

# Bylaws of the Weavers Guild of Boston

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## ARTICLE I

### *NAME*

The name of this organization shall be the Weavers' Guild of Boston, Inc.

## ARTICLE II

### *PURPOSE AND AIM*

**Section 1.** The purpose of this organization is to educate our members and the general public in the artistic and technical development of hand weaving. It aims to raise the standard of hand weaving through educational programs, workshops and ratings.

**Section 2.** The Guild shall be non-profit, non-political and non-discriminatory, organized exclusively for the purposes above and within the meaning of Section 501(c)(6) of the IRS Code.

## ARTICLE III

### *MEMBERS AND DUES*

#### **Section 1. Members**

- A. Membership in the Guild shall consist of Paid Members, Honorary Life Members, and Bulletin-Only Members.
- B. Paid Members' privileges and obligations include: 1) attending meetings and workshops, 2) participating in the Guild's activities, 3) serving as officers, directors, and committee members, and 4) voting.
- C. Upon the recommendation and majority vote of the Board of Directors, the title of Honorary Life Member may be conferred on any member in good standing who has made a major contribution in the fiber field. An Honorary Life Member shall enjoy all the privileges of membership, but is relieved of any obligations, including dues.

## ARTICLE IV

### *OFFICERS AND ELECTIONS*

**Section 1.** The officers of the Guild shall be a Dean, an Associate Dean, a Recording Secretary, a Corresponding Secretary and a Treasurer.

**Section 2.** The Officer's Duties include, but are not limited to the following:

- A. The Dean shall preside at all regular meetings of the Guild, of the Board of Directors, and of the Executive Committee. The Dean shall be an ex-officio member of all standing committees, except the Nominating Committee. The Dean, assisted by the Recording Secretary, shall review these bylaws and shall update the standing rules known as "Procedures" during the first half-year of the Dean's term.
- B. The Associate Dean shall preside in the absence of the Dean and shall act at the Dean's request. The Associate Dean shall be responsible for afternoon programs.
- C. The Recording Secretary shall keep the minutes of all meetings of the Guild, the Board of Directors, and the Executive Committee and shall give these reports at their respective meetings and preside in the absence of both the Dean and Associate Dean. The Recording Secretary shall be the Clerk of the Guild. If the Recording Secretary is not a resident of the Commonwealth of Massachusetts, the Corresponding Secretary shall be the Clerk. If neither the Recording Secretary nor the Corresponding Secretary is a resident of the Commonwealth of Massachusetts, the Dean shall, with the approval of the Board of Directors, appoint a qualified member of the

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Board of Directors to be the Clerk.

D. The Corresponding Secretary shall conduct the social correspondence of the Guild.

E. The Treasurer is responsible for processing all the financial activity of the Corporation in accordance with Generally Accepted Accounting Principles. The person who is Treasurer at the end of the fiscal year is responsible for providing all the pertinent records to the Auditor and/or Accountant for the audit and tax preparation, and shall make him/herself available for questions during the tax preparation process. The audit shall be completed immediately following the fiscal year end. The Corporation's fiscal year is April 1 through March 31.

## Section 3. Nominations and Elections

A. The Nominating Committee shall nominate candidates, who shall be elected, as follows:

1. Even Calendar Years for a two-year term:

Officers: Dean, Associate Dean, Corresponding Secretary

Chairmen: Bulletin, Facilities, Special Workshops

2. Odd Calendar Years for a two-year term:

Officers: Recording Secretary, Treasurer

Chairmen: Membership, Morning Workshops, Public Relations.

3. The Nominating Committee and the Education Grant Committee shall consist of three members, elected one each year, for a three year term. On the third year of a term, the senior member shall become the Chair of the Committee.

4. The Annual Sale and Exhibit Committee and the Yearbook Committee shall each consist of two members, elected one each year, for a two year term. On the second year of a term, the senior member shall become the Chair of the Committee.

B. Nominations shall be presented to the Board of Directors at the Winter Board meeting. They shall be made available to the membership at least two weeks prior to the Annual Meeting.

C. Nominations may be made in writing to the Recording Secretary or may be made from the floor at the Annual Meeting.

D. The Nomination Committee Chair shall present the slate at the Annual Meeting.

## ARTICLE V

### MEETINGS

#### Section 1. Meetings

A. A Regular meeting shall be held each month from September to May, inclusive, omitting January and December. The dates of the meetings shall be published in the Yearbook and the Bulletin.

B. The Annual meeting shall be held in May and shall be for the purpose of electing officers, receiving annual reports of officers and committees, and any other business that may arise.

C. A Special meeting may be called by the Dean, with approval of the Board of Directors; or at the written request of 30 members. The purpose of the meeting shall be stated in the notice of the meeting, which shall be given with 21 days notice.

**Section 2. Quorum:** Thirty members of the Guild shall constitute a quorum.

## ARTICLE VI

### BOARD OF DIRECTORS

**Section 1. The five Officers** together with the Chairmen of the Standing Committees shall constitute the Board of Directors. The Board shall have the powers, common to such Boards, to carry out the purposes and policies of the Guild, within the limits of these bylaws. It shall fix the hour and place of regular Guild meetings, make

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recommendations to the Guild and shall be subject to the orders of the Guild.

**Section 2. The Board shall meet** at least quarterly, or at the call of the Dean. The Board may meet electronically (including, but not limited to telephone, email) and Directors may vote electronically at Board meetings.

**Section 3. Voting:** For the purposes of voting within the Board, if a committee has co-chairmen, only one member may vote as the Chairman of that committee. Each member is allowed only one vote, even though a member may hold more than one office and/or chairmanship. No other persons attending a Board meeting may vote, although they may be invited to attend in order to give information.

**Section 4. Quorum:** Nine members shall constitute a quorum for the Board of Directors.

**Section 5. Vacancies:** The Board shall, by appointment, fill any vacancies for unexpired terms of Officers or Committee Chairmen, except for the office of Dean, which would be filled by the Associate Dean.

**Section 6. Guild Budget:** The Board shall prepare the annual budget.

**Section 7. The Auditor,** not a member of the Board of Directors, shall be appointed by and reports to the Board of Directors. The Auditor shall audit the books of the Treasurer and Membership Chair immediately following the fiscal year end and prepare a report for the Annual Meeting and the Bulletin following the Annual Meeting.

**Section 8. Insurance:** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the guild against any liability asserted against, or incurred by the agent in such capacity, or arising out of the agent's status as such.

### ARTICLE VII

#### *EXECUTIVE COMMITTEE*

**Section 1. The five Officers** shall constitute the Executive Committee. The Executive Committee shall deal only with business of an urgent or emergency nature, which must be resolved before the next regular meeting. Actions taken by the Executive Committee must be reported to and ratified by the Guild at the next regular meeting.

**Section 2. Meetings:** The Executive Committee shall meet at the call of the Dean. The Committee may meet electronically (including, but not limited to telephone, email) and its members may vote electronically at its own meetings.

**Section 3. Quorum:** Three members shall constitute a quorum for the Executive Committee.

### ARTICLE VIII

#### *COMMITTEES*

**Section 1. There shall be the following Standing Committees:** Annual Sale and Exhibit, Bulletin, Education Grants, Facilities, Membership, Morning Workshops, Nominating, Public Relations, Special Workshops, and Yearbook. Such other committees, standing or special, shall be appointed by the Board of Directors as the Guild shall from time to time deem necessary to carry on its work.

#### **Section 2. Duties of Standing Committees**

A. Annual Sale and Exhibit shall arrange for the annual exhibit and sale of which a portion of the proceeds goes to the Education Grant Committee.

B. Bulletin shall be responsible for producing the newsletter. The Bulletin shall be sent quarterly to each member; one following the Annual Meeting, and the others in the fall, winter and spring. The Bulletin shall include notices of forthcoming meetings.

C. Education Grants shall be responsible for making applications available for financial support. The committee will award funds for programs, conferences, classes, workshops, research or other textile related projects on a

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non-need basis.

D. Facilities shall see that the physical needs of the meetings are met.

E. Membership shall be responsible for maintaining the membership database by updating any changes of contact information or membership status. The Chairman shall collect the Dues of the Guild and issue membership cards on payment. The Chairman shall receive all applications and dues for new membership, assign numbers and announce these names to the board of Directors and Membership.

F. Morning Workshop shall make arrangements for and be responsible for the morning workshop program.

G. Nominating shall prepare a slate of candidates for election.

H. Public Relations shall plan outreach, publicity and advertising to promote the activities of the Guild as an organization and inform the Guild of weaving related events.

I. Special Workshops shall be responsible for the supervision of Special Workshops, including clerical, contractual, facilities and physical support duties needed to produce Special Workshops.

J. Yearbook shall be responsible for the preparation and distribution of the annual Yearbook.

### ARTICLE IX

#### ASSIGNMENTS

**Section 1. The Dean shall make** the following assignments: Awards, Bulletin Board, Bulletin Samples, Conservator, Historian, Hospitality, Host/Greeter, Librarian & Library Assistants, Long Range Planning, Loom and Equipment Rentals, Loom and Equipment Sales, Mentor Program, Monograph Mailings, Plimoth Plantation, Ratings, Web Page, Yarn Sample Librarian. Such other assignments, shall be appointed by the Dean as the Guild shall from time to time deem necessary to carry on its work.

A Board member and another Guild member, appointed by the Dean, will be the NEWS Representatives to the New England Weavers' Seminar.

#### Section 2. Assignment Duties

A. The Awards Committee, made up of three former Deans, shall be responsible for making awards, based on recommendations submitted by the membership and the specific requirements of each award. Money shall come from the general fund.

B. Bulletin Board: Shall keep items current and display the bulletin board at each meeting.

C. Bulletin Samples: The appointee shall solicit members to weave, and she shall further prepare, their hand woven yardage to be used as samples to be mailed with the newsletter.

D. The Conservator shall maintain the Guild's textile collection.

E. The Historian shall keep the history up-to-date of the activities of the Guild.

F. Hospitality shall provide refreshments at the monthly meetings and organize the annual potluck luncheon.

G. The Host/Greeter shall greet members, help new members by making introductions, and assist all members and guests in becoming familiar with the Guild and the meeting facility.

H. The Librarian, aided by the Library Assistants, shall have charge of the Guild's library, historical documents, book conservation, and shall make recommendations and have oversight of the disposal of excess library inventory.

I. Long Range Planning: shall focus on planning and recommendations for the Guild beyond the term of the current Dean.

J. The Loom and Equipment Rental Chair shall be responsible for upkeep and rental of the Guild's equipment and looms.

K. The Loom and Equipment Sales Chair shall maintain a current list of used looms and equipment for purchase.

L. Mentor Program: Shall match members desiring weaving or fiberart assistance with volunteers willing to mentor them.

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M. Monograph Mailings: Shall be responsible for fulfilling orders for the Monographs and other related materials. The Board of Directors is responsible for all publishing decisions.

N. The NEWS Representatives shall take part in planning the seminar and attend all required NEWS functions representing the Guild and report important information to the Guild.

O. Plimoth Plantation: The Liaison shall make the arrangements between Plimoth Plantation and Guild members to weave or knit articles as requested.

P. The Ratings Committee shall be responsible for managing the Ratings program, which is a self-directed educational program for attaining designated levels of competency. The Chairman shall be a Weavers' Guild of Boston Master Weaver.

Q. Web Page: The webmaster shall maintain the web page.

R. Yarn Sample Librarian maintains a library of actual yarn samples and ordering information from retail and wholesale sources.

### **ARTICLE X**

#### ***PARLIAMENTARY AUTHORITY***

The rules contained in the current edition of "Roberts' Rules of Order Newly Revised" shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

### **ARTICLE XI**

#### ***AMENDMENT OF BYLAWS***

These bylaws may be amended at any regular or special meeting of the Guild by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting, or submitted in writing to each member not less than thirty days before the meeting.

### **ARTICLE XII**

#### ***INDEMNIFICATION***

To the extent that a person, who is, or was, a Director, officer, employee, or other agent of this association has been successful on the merits in the defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the association, or has been successful in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonable incurred by the person in connection with such proceedings. In no event, however, shall this Section be interpreted to give a cause of action against any member of the association as an individual by virtue of his or her membership in the association. Association assets alone shall be available for indemnification. Revision adopted: 5/12/2004

Feb 24, 2009. Edited to put three levels of header in blue, removed gratuitous paragraph breaks for bookmarked pdf, NPK