

# **Hinsdale Embroiderers' Guild**

## **By-Laws**

### **Article I - Name and Object**

**Section 1.** The name of this organization shall be **Hinsdale Embroiderers' Guild (hereinafter referred to as "the Guild")**. The Guild is an Illinois corporation organized and operated for educational purposes. No part of its net income shall inure to the benefit of any individual other than reasonable compensation for service rendered or reimbursement of expenses incurred on behalf of the Guild.

**Section 2.** The object of the Guild shall be to foster the art of needlework and to encourage a high standard of design and technique.

### **Article II - Membership**

- Section 1.** The membership shall consist of regular members and Honorary members.
- a. New regular members shall be admitted on an ongoing basis.
  - b. Honorary members shall be nominated by a regular member and approved by the board.

### **Article III - Officers: Election and Duties**

**Section 1.** The elected officers of the Guild shall consist of a President, Vice-President, Contract Chair, Program Chair, Secretary and Treasurer. These elected officers shall constitute the Executive Committee. Contract Chair and Program Chair may be shared by two or more individuals, upon recommendation by the nominating committee.

**Section 2.** The Vice-President shall be elected each year for a term of one year to be immediately and automatically followed by a term of one year as President. Nominees for Vice-President must have served previously as a member of the Board. The Secretary shall be elected in even-numbered years for a term of two years. The Treasurer shall be elected in odd-numbered years for a term of two years. A Contract Chair shall be elected each year for a term of one year in that office to be immediately and automatically followed by a term of one year as Program Chair.

**Section 3.** The incumbent President shall appoint a nominating committee each year which shall consist of three members including the immediate Past President and two members who have been members not less than one year. The slate of officers for the upcoming Guild year shall be announced at the regularly scheduled March meeting. The election of officers shall be held at the April business meeting with terms to commence in June.

**Section 4.** The President shall serve a one-year term following a year as Vice-President and preside at all meetings of the Guild, Board and Executive Committee and shall be an ex-officio member of all committees and perform other duties incidental to the office. The President shall appoint chairs of standing committees and appoint officers with the approval of the Executive committee.

**Section 5.** The Vice-President shall serve a two-year term. During the first year, the Vice-President shall assist the President in the performance of duties as requested. During the second year of the term the Vice-President shall serve as President. If a vacancy occurs in the office of President, the Vice-President shall become President for the unexpired term.

**Section 6.** The Program Chair will be responsible for programs for the current year.

**Section 7.** The Contract Chair shall prepare the program schedule and coordinate all details to implement the program for their term as Program Chair.

**Section 8.** The Secretary shall keep the minutes of business meetings of the Guild as well as meetings of the Board and Executive Committee and shall provide copies for the President's file. The Secretary shall handle correspondence as requested by the President.

**Section 9.** The Treasurer shall be the custodian of the funds of the Guild and shall be responsible for all receipts and disbursements, prepare an annual budget, keep bank signature cards up to date, and issue any governmental filings as required. She shall prepare an annual financial report at the end of each Guild year that includes a comparison of budgeted receipts and disbursements to actual receipts and disbursements for presentation to members at the September business meeting.

**Section 10.** A vacancy in any office except President shall be filled until the next election by appointment by the President with the approval of the Executive Committee. In the next election, a replacement officer shall be nominated and elected to serve for the remainder of the unexpired term.

#### **Article IV - Board of Directors**

**Section 1.** The elected officers together with the chairs of standing committees, appointed officers, and the immediate Past President shall constitute the Board.

**Section 2.** The duties of the Board shall be to transact necessary business of the guild between business meetings and other such business as may be referred to or delegated to it by the members and to establish Guild Policy. The Board of Directors may permit any or all Directors to participate and vote in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Directors participating may simultaneously hear

each other during the meeting. A Director participating in a meeting by this means shall be considered to be present in person at the meeting.

**Section 3.** The Executive Committee shall act in the interim between board meetings. The executive committee shall exercise such power and authority as may be delegated to it by the board and shall report to the board on all actions taken by it between regular meetings of the board. The Board of Directors may permit any or all Executive Committee members to participate and vote in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all Executive Committee members participating may simultaneously hear each other during the meeting. An Executive Committee member participating in a meeting by this means shall be considered to be present in person at the meeting.

**Section 4.** Three fifths (3/5) of the members of the Board or Executive Committee shall constitute a quorum, and where there is a quorum, a majority of those present shall determine matters brought to a vote.

#### **Article V - Meetings**

**Section 1.** Meetings or alternate activities of the Guild shall be held during the months of September through May at times and places designated in the annual program listing.

**Section 2.** Business meetings of the members shall be held in September, January and April. The Board of Directors may permit any or all members to participate and vote in a business or general meeting by, or conduct the meeting through, the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means shall be considered to be present in person at the meeting.

**Section 3.** One fourth (1/4) of the members of the Guild shall constitute a quorum at any general or business meeting. Where there is a quorum, a simple majority of those present shall determine matters brought to a vote.

#### **Article VI - Finances**

**Section 1.** The fiscal year of the Guild shall be from June 1 of each calendar year through the succeeding May 31.

**Section 2.** A financial audit shall be completed at the end of each fiscal year by two Board members. The results of the audit shall be reported to the Board and Guild.

**Section 3.** Dues for regular members shall be established by the Board and voted on by the membership at a regularly scheduled business meeting. Honorary members do not pay any dues.

**Section 4.** Annual dues for the upcoming year are due and payable by May 31<sup>st</sup> of each Guild year. At the discretion of the Board, a penalty for late payment of dues may be added to dues received after this date.

### **Article VII - Committees and Appointed Officers**

**Section 1.** The President, with the approval of the Executive committee, shall appoint the chairs of Membership, Hospitality, Communication/Media, Historian and other such officers and committee chairs as needed.

**Section 2.** The Membership Chairman shall collect annual dues for remittance to the Treasurer, prepare and maintain the current membership rolls of the Guild, and prepare and distribute the annual listing of meetings and alternate activities to all Guild members, and publish the Membership Directory.

**Section 3.** The Communication/Media Chair shall be responsible for all press releases and shall compile, edit, and distribute a newsletter to all Guild members periodically as determined by the board. The Chair shall also oversee the Guild web site, Facebook and such other Guild online media as needed.

**Section 4.** The Hospitality Chair shall be responsible for all refreshments at meetings.

### **Article VIII – Amendments**

**Section 1.** These By-Laws may be altered, amended or repealed and new By-Laws adopted at any business meeting of the Guild by a two-thirds (2/3) approval vote of the members present, provided a quorum is present. The President shall convene a committee as needed to review the By-Laws on a periodical basis. Such committee shall consist of the President and two Guild members having no less than one year’s membership.

### **Article IX – Dissolution**

**Section 1.** The guild shall be considered disbanded upon a majority vote of the remaining membership.

**Section 2.** On dissolution of the guild all remaining funds and property, after all outstanding debts are satisfied, shall be distributed to a charitable organization according to the decision of the majority of the then current members of the guild.

(Date of Revision: January 20, 2025)