 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 (2) 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 of 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 or 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 applicable and in which they are not inconsistent with the Chapter Bylaws, *South Central Region* Bylaws, the Bylaws of *The Embroiderers' Guild of America, Inc.*, and 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 that the membership shall be informed of such changes at the next regular meeting; and
- SECTION 2:** The Bylaws may be amended by 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 (30) days before the meeting and that the proposed amendment has received the approval of *The Embroiderers' Guild of America, Inc.*, prior to the meeting.

APPROVED BY:

06/11/93	Chapter President, Jerry Trappey
06/21/93	Chairman, Chapter Bylaw Review Committee, Rosemary Kostansek
06/23/93	Director of Bylaws, Kathleen N. Herman
07/08/96	Chapter president, Judy Keys
07/21/98	Chairman, Chapter Bylaws Review Committee, Margaret Kinsey
07/29/98	Director of Bylaws, Armeda L. Taylor

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 us 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.