

2025
By-Laws of the
WEAVERS GUILD OF MIAMI VALLEY
(A non-profit corporation)

ARTICLE I

NAME, LOCATION, PURPOSE, DURATION

Section 1 **Name.** The name of this organization shall be Weavers Guild of Miami Valley, Inc., a nonprofit 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 via email 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 (½) 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 an email subscription to the Guild newsletter.

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, Vice-President Elect, Secretary, and Treasurer. A Nominating Committee shall be appointed by the President. The slate of candidates shall be presented by the Nominating Committee at the March meeting and shall be published in the newsletter one month before the election. 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, unless otherwise stated in these by-laws.

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.

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.

Vice President-Elect The Vice President shall be responsible for planning the programs and scheduling the workshops for the coming year. They will report to and work with the Vice President in negotiating contracts for program presenters and workshop instructors according to budget allocations. 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, after which the Vice President-Elect will assume the office of Vice-President for the year in which the programs and workshops they planned are delivered.

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.

Treasurer The Treasurer shall prepare a budget in conjunction with the Budget Committee for Board of Directors review at a Board meeting prior to the September Guild 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. The Treasurer can serve for a total of 3 years continuously. 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 shall 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.

ARTICLE IV

BOARD OF TRUSTEES

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

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.

Two (2) Members-at-Large Members-at-large, also known as Trustees, 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.

The President

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.

Meetings may be held in person, via Zoom, or a combination of both.

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 and may be held in person or via Zoom. 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 three (3) 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.

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 work in conjunction with the Vice President and Vice President-Elect in negotiating contracts for program presenters and workshop instructors according to budget allocations.

Exhibits The Exhibits Committee shall make arrangements for, organize, and publicize all Guild sponsored/sanctioned exhibits, sales, shows or demonstrations.

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.

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.

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.

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.

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** 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.

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.

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 and/or revisions have been read into the minutes and presented in writing via email 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.