

By-Laws  
of the  
**WEAVERS GUILD OF MIAMI VALLEY**  
(A non-profit corporation)

ARTICLE I

**NAME, PURPOSE, LOCATION, DURATION**

Section 1. Name. The name of this organization shall be Weavers Guild of Miami Valley, Inc., a non-profit corporation, hereinafter referred to as the Guild.

Section 2. Location. The place in Ohio where the principal office of the corporation is to be located is P.O. Box 825, Yellow Springs, Ohio 45387, in Greene County.

Section 3. Purpose. The Guild is organized exclusively for charitable and educational purposes in the areas of hand weaving, spinning and related crafts including such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code).

Section 4. Duration. The period of the Guild's duration is perpetual.

ARTICLE II

**MEMBERSHIP**

Section 1. Membership. Membership is open to all persons, who will be in good standing if (1) they support the purposes, objectives and activities of the Guild and (2) pay the prescribed annual dues.

Section 2. Classes of Membership. There shall be one regular class of membership: active members in good standing (hereafter referred to as "members") who have all the rights and privileges granted by the by-laws, including the right to vote. Special memberships may be awarded by the Board of Directors.

Section 3. Dues. Annual dues and/or membership classifications shall be determined by the Board of Directors and ratified by membership vote at any regular meeting. Changes shall be read into the minutes and presented in writing to the membership at least thirty (30) days before the vote is to be taken.

The fiscal year shall run from July 1 to June 30. Persons joining the Guild after January 31 shall pay one half (1/2) the annual dues. Dues will be collected and recorded by the Treasurer.

Section 4. Privileges. Each member in good standing shall have one vote in all corporate matters, be eligible to serve on the Board of Directors, have the right to attend meetings of the Guild, participate in Guild activities on a priority basis, attend meetings of the Board of Directors on a nonvoting basis, and receive a subscription to the Guild newsletter.

(Revised March 2018)

## ARTICLE III

### BOARD OF DIRECTORS

**Section 1. Powers.** Subject to the limitations of the Ohio Non-Profit Organization regulations and these by-laws, all corporate power shall be exercised by or under the direction of the Board of Directors and the management and affairs of the Guild shall be the responsibility of the Board of Directors.

**Section 2. Offices and Election Thereto.** The Board of Directors shall consist of voting members of the Guild, elected for the following specific offices: President, Vice-President, Secretary, and Treasurer. The Nominating Committee shall be appointed by the President, and the slate of candidates shall be presented by the Nominating Committee at the March meeting. Elections shall be at the April meeting and the term of office shall begin on July 1. Officers shall not be eligible for more than two consecutive terms in the same office.

a. **President.** The President shall preside at Membership meetings and Board of Directors meetings of the Guild, shall have the deciding vote in case of a tie, shall have the power to make appointments to an office until the next election in case of a vacancy, shall have authority to sign checks in the absence of the Treasurer, and shall have general supervision over the affairs of the corporation and over the other officers. Other duties that may be required shall be controlled by the Job Description in the current Policies and Procedures. The term of office is one year.

b. **Vice President.** In the absence of the President, the Vice President shall assume all duties of the President. The Programs and Workshops Committee shall report to the Vice President. Other duties that may be required shall be controlled by the Job Description in the current Policies and Procedures. The term of office is one year.

c. **Secretary.** The Secretary shall keep records of the proceedings of all meetings, shall be responsible for all correspondence of the Guild, and shall distribute job descriptions to new officers and committee members. Other duties that may be required shall be controlled by the Job Description in the current Policies and Procedures. The term of office is one year.

d. **Treasurer.** The Treasurer shall prepare a budget for Board of Directors review at the September Board meeting. With Board approval, the budget will be presented to the General Membership at the September Guild meeting for discussions and subsequent approval. The Treasurer shall receive, record, and disburse all monies of the Guild and present a statement in each newsletter edition. The Treasurer shall prepare and file any reports required by the State of Ohio and the IRS. Other duties that may be required shall be controlled by the Job Description in the current Policies and Procedures. The term of office is one year. Due to the sensitivity of this office a person must have been member for a continuous 24 month period prior to being eligible to hold this office.

An annual audit of the Treasurer's records shall be conducted at the conclusion of each fiscal year. The audit may be performed by at least two Guild members that do not currently and will not in the coming year have signatory access to the Guild checking account. Every effort should be made to have at least one person with auditing experience to perform the audit. The Treasurer shall be required to present to the newly elected Treasurer the financial records as audited. The audit and any corrections, changes and acceptance by the incoming Treasurer will be announced at the September Business Meeting and annotated as such in the minutes of that meeting.

(Revised March 2018)

## ARTICLE IV

### BOARD OF TRUSTEES

Section 1. The Board of Trustees shall oversee the corporation and shall consist of five (5) members as follows:

a. Statutory Agent. The Statutory Agent shall be elected by the voting membership of the Guild for a five-year term and shall serve no more than two consecutive terms. Upon election, the name of the Statutory Agent will be filed with the Ohio Secretary of State. The duties of the Statutory Agent shall include serving as the contact with the State of Ohio for processing all demands of government upon the Guild.

b. Two (2) Members-at-Large. Members-at-large shall be elected by the voting membership of the Guild for a term of two years on a staggering rotation and shall serve no more than two consecutive terms.

c. The President.

d. The Treasurer.

Section 2. Trustees, other than the Statutory Agent, have no specific duties, but are responsible for observing the general operations of the Guild on behalf of the membership. Reports shall be made to the Board of Directors and membership as needed. At least one member of the Board of Trustees shall be a resident of the municipality in which the Guild is incorporated.

## ARTICLE V

### MEETINGS

Section 1. Membership Meetings. Regular membership meetings shall be held monthly September through June. The annual election of officers shall be held in April. Members in good standing who cannot attend the April meeting may vote by absentee ballot provided in the newsletter. Absentee ballots must be received no later than the April election meeting. For voting purposes, a quorum of at least 35% of the voting membership must be present at the meeting.

Section 2. Board of Directors Meetings. Meetings of the Board shall be held monthly or as often as necessary for Guild business, and at such times and places as are designated by the President. Times and places of regular Board meetings shall be published in the Guild newsletter. Special Board meetings may be called at any time by the President or upon the request of three members of the Board. For voting purposes, a quorum consists of four (4) members of the Board of Directors. Regular meetings of the Board are open for any voting guild member to attend on a nonvoting basis.

## ARTICLE VI

### COMMITTEES

**Standing Committees:** Committee chairperson and members shall be appointed by the President with the approval of the Board of Directors. Duties of each committee shall be controlled by the current Policies and Procedures manual.

- a. Programs and Workshops: The Programs and Workshops Committee shall be responsible for planning the programs and scheduling the workshops for the coming year. The committee will report to the Vice President in negotiating contracts for program presenters and workshop instructors according to budget allocations.
- b. Exhibits. The Exhibits Committee shall make arrangements for, organize, and publicize all Guild sponsored/sanctioned exhibits, sales, shows or demonstrations.
- c. Membership. The Membership Committee shall greet new members, accept dues payments for transfer to the Treasurer, inform new members of Guild activities, keep a membership file and prepare a list of new members for each newsletter. The Membership Committee is responsible for publishing the Guild directory.
- d. Nominating. The Nominating Committee shall consist of three members who are not current officers. The Committee shall prepare a slate of candidates for officers, trustees and Statutory Agent to be presented to the membership at the March meeting. Nominations may also be made from the floor.
- e. Publicity. The Publicity Committee shall be responsible for timely submission of publicity to the news media, etc., for meetings, programs and Guild events throughout the year.

Section 3. Special committees may be set up and dissolved by the Board of Directors when needed.

(Revised March 2018)

## ARTICLE VII

### SERVICE APPOINTMENTS

Section 1. The following service appointments are needed for Guild operation (including but not limited to): Equipment Rental Coordinator, Historian, Librarian(s), Newsletter Editor, Parliamentarian, Volunteer Coordinator and Web Site/Social Media Manager.

Section 2. All service appointments shall be made by the President with the approval of the Board of Directors. The duties of these appointments and other appointments required by the needs of the Guild shall be at the discretion of the President and the Board of Directors.

(Revised March 2018)

## ARTICLE VIII

### GENERAL PROVISIONS

Section 1. **Parliamentary Authority**. Guild meetings shall be governed by the rules contained in Roberts Rules of Order. A Parliamentarian shall mediate and clarify all questions.

**Section 2. Guild Spokesperson.** Only the President, or someone delegated by the President, shall be the spokesperson for commitments made by the Guild.

**Section 3. Commissions.** Since Guild members benefit by sales through shows or exhibits arranged by the Guild, a percentage of the member sales shall be paid to the Guild at rates established by the current Policies and Procedures of the Guild.

**Section 4. Availability of the By-Laws.** A copy of the By-Laws shall be presented to each new member upon payment of dues. The By-Laws shall be published in the newsletter or otherwise provided to the membership in each revision year.

**Section 5. Policy Statements.** These By-Laws may be supplemented by policy statements that define, limit, enlarge or otherwise describe the activities of the Guild. Policy statements shall be approved by the majority of the voting membership of the Guild present at any regular meeting provided the proposed statement(s) have been read into the minutes and presented in writing to the membership at least 30 days before a vote is to be taken. Nothing in this Article shall limit the subject matter of policy statements provided such statements meet the purposes set forth in Article II of these By-Laws.

#### **Section 6. Activities**

a. No part of the earnings of the Guild shall inure to the benefit, or be distributed to its members, trustees, officers or other private persons except that the Guild be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II thereof.

b. No substantial part of the activities of the Guild shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Guild shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of these Articles, the Guild shall not carry on any other activities not permitted to be conducted by (1) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (2) any organization, contributions to which are deductible under Section 170(c)(2) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 7. Amendments and Revisions.** These By-Laws may be amended at any regular meeting of the Guild, provided that the proposed amendments have been read into the minutes and presented in writing to the membership at least 30 days before the vote is to be taken. These By-Laws shall be subject to reevaluation and/or revision each fifth year.

**Section 8. Dissolution.** Upon the dissolution of the Guild, the officers shall, after paying or making provision for the payment of all liabilities of the Guild, dispose of all the assets of the Guild exclusively for charitable, educational, religious, or scientific purposes as shall at the time

qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the officers shall determine. Any such assets not so disposed of shall be disposed of by the Ohio Court of Common Pleas of Greene County exclusively for such purposes and to such organization(s) as the Court shall determine which are organized and operated for such purposes.

---

**POLICIES & PROCURES OF  
WEAVERS GUILD OF MIAMI VALLEY, INC.**

**POLICY STATEMENT #1**

**SUBJECT:** Establishment of Policy

**POLICY:** The Board of Directors has authority to set policy for the Guild.

**PROCEDURE:** In non-profit corporations the Board of Directors serves at the pleasure of the membership. Therefore, membership must be apprised of policy the board wishes to adopt by having it read into the minutes of any regular membership meeting and published in the newsletter at least 30 days before the membership votes on it.

Members may either make a motion to approve the policy or make a motion to amend or disallow the policy. A motion passes by a majority vote of the voting members present at the meeting if a quorum (20%) of the voting membership is present.

(Reviewed March 2018)

**POLICY STATEMENT #2**

**SUBJECT:** Guild Membership

**POLICY:** Full dues-paying Guild membership ..... \$25.00  
Additional family memberships at the same address..... \$12.50  
Age 60 and above ..... \$20.00

- Voting privileges in elections and other matters
- Option to serve on the Boards, if desired
- Receive monthly newsletter
- May rent Guild equipment
- Access to Guild library materials
- Members have first priority for space in workshops

(Reviewed March 2018)

**POLICY STATEMENT #3**

**SUBJECT:** Regular meetings

**POLICY:** Regular meetings shall be held in an Ohio location selected by the Board of Directors, on the second Tuesday of the month, September through June. Exceptions can be made for special occasions such as the holiday dinner meeting or the June picnic meeting for which the Program Committee can designate a different venue. The location of each meeting will be clearly noted in each monthly newsletter, on the Guild Web Page, and on Social Media.

(Revised March 2018)

#### **POLICY STATEMENT #4**

**SUBJECT:** Newsletter

**POLICY:** The purpose of the newsletter is to publish the business of the Guild including program and workshop information, a calendar of upcoming events, lists of new members and committee reports. The first newsletter of the year will be sent to all past year's members and to all prospective members. All further newsletters will be sent only to paid members or others as determined by the Board of Directors.

Newsletters may be traded with other guilds.

Fees for ads in the newsletter must be paid in advance.

The Fee Schedule is as follows:

- Guild members selling used equipment or excess yarns – no charge.
- Non-members selling equipment or excess yarn - \$3/month for each 200 characters or less.
- Non-member commercial shops  
Ad size not to exceed full page (maximum) - \$10.00 per month  
¼ page - \$2.50 per month  
½ page - \$5.00 per month

The deadline for the newsletter will be set by the editor and published in the newsletter.  
(Revised March 2018)

#### **POLICY STATEMENT #5**

**SUBJECT:** Library

**POLICY:** The Guild will maintain a library of magazines, DVDs, and books on weaving, spinning, dyeing and related fiber arts. The library will be managed by the Library Committee which will make appropriate purchases, set open hours and keep an inventory. Any Guild member in good standing may borrow library materials. People that have been members for less than a year must have the sponsorship of an established member in order to borrow library materials.

**PROCEDURE:** Members may take out a maximum of five items per month, except at the discretion of the librarian(s).

Video checked-out requires a deposit (refundable when returned) of \$30.

It is the responsibility of the borrower to return all library materials on time and in good condition. Materials may be returned by mail to the librarian or renewed by telephone or at a meeting unless said materials have been reserved by another member.

Charges for overdue materials shall be 5¢ per day with a maximum of \$1.00 per month per book or magazine.

Damage assessments will be determined by the librarian.

The borrower will be charged replacement costs for library materials lost or damaged beyond repair.

All library materials must be returned for the yearly inventory either by or at the last Guild meeting of the fiscal year.

(Revised March 2018)

**POLICY STATEMENT #6**

**SUBJECT:** Workshops

**PROCEDURE:** Any Guild member may take as many workshops as desired. Non-members may take workshops if space is available. An additional fee may be charged. A nonrefundable deposit of half the workshop fee must be paid 90 days prior to the workshop. The remaining balance must be paid prior to participating in the workshop. Registration and/or deposits must be made to the Program Committee, workshop chair or to the Treasurer.

The remainder of the workshop fee must be paid 45 days prior to the first day of the workshop. Any registrant who does not meet the 45-day deadline may lose his or her place in the workshop. Alternates who are contacted to take an available spot have 5 mailing days to make the necessary payment, or the vacancy may be offered to the next alternate. Refunds for cancellations due to emergencies will be decided by the Board of Directors on an individual basis. If the minimum number of people is not registered 30 days prior to the workshop and the registrants do not want to pay the difference in cost, the Guild may return all deposits and cancel the workshop. Or the Board of Directors may vote to cover the difference in the cost. Materials and equipment lists will be provided by the workshop chairs. If you need to rent a loom, make a reservation with the equipment chair. It is the responsibility of each registrant to have any material or equipment not provided by the workshop ready and properly setup prior to the start of the workshop.

(Revised March 2018)

**POLICY STATEMENT #7**

**SUBJECT:** Guild Equipment Inventory

**PROCEDURE:** All equipment shall be permanently numbered and identified as belonging to the Weavers Guild of Miami Valley, Inc. The Equipment Rental Coordinator will keep a log of the rental history of each piece of equipment as a permanent record.

The Treasurer of the Guild shall keep a list of the current replacement cost and the fair market value (FMV) for each piece of equipment for government reporting purposes. This list will be updated every five years when the By-Laws and Procedures and Policies are reviewed.

The list of Guild equipment available for rent shall be published in the Guild newsletter on an annual basis.

**WGMV EQUIPMENT INVENTORY**

<u>Unit</u>	<u>Item</u>	<u>Value</u>	<u>Total</u>	<u>FMV</u>
1	Schacht Wolf Pup Floor, 4S	1,000	1,000	1,000
1	LeClerc Floor Loom, 4S	700	700	700
1	Ashford Table Loom	550	550	250



1	Schacht Table Loom	90	90	45
1	Schacht Inkle Loom	75	75	75
1	Schacht Rigid Heddle Loom/Stand	425	425	425
1	Inkle Loom	90	90	45
1	Ashford Spinning Wheel	325	325	150
1	Bobbin Winder (manual)	0	0	0
1	Warping Board, small	25	25	25
1	Warping Board, medium	50	50	50
1	Warping reel	100	100	100
2	10 X 10 tents	<u>300</u>	<u>600</u>	<u>300</u>
			4,030	3,515

Updated September 2010

**POLICY STATEMENT #8**

**SUBJECT:** Equipment Rental

**POLICY:** Guild equipment will be available to members only for rental.

Floor Looms	\$10/month	4 or 8 shafts, 25" wide
Ashford Table Loom	\$10/month	16" wide, 8 shaft
Schacht Table Loom	\$10/month	22" wide, 8-shaft, 20" 12 dent reed
Schacht Inkle Loom	\$5/month	Table model, adjustable tension
Inkle Loom	\$5/month	
Ashford Spinning Wheel	\$10/month	Regular flyer, 4 bobbins, carders, lazy kate
Tents	\$10/day	Plus \$50 refundable deposit

**PROCEDURE:** Equipment is to be rented on a monthly basis (30 days), one month at a time so that it will be available when needed by the Guild for workshops and classes.

Rental fee is due on the first day of rental. Checks for the rental fee should be made out to Weavers Guild of Miami Valley (WGMV) and must be paid directly to the Equipment Rental Coordinator (not to the Treasurer).

A rental contract detailing items rented, condition of the equipment and the terms of rental must be completed and signed prior to rental. A sample of the current form is listed in the Addendum to this document.

Equipment must be returned in good condition, defined as without damage or loss of accessories. Looms shall be returned with heddles evenly distributed on shafts. The renter is responsible for any loss or damage. The Equipment Rental Coordinator or the Board of Directors is responsible for determining the amount of damages.

Equipment is to be returned to the site where it was picked up, unless otherwise directed by the Equipment Rental Coordinator. Pick-up and return of equipment is the responsibility of the renter.

Updated September 2010

**POLICY STATEMENT #9**

**SUBJECT:** General Operating Fund and Cash Box

**POLICY:** The general operating funds of the Guild shall be kept in a regular checking account at a local bank. A cash box shall be available for fairs with \$50 in coin and currency.

**PROCEDURE:** The President and the Treasurer shall have signature authority on the checking account.

All revenues of the Guild shall be deposited in the checking account, and all expenses shall be paid by check to ensure that all financial transactions of the Guild have a paper trail.

All disbursements of \$5 or over shall be made by check. Disbursements of less than \$5 may be made from petty cash with a receipt issued.

The Board has set a floor of \$4,000 in the checking account as a reserve against emergency. No spending below that floor can be made without the specific, voted consent of the membership.

(Revised March 2018)

**POLICY STATEMENT #10**

**SUBJECT:** Guild Commissions

**POLICY:** Members selling items through Guild booths at fairs or Guild-sponsored events will pay the Guild a commission.

Members who work the booth ..... 20%

Members not working the booth..... 30%

**PROCEDURE:** Members will provide a list of all items for sale. Items shall be tagged with the member’s initials, a number, and the price. (For example: DWR-2 \$25.00)

Receipts in duplicate will be made out for every item sold and must include the information on the tag for proper identification of whose item is being sold.

The Treasurer will deposit all monies from sales into the Guild’s checking account and will write checks to the participating members for their sales, minus the Guild’s commission.

(Reviewed March 2018)

**POLICY STATEMENT #11**

**SUBJECT:** Job Descriptions

**POLICY:** Working board members, committee chairs and service appointments shall have written Job Descriptions.

**PROCEDURE:** The Board shall conduct a review of Job Descriptions during the review of the By-Laws and the Procedures/Policies. The job descriptions will provide detailed guidance of the responsibilities of each position.

(Reviewed March 2018)

**POLICY STATEMENT #12**

**SUBJECT:** Workshop Chair – Fee Waiver

**POLICY:** In recognition of in-kind contributions, which include but are not limited to: meals, transportation, lodging, or coordination. A Workshop Chair must coordinate with the Workshop Committee as soon as possible but not less than 90 days before a workshop of their intention to be a Chair. The chair of a multi-day workshop shall have the workshop fee waived (except material fee), and for a one-day workshop, the chairman shall receive a waiver of 50% of the workshop fee.

(Revised March 2018)

**POLICY STATEMENT #13**

**SUBJECT:** Vanguard Fund

**POLICY:** In order to further the mission of the Guild, the Board of Directors may elect to subsidize the transportation and the venue costs for workshops and programs. The Treasurer will track these costs. Funds will be withdrawn as necessary to maintain the minimum balance specified in Policy #9.

(Revised March 2018)

**POLICY STATEMENT #14**

**SUBJECT:** Conflict Resolution

**POLICY:** When requested, the Board of Directors shall hear and attempt to resolve any grievances concerning members' rights and responsibilities and/or their concerns.

(New Policy March 2018)