

**SHOW-ME STITCHERS CHAPTER
THE EMBROIDERERS' GUILD OF AMERICA, INC.
HEARTLAND REGION
CHAPTER BYLAWS: 2010**

ARTICLE I NAME: USE OF EGA'S TRADEMARKS

The name of this organization shall be the Show-Me 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 or 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, gender, religion, national or ethnic origin, may become a member of this chapter upon application and payment of dues.

Section 2. Annual dues shall be payable upon notification by chapter membership chairman.

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. The current status of applicant's national and regional membership must be confirmed. Dues for a plural member may not exceed those of primary membership.

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ARTICLE IV OFFICERS

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

Section 2. Officers shall serve a term of two years or until their successors are elected and the term of office shall begin July 1 following their installation in June.

Section 3. The president, 1st vice president, and secretary shall be elected in odd number years. The 2nd vice president, treasurer and region representative shall be elected in the even numbered years.

Section 4. No member shall be eligible to serve more that two terms consecutively in the same office and no member shall hold more that one elected office at a time.

Section 5. If a vacancy occurs in the office of president, the 1st vice president shall automatically become president; all other vacancies in office shall be filled by election by the board of directors.

Section 6. Nominations and Elections

- a. A nominating committee of three members shall be elected by the board of directors or by the general membership.
- 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 in the newsletter just prior to the June meeting, having obtained consent for nomination from each nominee.
- c. The election of officers shall be at the June meeting. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees prior to the meeting. If there is more than one candidate for an office, the vote shall be taken by ballot.

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ARTICLE V MEETINGS

Section 1. Regular business meetings of the chapter shall be held in January, June and September unless otherwise directed by the membership or the board of directors. Meetings for social and /or educational purposes will be held in February, March, April, May, October and December unless otherwise ordered by the membership or the board of directors.

Section 2. The annual meeting shall be held in June for the purpose of electing and installing officers 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 members, two of whom must be board members. A seven 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 one-fourth of the membership.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers (executive committee), standing committee chairmen and the immediate past president (if she or wishes to serve). A parliamentarian shall serve without vote.

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 way conflict with action taken by the general membership.

Section 4. Meetings of the board shall be held the first full week of the month, unless otherwise ordered.

Section 5. Special meetings of the board of directors may be called by the president or by any three members of the board, one of whom shall be an elected officer. A seven 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 its members.

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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 (any action taken by the committee shall be reported at the next board meeting) and they shall also perform other duties specified in these bylaws

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

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

ARTICLE VIII COMMITTEES

Section 1. The standing committees of the chapter shall be community outreach, education, historian, membership, newsletter and public relations. Standing committees are those whose function is continuous and the chairmen serve as voting board members.

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 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 (voting) member of all committees except the nominating committee.

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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 the chapter president. The treasure shall furnish The Embroiderers' Guild of America, Inc. 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 The Embroiderers' Guild of America, Inc. and the region on a regular basis.

Section 3. No one may profit from membership in an EGA chapter, however, an EGA chapter may contract with individual members in their professional capacities. EGA prohibits the use of membership lists other than for EGA purposes.

Section 4.

- 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 \$500.00 during the fiscal year. The chapter may approve an expenditure in excess of the amount 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 expenditure and
 - c. The approval is by a two-thirds vote on 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 days prior to the meeting at which such vote is to be taken.

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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 days prior to the meeting at which such a vote is to be taken.

Section 7. Indemnification of Directors or Officers:

The chapter shall use the pre-printed text of the Indemnification clause provided to the chapter and region by EGA, Inc. The indemnification sheet can be found at Section X-H010m of the Officer's Notebook. The chairman of the Chapter Bylaws Review Committee is responsible for attaching copies. This sheet will be attached by the chairman as it is printed in the Officer's Notebook and should not be retyped or altered in any manner. It will be placed following the last page of the chapter bylaws.

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, Heartland 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.

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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.

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

Date

Chapter President Signature

EGA
Approval

Date

Chairman, Chapter/Region Bylaws Committee

EGA
Approval

Date

Director of Bylaws