

**Gateway
Chapter of
American
Needlepoint INC
Bylaws Revised
2023**

ARTICLE I NAME

The name of the organization shall be Gateway Chapter of American Needlepoint Guild, Inc. (ANG).

ARTICLE II OBJECT

Section 1. The object and purpose of this non-profit Chapter is exclusively for education and cultural development through participation in and encouragement of interest in the art of needlepoint as defined by ANG. This Chapter is intended to be a tax-exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended.

Section 2. The object of this chapter shall be promoted through personal contact, communications, meetings and exhibitions of needlepoint.

ARTICLE III MEMBERS

Section 1. Any person who subscribes to the objectives of this Chapter may become a member, subject to compliance with the provisions of these bylaws. This Chapter is non-discriminatory.

Section 2. Members in good standing shall have all the obligations and privileges of membership including the rights to take part in debate, make motions, vote, and hold office.

Section 3. A member in good standing upholds the objectives of the organization and is current in payment of ANG dues, Chapter dues, and any other fees which may be due to either ANG or the Chapter.

ARTICLE IV FINANCES

Section 1. The fiscal year of this Chapter shall be from January 1 through December 31 of each calendar year.

Section 2. Annual dues for Chapter membership shall be set by the Chapter Board of Directors with approval of the membership, the national dues for ANG membership shall be set by the ANG Board of Directors.

Section 3. Chapter dues shall be paid to the Chapter Membership/Treasurer. Due date is January 1 of each year. After January 30, members are delinquent and will be removed from the rolls.

Section 4. National ANG dues shall be paid directly to the National Guild membership office by the date

Section 5. Upon dissolution of the Chapter, after paying or adequately providing for the debts and obligations of the Chapter, the remaining assets shall be distributed to ANG, an organization exempt under Section 501(c)(3) if the Internal Revenue Code or as amended hereafter. None of the funds shall revert to any individual member.

ARTICLE V OFFICERS AND ELECTIONS

Section 1. Officers

- A. The elected officers of the Chapter shall be President, 1st Vice President (Programs), Secretary, Newsletter Editor, Fundraising Director, and Membership/Treasurer.
- B. Officers shall be elected at the Annual meeting April in for a term of two years. The President, Secretary, and Fundraising Director shall be elected in odd-numbered years. The 1st Vice President (Programs), Newsletter Editor, and Membership/Treasurer shall be elected in even-numbered years.
- C. No member shall hold more than one single office at a time, but each position can be co-chaired.
- D. A majority vote of members in good standing in attendance and voting at the Annual meeting shall constitute election to office. Annual meeting is held in April.
- E. Elected officers shall assume their official duties after the May meeting and shall serve for a term of two years.
- F. The 1st Vice President (Programs) shall assume the responsibilities of the President in the absence of the President.

Section 2. Vacancies in office

A vacancy in any elected office, other than President, shall be filled for the unexpired term by a majority vote of the Board of Directors on a recommendation of the remaining elected officers.

Section 3. Method for submitting resignations.

An officer, unable or unwilling to complete the term of office, shall submit a signed letter of resignation to the Board of Directors. The resignation will become effective on the date the Board accepts the resignation. The letter of resignation and date of its acceptance shall be recorded in the Board of Director's minutes.

Section 4. Nominations

- A. The Nominating Committee shall be composed of three (3) members who shall be appointed by the Board of Directors by December 1 of each year and will serve until the subsequent election. The President may not be a member of the Nominating Committee.
- B. The Nominating Committee shall nominate eligible person (s) for each office to be filled and shall report the names of the nominees to the membership no later than the March meeting.
- C. A vacancy in the Nominating Committee shall be filled by Presidential appointment with the approval of the Board of Directors of the Chapter.

ARTICLE VI DUTIES OF OFFICERS

Section 1. Elected Officers

- A. All elected officers shall be voting members of the Board of Directors.
- B. The President shall:
 - 1. Call meetings of the Board of Directors.
 - 2. Preside at all meetings of the Chapter and the Board of Directors.
 - 3. Appoint committee chairpersons, as needed, with the consensus of the elected officers.
 - 4. Be an ex officio member of all committees except the Nominating Committee.
 - 5. Serve as the primary liaison for the Chapter to ANG National, ensuring that the information from National is disseminated to members.
 - 6. Be authorized to sign checks and make deposits if the Treasurer is unable to do so.
 - 7. Be the only Chapter representative empowered to sign contracts.
 - 8. Keep and maintain the Gateway Chapter President's Book which contains all the National Bylaws and Policies, the Chapter Charter, and the ANG Chapter Handbook.
 - 9. Keep and maintain the Gateway Chapter President's Book which contains the Chapter Bylaws and Standing Rules, and other current documents needed for Chapter operations.
 - 10. Maintain an archive of other Chapter documents as defined in the Standing Rules.
 - 11. Ensure that the ANG Chapter President's Inventory pass to the successor.
 - 12. Submit the Annual Chapter report, the Officer Election Report, and any other required reports to the ANG Area Representative, the ANG Vice President of Chapters/Areas and the ANG membership office as requested.
 - 13. Is responsible for sending all electronic communications that go to the entire membership.
 - 14. All mailings need to meet the President's approval before sending out.
 - 15. President can delegate as needed.
- C. The 1st Vice President (Programs) shall:
 - 1. Be an aide to the President.
 - 2. Assume the duties of the president in the absence of the President.
 - 3. Plan and facilitate educational activities held during meetings.
- D. Membership/Treasurer shall:
 - 1. Maintain an electronic membership database.
 - i. Provide a name tag pattern design option to new members.
 - ii. Send and receive membership information to and from National.
 - iii. Provide an electronic notice of changes in membership roster to Board members.
 - 2. Be the custodian of all Chapter funds.
 - 3. Pay all bills and sign all checks as needed or if Board approval is required, when approved by the Board.
 - 4. Set up all accounts so that the President can sign if the Treasurer is unable to do so.

Membership/Treasurer continued

5. Keep a full and accurate account of receipts and expenditures and maintain an orderly Treasurer's notebook of financial resources.
6. Reserve a meeting room for all Chapter monthly meetings and ensure that rental payment is made.
7. Present a financial report at Board of Directors meeting detailing receipts and expenditures for the previous month and the current bank account balance.
8. Prepare an annual budget, with the help of the other Board members, and present the budget to the Board of Directors.
9. Keep the ANG National Membership/Treasurer's book, the archive of three (3) years financial records of the Chapter, and the current financial records, and ensure they are given to her/his successor at the beginning of the new Treasurer's term of office
10. Invoice advertisers for *NeedleNotes*
11. Maintain an archive of other Chapter documents as defined in the Standing Rules.

E. The Secretary shall.

1. Record the minutes of all meetings of the Chapter and Board of Directors.
2. Electronically maintain the Chapter archive of minutes from Chapter and Board of Director meetings. Ensure that the minutes are passed on to her/his successor at the beginning of the new Secretary's term of office.
3. Complete Chapter minutes shall be passed on to the webmaster within 2 weeks of the meeting.
4. Keep the stitched Chapter logo, and display it at all Chapter meetings.

F. The Newsletter Editor shall.

1. Prepare *NeedleNotes*, the Chapter newsletter, at least six (6) times per year and see that it is sent to the Webmaster to be placed on the website.
2. Dates for publication: January/ February, March/April; May/June; July/August; September/October; November/December.
3. Archive all past issues of *NeedleNotes* (electronically).
4. Solicit new advertiser.
5. Editor requests submissions from Chapter Board Officers and Committee Chairs. by the 15th of the month prior to the published date. Publish date is the last day of the month prior to publishing of newsletter. ie December 31, February 28, April 30, June 30, August 31, October 31.

G. The Fundraising Director shall:

1. Plan, as needed fundraising activities and submit the plans, along with projected costs, to the Board.

Section 2. General Obligations of the Chapter Officers.

- A. All elected officers shall be responsible for maintaining good standing as a chapter of ANG.
- B. All elected officers shall perform the duties prescribed by these Bylaws, and Standing Rules.
- C. All elected officers may be asked to perform additional duties assigned from time to time by the President.
- D. All elected officers shall be required to attend a majority of scheduled Board of Directors meetings.
- E. Elected officers who fail to attend a majority of Board of Directors meetings or to perform their duties may be removed from the office.
- F. Shall attend promptly all Chapter meetings and Board meetings unless reported to the President of their absence or tardiness.

ARTICLE VII MEETINGS

Section 1. Regular meetings of the Chapter shall be held on the third (3rd) Thursday September through November and January through May, unless otherwise scheduled by the Chapter. Chapter meetings are held at 1 p.m. on the above listed months.

Section 2. The monthly member meeting in May shall be the installation of elected officers.

Section 4. Ten percent (10%) of the members present and in good standing shall constitute a quorum.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Elected Officers and Committee Chairs.

Section 2. The duties of the Board of Directors shall be to:

- A. Conduct the business of the Chapter between meetings of the membership.
- B. Propose changes to the Chapter dues to the membership as needed.
- C. Promote Chapter activities, both to the general membership and to the public at large.
- D. Establish Chapter Standing Rules.

Section 3. The Board of Directors shall meet every two (2) months, dates to be determined by the President.

Section 4. A majority of the elected officers (President, Secretary, Membership/Treasurer, Newsletter, Programs, Fundraising) shall constitute a quorum.

ARTICLE IX STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

- A. The Committees of the Chapter shall be Sunshine, Webmaster, Workshops , and Philanthropy.
- B. The duties of the Committee Chairs shall be established in the Standing Rules of the Chapter.
- C. Committee Chairs terms are for one (1) year.

Section 2. Special Committees as may be needed to promote the objectives of the Chapter and may be established by the Board of Directors.

Section 3. The President shall be an ex officio member of all committees except the Nominating committee.

ARTICLE X PARLIMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases in which they are consistent with these bylaws or any special Rules of Order which have been or may be adopted.

ARTICLE XI AMENDMENTS

Section 1. These Bylaws may be amended at any regular membership meeting of the Chapter by 2/3 vote of the members present , provided that notice of the proposed amendment(s) have been submitted to the membership at least thirty (30) days in advance.

Section 2. No Bylaws amendment may affect the object or purpose of ANG shall be permitted.

Section 3. Any Bylaws amendment(s) adopted by ANG that necessitates amendment(s) to the Chapter Bylaws shall automatically be incorporated in the Chapter Bylaws and the membership informed of such change(s) at the next regular meeting.

ADOPTED BY GATEWAY CHAPTER ANG, April 2023

President: Judy Lewis

Secretary: Hanna Evens

Treasurer: Charlene Wall

Newsletter: Leigh Hullverson

Programs (1st Vice President): Suzanne Nielsen and Margaret Orend

Membership: Janice Marsh

Fundraising: Becky Lape and Suzanne Nielsen