



**GATEWAY CHAPTER OF
AMERICAN NEEDLEPOINT GUILD, INC.**

BYLAWS

Revised 2006

ARTICLE I -- Name

The name of this 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 as to race, color, sex, religion or national origin.

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 May 1 of each calendar year through April 30 of the following year.

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

Section 3. Chapter dues shall be paid to the Chapter Treasurer, thirty (30) days prior to the member's anniversary date of joining the Chapter and shall be delinquent on that anniversary date.

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

ARTICLE V -- Officers and Elections

Section 1. Officers

A. The elected officers of the Chapter shall be President, 1st Vice President (Programs), 2nd Vice President (Membership), Secretary, Treasurer, Newsletter Editor, Public Relations Director, and Fundraising Director.

B. Officers shall be elected at the Annual meetings in April for a term of two years. The President, 2nd Vice President (Membership), Secretary, and Fundraising Director shall be elected in odd-numbered years. The 1st Vice President (Programs), Public Relations Director, Newsletter Editor, and Treasurer shall be elected in even-numbered years.

- C. No member shall hold more than one office at a time.
- D. Write-in candidates are permitted.
- E. A majority vote of those in attendance and voting at the Annual meetings shall constitute election to office.
- F. Elected officers shall assume their official duties at the May meetings and shall serve for a term of two years or until the election of their successors.
- G. The 1st Vice President (Programs) shall assume the responsibilities of the President in the absence of the President.
- H. The 2nd Vice President (Membership) shall assume the responsibilities of the President in the absence of the President and the 1st Vice President (Programs).

Section 2. Vacancies in office

A vacancy in any elected office, other than the 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 one (1) eligible person for each office to be filled and shall report the names of the nominees to the membership no later than the March meeting.
- C. At the Annual meetings, additional nominations from the floor shall be requested. Only those persons who have signified their consent to serve if elected may be nominated.
- D. 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 chairmen, as needed, with the approval of the Board of Directors.
 - (4) Be an ex officio member of all committees except the Nominating Committee.
 - (5) Coordinate the work of the officers and committees.
 - (6) Serve as the primary liaison for the Chapter to ANG National, ensuring that information from National is disseminated to members.
 - (7) Serve as the Chapter's Internet Representative to the National ANG, or appoint a member to fill this position.
 - (8) Be authorized to sign checks if the Treasurer is unable to do so.
 - (9) Be the only Chapter representative empowered to sign contracts.
 - (10) Appoint and convene an Audit Committee, not to include the Treasurer, to review the Treasurer's books annually, or whenever there is a change of Treasurer.
 - (11) Keep and maintain the ANG Chapter President's Book which contains all National Bylaws and Policies, the Chapter Charter, and the ANG Chapter Handbook.
 - (12) 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.
 - (13) Maintain an archive of all previous minutes from Board and Membership meetings.
 - (14) Maintain an archive of all past issues of *NeedleNotes*.
 - (15) Maintain an archive of other Chapter documents as defined in the Standing Rules.
 - (16) Ensure that the ANG Chapter President's Book, the Gateway Chapter President's Book, and the rest of the President's inventory pass to her/his successor.
 - (17) 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 no later than April 30 of each year, or as requested.

- C. The 1st Vice President (Programs) shall:
- (1) Be Chairman of the Program Committee.
 - (2) Be an aide to the President.
 - (3) Assume the duties of the President in the absence of the President.
 - (4) Keep the ANG Chapter Project Books and ensure that they pass to his/her successor.
 - (5) Set up the meeting room for all Chapter events.
 - (6) Plan and facilitate stitch-ins and other educational activities held outside normal Chapter meetings.
 - (7) Organize one or more annual workshops by guest teachers.
 - (8) Organize an annual retreat, when directed by Board of Directors.
- D. The 2nd Vice President (Membership) shall:
- (1) Assume the duties of the President in the absence of the President and the 1st Vice President (Programs).
 - (2) Maintain an electronic membership database.
 - (3) Prepare and distribute membership packets to new members.
 - (4) Provide a copy of the Chapter Bylaws and Standing Rules to each new member and to all members when changes to the Bylaws or Standing Rules have been approved by the Chapter.
 - (5) Provide a dues reminder to members at least 60 days before their Chapter dues are due.
 - (6) Send and receive membership information to and from National.
 - (7) Provide, in a timely manner, information to Board members regarding changes in membership or member contact information.
 - (8) Provide an updated membership roster to Board members at the beginning of each month.
- E. The Secretary shall:
- (1) Record the minutes of all meetings of the Chapter and Board of Directors.
 - (2) Maintain the Chapter archive of minutes from Chapter and Board of Director meetings, and ensure that it is passed on to her/his successor at the beginning of the new Secretary's term of office.
 - (3) Make available the minutes of the previous meeting at each Chapter and Board meeting.
 - (4) Coordinate with the Chapter webmaster to post Chapter meeting minutes in timely fashion.
 - (5) Send communications as directed by the President or the Board of Directors.
 - (6) Keep the stitched Chapter logo, and display it at all Chapter meetings.
- F. The Treasurer shall:
- (1) Be the custodian of all Chapter funds.
 - (2) Pay all bills and sign all checks as needed or, if Board approval is required, when approved by the Board.
 - (3) Set up all accounts so that the President can sign if the Treasurer is unable to do so.
 - (4) Keep a full and accurate account of receipts and expenditures and maintain an orderly Treasurer's notebook of financial records.
 - (5) Reserve a meeting room for all Chapter monthly meetings and ensure that rental payment is made.
 - (6) Present a financial report at every Chapter meeting and Board of Directors meeting detailing receipts and expenditures for the previous month and the current bank account balance.
 - (7) Prepare an annual budget, with the help of the other Board members, and present the budget to the Board of Directors for approval no later than April 30.
 - (8) Prepare an annual financial report by April 30 of each year and submit to the Audit Committee for review, along with supporting records. The Audit Committee will complete an audit of the previous year's financial records by June 30 of each year and present their findings to the Board of Directors. Based on these findings, the Board will vote to accept the audit report, or may specify corrections in the report, and may specify changes in accounting procedures. The annual financial report approved by the Board will be published in the July issue of *NeedleNotes*.
 - (9) Keep the ANG National Treasurer's book, the archive of past 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.
- G. The Newsletter Editor shall:
- (1) Prepare *NeedleNotes*, the Chapter newsletter, at least six (6) times per year and see that it is distributed to all members.
 - (2) Solicit and bill advertisers for *NeedleNotes*.

- (3) Archive all past issues of *NeedleNotes* in binders and ensure the binders pass to his/her successor at the beginning of the new Newsletter Editor's term of office.
 - (4) Provide an extra copy of the newsletter to the President for his/her respective archive and provide the 2nd Vice President (Membership) with extra copies as needed for new and prospective members.
 - (5) Keep a copy of *Robert's Rules of Order Newly Revised* and serve as parliamentarian.
- H. The Public Relations Director shall:
- (1) Make arrangements for public displays of member's work.
 - (2) Prepare and print the annual Chapter brochure.
 - (3) Ensures that elected officers and committee chairs each have a supply of the Chapter brochure.
 - (4) Keep all local needlework stores stocked with copies of the Chapter brochure.
 - (5) Identify and implement opportunities to publicize Chapter activities.
- I. The Fundraising Director shall:
- (1) Plan at least two fund-raising activities per year and submit the plans, along with projected costs, to the Board for approval no later than August 1.
 - (2) Be responsible for executing Board-approved fund-raising activities and submit a final report of income and expenses for each to the Board of Directors.

Section 2. General Obligations.

- A. All elected officers shall be responsible for ensuring that the Chapter promotes and supports all ANG policies, and maintains good standing as a chapter of ANG.
- B. All elected officers shall perform the duties prescribed by these bylaws, special or standing rules of order which have been adopted, Chapter Standing Rules, or by the parliamentary authority adopted by the Chapter.
- C. All elected officers shall perform any additional duties assigned from time to time by the President or the Board of Directors.
- 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 by a 75% vote of the Board of Directors.

ARTICLE VII -- Meetings

Section 1. Regular meetings of the Chapter shall be held monthly, September through November and January through May, unless otherwise ordered by the Chapter.

Section 2. The regular meeting in April shall be known as the Annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise

Section 3. A special meeting of the Chapter may be called at the request of the Board of Directors or at the request of five members or 30% of the members, which ever is fewer. Except in the case of emergency a minimum of one week's notice will be given to all members along with the business to be transacted at the special meeting.

Section 4. Fifteen percent (15%) of the members 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 Standing Committee Chairmen.

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 at least four (4) times a year on dates to be determined by the President. Special meetings of the Board of Directors shall be held at the request of the President or at the request of three (3) of its members.

Section 4. A majority of the voting members of the Board of Directors shall constitute a quorum.

ARTICLE IX -- Standing and Special Committees

Section 1. Standing Committees

- A. The Standing Committees of the Chapter shall be Social, Website, Program, Historian, and Philanthropy.
- B. The duties of the standing committees shall be established in the Standing Rules of the Chapter.
- C. Standing Committee Chairman shall serve for one year and may be reappointed.

Section 2. Special committees as may be needed to promote the objectives of the Chapter may be established by the President, the Board of Directors or by the Membership.

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

ARTICLE X -- Dissolution

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) of the Internal Revenue Code or as amended hereafter. None of the funds shall revert to any individual member.

ARTICLE XI -- Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases in which they are not inconsistent with these bylaws or any special Rules of Order which have been or may be adopted.

ARTICLE XII -- Amendments

Section 1. These bylaws may be amended at any regular membership meeting of the Chapter by a two-thirds (2/3) vote of the members present and voting, 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 affecting 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, January 2007