

**By-Laws  
of the  
WEAVERS GUILD OF MINNESOTA, INC.<sup>1</sup>**

**ARTICLE 1 – MEMBERS**

**Section 1. Membership.** Membership in the Weavers Guild of Minnesota (hereafter referred to as the corporation) shall be open to anyone interested in weaving and fiber related arts upon application and payment of dues to the corporation.

**Section 2. Regular Meetings.** Unless the Board determines otherwise, regular meetings of the members shall be held monthly from September through May. The time and place of the regular meeting shall be arranged with the approval of the board of directors (hereafter referred to as the board). The president may change the date of the meeting.

**Section 3. Special Meeting.** Special meetings may be called by the president or the board.

**Section 4. Annual Meeting.** The annual meeting of the members of the corporation shall be held in the second quarter of the calendar year, the specific date, time and location of which will be designated by the president with a notice of 30 days, for the purpose of electing officers and directors and for transacting such other business as may properly come before the meeting.

**Section 5. Notice of Meetings.** Notice of meetings shall state the time, place and, in the case of a special meeting, the purpose of the meeting, and shall be mailed, delivered electronically, or delivered by a duly authorized person to each member not less than five days before the meeting.

**Section 6. Quorum.** At any meeting of members, ten percent (10%) of the total membership present in person, by proxy, or voting by mail shall constitute a quorum, and the act of a majority of the members present at a meeting or voting by proxy or mail shall be the act of the members.

**Section 7. Voting.** At every meeting of members, each member shall have one vote and be entitled to vote in person, by proxy duly appointed by an instrument in writing or delivered electronically or by mail, and filed at or before the meeting with the person who has been designated to act as secretary of the meeting.

**Section 8. Dues.** Membership dues shall be set by the board. Membership dues will be assessed annually and payable in the month the person last became a member of the corporation.

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<sup>1</sup> Reflects all amendments made through December 8, 2016.

## ARTICLE II – OFFICERS

**Section 1. Number.** The officers of the Corporation shall be a president-elect, a president, a past president, a secretary, and a treasurer. All officers are subject to the control of the board.

**Section 2. Election and Term of Office.** Officers shall be elected at the annual meeting of the members. The president shall serve a three-year term. This person shall serve as president-elect during the first year of their term, president during the second year of their term, and past president during the third year of their term. The secretary and treasurer shall serve a two-year term. The term for all officers shall start on the first day of September following their election. All officers except the president may be elected to succeed themselves. No person may serve as an officer for more than six consecutive years.

**Section 3. Vacancies.** If any officer is removed, dies, or resigns, the board may fill such vacancy.

**Section 4. Removal.** The members may remove an officer, with or without cause.

**Section 5. Resignation.** Any officer may resign at any time by giving written notice to the president or to the secretary.

**Section 6. Salaries.** No compensation shall be paid to any officer for service as an officer.

**Section 7 President-Elect.** The president-elect shall assist the president and shall be an *ex officio* member of all committees except the nominating committee. At the request of the president or in the event of the president's absence or disability, the president-elect shall perform the duties and possess and exercise the powers of the president and shall perform such other duties as may be assigned by the board.

**Section 8. President.** The president shall preside at all meetings of members and of the board. The president shall have general charge of the affairs of the corporation and shall perform such other duties as may be assigned by the board. The president shall be an *ex-officio* member of all committees except the nominating committee.

**Section 9 Past President.** The past president shall perform such duties and possess and exercise such powers as may be assigned by the board. The past president shall serve as chair of the nominating committee.

**Section 10. Secretary.** The secretary shall:

- (a) have charge of such books, documents, and records of the corporation;
- (b) attend and keep the minutes of all the business meetings of the board and members of the corporation;
- (c) be responsible for giving notices in accordance with the provisions of these by-laws and as required by law; and
- (d) perform such other duties as may be assigned by the board.

**Section 11. Treasurer.** The treasurer shall:

- (a) have custody of all funds, property, and securities of the corporation;
- (b) endorse or supervise the endorsement on behalf of the corporation for collection of checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the board may designate;
- (c) sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be determined by the board, shall sign all checks of the corporation and promissory notes issued by the corporation
- (d) make such payments and government filings and tax returns as may be necessary or proper to be made on behalf of the corporation;
- (e) enter on the books of the corporation full and accurate account of all monies and obligations received and paid or incurred for or on account of the corporation and shall make such books available at all reasonable times to any director or member at the offices of the corporation;
- (f) render statements of the condition of the finances of the corporation at all meetings; and
- (g) perform such other duties as may be assigned by the board.

**ARTICLE III – BOARD OF DIRECTORS**

**Section 1. General Powers and Number.** The property, affairs, and business of the corporation shall be managed by a board of directors. All officers of the corporation shall be directors. In addition, the board shall consist of not less than three nor more than nine other directors who are not officers of the corporation.

**Section 2. Election and Term of Office.** Directors shall be recommended to the members by the nominating committee and shall be elected by the members at the annual meeting. Directors shall hold office for a two-year term starting on the first day of September following their election as directors. No person shall serve as a director for more than six consecutive years.

**Section 3. Vacancies.** Any vacancy occurring in the board, including a vacancy created by an increase in the number of directors made by the board, shall be filled for the unexpired portion of the term by the board.

**Section 4. Removal.** The members may remove a director, with or without cause.

**Section 5. Resignation.** Any director may resign at any time by giving written notice to the president or to the secretary.

**Section 6. Salaries.** No compensation shall be paid to any director for service as a director.

**Section 7. Regular Meetings.** Unless the board determines otherwise, regular meetings of the board shall be held on the last Thursday of each month. Directors shall be notified of the time and place of the meeting by mail or electronically at least five days prior to such meeting. Except as otherwise determined by the board, all meetings of the board are open to the members.

**Section 8. Special Meetings.** Special meetings of the board shall be held upon written demand by the president or by any three directors, addressed to the president or secretary, stating the purpose thereof. Notice of such meeting shall be mailed or delivered electronically to each director at least five days before the date on which such meeting is to be held. Every such notice shall state the time, place, and purpose of the meeting. No business other than that stated in the notice shall be transacted at a special meeting without the consent of a majority of the members of the board.

**Section 9. Quorum and Manner of Acting.** A majority of the directors at the time of any regular or special meeting of the board shall constitute a quorum for the transaction of business at such meeting, and the acts of a majority of the directors present at any such meeting at which a quorum is present shall be the act of the board. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is had. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the directors present, without notice other than by announcement at the meeting and without further notice to any absent director. A director may not vote by proxy.

**Section 10. Waiver of Notice of Board Meetings.** A director may waive notice before, at, or after a meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter said waiver upon the records of the meeting. By attendance at a meeting, a director shall be deemed to have waived notice, unless the director's appearance is solely for the purpose of asserting the illegality of the meeting.

**Section 11. Eligibility.** Employees of the corporation may not serve on the board.

## **ARTICLE IV – COMMITTEES**

**Section 1. Committees.** Committees and their volunteers are essential to the operation of the corporation. The board shall establish such committees as the board deems necessary or desirable to perform the business of the corporation. When the board establishes a committee, the board shall also establish the procedure for determining the persons who shall serve on such committee. Committee chairs and members do not need to be directors or officers. All committees shall be accountable to the board.

**Section 2. Executive Committee.** The executive committee shall consist of the officers of the corporation. The executive committee has the authority of the board in the management of the business of the corporation between meetings of the board. Three members of the executive committee shall constitute a quorum for the transaction of business at a meeting of the executive committee, and the acts of a majority of the executive committee members present at any such meeting at which a quorum is present shall be the act of the executive committee.

**Section 3. Nominating Committee.** The nominating committee shall consist of five members: three members elected by the members at the immediately preceding annual meeting, one current director chosen by the board, and the past president. The past president shall serve as chair. At the annual meeting the nominating committee shall nominate members for (a) officer and director positions that will be expiring and (b) three non-directors to serve on the nominating committee for the next fiscal year.

## **ARTICLE V – CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.**

**Section 1. Contracts.** The board may authorize any officer or agent to enter into any contract or execute and deliver any instrument on behalf of the corporation. Unless so authorized by the board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

**Section 2. Loans.** No loan shall be contracted on behalf of the corporation and no negotiable instrument shall be issued in its name unless authorized by the board. When so authorized, an officer or agent of the corporation may effect loans and advances to the corporation from any bank, trust company or other institution or from any firm, corporation or individual. For such loans and advances, the corporation may make, execute and deliver promissory notes or other

evidences of indebtedness of the corporation, and may mortgage, pledge, hypothecate or transfer any real or personal property at any time held by the corporation. The corporation shall not lend any of its assets to an officer or director of the corporation.

**Section 3. Deposits.** The corporation shall maintain a checking account with such balance as the treasurer shall determine to be necessary for current needs. The balance of corporate funds shall be held in such manner selected by the board. The bank or banks in which corporate funds are deposited, and the manner of holding and investing corporate funds shall be determined by the board.

**Section 4. Signatures.** Unless otherwise determined by the board, withdrawal of funds from corporate accounts shall require the signature of the president, the treasurer, or an agent designated by the board.

#### **ARTICLE VI – CORPORATE SEAL**

The corporation shall not have a seal.

#### **ARTICLE VII – FISCAL YEAR**

The fiscal year of the corporation shall commence on September 1 in each year.

#### **ARTICLE VIII – AMENDMENTS**

These by-laws may be altered, amended or repealed by the members present at any duly held meeting, if notice of the intent to alter, amend, or repeal the by-laws at such meeting is given to the members at least five days prior to the meeting.