

**SHOW-ME STITCHERS CHAPTER  
THE EMBROIDERERS' GUILD OF AMERICA, INC.  
HEARTLAND REGION CHAPTER  
BYLAWS: 2020**

**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 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 is to inspire passion for the needle arts through education and the celebration of its heritage.

**ARTICLE III MEMBERSHIP**

**Section 1.** Chapter membership shall be open to any individual interested in furthering the purpose of this organization upon payment of dues. Membership may not be limited in number or group of people and must be nondiscriminatory with regard to race, gender, religion, national or ethnic origin, or as required by federal law, the law of the state of Kentucky and the law of the state where the chapter is located from time to time.

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

**Section 3.** Those whose dues are not paid by the date specified by the EGA Board of Directors 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 a president, a 1<sup>st</sup> vice president, a 2<sup>nd</sup> vice president, a secretary, a treasurer and a region representative. The president, 1<sup>st</sup> vice president, and secretary shall be elected in odd number years. The 2<sup>nd</sup> vice president, treasurer and region representative shall be elected in the even numbered years.

**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.** 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 vice president shall automatically become president; all other vacancies in office shall be filled by election by the board of directors. Upon a motion, an officer may be removed for cause by vote of the membership.

**Section 5.** Nominations and Elections

a. A nominating committee of three members shall be elected at the March meeting.

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.

## **ARTICLE V MEETINGS**

**Section 1.** Regular business meetings of the chapter shall be held on the second Tuesday of the month 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 officers, receiving annual reports from the officers and standing committees, adopting a budget and transacting 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 (7) 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 8 or 25 percent of the membership.

**Section 5.** Voting without a meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without an in-person meeting provided that all members of the board or committee are notified in writing or by electronic means of the resolution and that two-thirds of the members of the board or committee consent in writing or by electronic means to the adoption of the resolution authorizing the action. If action without an in-person meeting is necessary by the board, the action must be ratified at the next regular board meeting in order to become an official act of the board.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 1.** The board of directors shall be composed of the elected officers (i.e. the executive committee), standing committee chairmen and the immediate past president.

**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 with a vote.

**Section 3.** 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. Upon a motion, a board member may be removed for cause by a majority vote of the board.

**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 way conflict with action taken by the general membership.

**Section 5.** Meetings of the board shall be held the first full week of the month, unless otherwise ordered.

**Section 6.** 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 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 (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 and programs, fundraising, membership, newsletter, and sunshine.

**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 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 the chapter president. The treasurer 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 EGA, 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.** 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. Neither the board of directors nor the executive committee shall spend any non-budgeted funds in excess of \$500 during the fiscal year. The 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.

**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.

**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:

A. Directors and Officers Covered. Directors whom the chapter may indemnify under this Section include the directors described in these chapter bylaws as members of the board of directors. Officers whom the chapter may indemnify under this Section 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.

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

1. Discretionary Indemnification. Except as provided in Paragraph (2) 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 Paragraph a about against any judgement 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.

2. 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.

C. Payment of Indemnification.

1. Approval. Notwithstanding the foregoing paragraphs, the chapter shall not indemnify any director or officer described in Paragraph a of this Section 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.

2. 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 of 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.

**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 statues 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**

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**Date**

**Chapter President Signature**

**EGA  
Approval**

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**Date**

**Chairman, Chapter/Region Bylaws Committee**

**EGA  
Approval**

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**Date**

**Director of Bylaws**