

## Eight Restated

### Bylaws of Weaving Guilds of Oregon, Inc

#### **ARTICLE 1. MEMBERSHIP**

##### Section 1. Qualifications

Any organized guild of weaving, spinning, and related fiber activities in the State of Oregon shall be eligible for membership. Any qualified guild that wishes to become a member of the Corporation must notify the Secretary of the Corporation in writing and, if the Secretary determines that the guild is qualified, shall become a member as of the next scheduled meeting of the Corporation and shall be eligible to appoint a representative at that meeting.

##### Section 2. Member Guilds

###### A. Representative Duties

Each member guild shall appoint one representative to the Corporation who serves as a member of the Board of Directors. The duties of the representatives are as follows:

- (1) Attend general and Corporation meetings of Weaving Guilds of Oregon, Inc. and be a voting member of the Board of Directors.
- (2) Submit to the Communications Coordinator a written report describing activities of the representative's guild 30 days prior to Spring/Fall meetings;
- (3) Report to his or her guild concerning every WeGO meeting.

###### B. Dues and Assessments

- (1) Dues are assessed on the total number of paying memberships in the individual member guild at the close of the guild's fiscal year.
  - (a) Dues are payable on February 1 of the calendar year and delinquent after March 1 of the calendar year. Dues not paid by March 31 are considered delinquent, and the delinquent guild(s) may be dropped from the membership.
  - (b) Member guilds that have not paid their dues by March 31 will be notified in writing that they are no longer members of WeGO, Inc.

## ARTICLE II. BOARD OF DIRECTORS

### Section 1. General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors.

### Section 2. Terms of Service

- A. Each member guild of the Corporation shall appoint its representative as a director of the Corporation.
- B. In addition, each officer elected at the Fall meeting shall be a director and shall serve a two-year term commencing on the following January 1.
- C. Guild Representatives may also serve on the Executive Committee

### Section 3. Meetings

A. The annual meeting of the Corporation shall be held immediately before the Fall meeting of the Board of Directors.

B. The Board of Directors shall meet in the Spring and Fall of each year at a time and place to be determined by the Board of Directors. The board meetings shall be held in different areas of the State in order to encourage participation by as many guilds as possible.

C. Special meetings of the Board may be called by the President or at the request of one-third of the directors.

D. Notice of meetings may be sent electronically and shall be posted on the website of the Corporation. Notice of special board shall be mailed or sent electronically to the directors at least 10 days prior to the special board meetings.

### Section 4. Parliamentarian and Parliamentary Procedure

The President may appoint as parliamentarian any member familiar with parliamentary procedure. The rules contained in *Robert's Rules of Order, Revised*, shall govern the organization in all cases in which they are not inconsistent with law, the Articles of Incorporation, and Bylaws of the Corporation.

Section 5. Quorum, Majority Vote

A majority of the number of directors fixed by Section 2 of this Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a board meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is provided by law or the Articles of Incorporation.

Section 6. Vacancies

Any vacancy occurring in the representatives appointed by the member guilds of the Corporation shall be filled by the member guild whose appointed directorship has become vacant.

Section 7. Resignation

Any director may resign by delivering his or her resignation to the Secretary of the Corporation. Such resignation shall be effective on receipt unless it is specified to be effective some other time.

Section 8. Action without a Meeting

Any action required by law, Articles of Incorporation, or these Bylaws, or any other action which may be taken without a meeting if consent in writing setting forth the action so taken is signed by all directors, including by electronic polling.

Section 9. Proxy Voting

At any meeting of the Board of Directors, any Director may vote by a written proxy. Such proxy must specifically identify the matters for which the proxy is to be exercised. All proxies shall be in writing and filed with the Secretary of the Board of Directors prior to commencement of the meeting.

Section 10. Compensation

A \$100 stipend will be offered to each Board Member and Executive officer attending in-person semi-annual meeting of the Corporation.

## **ARTICLE III. EXECUTIVE AND OTHER COMMITTEES**

### Section 1. Executive Committee

Subject to current Oregon Nonprofit Corporation law, the Board of Directors shall appoint an Executive Committee consisting of the officers of the Corporation. During the interval between meetings of the Board, the Executive Committee shall conduct the business of the Corporation. Meetings of the Executive Committee may be called as needed by the President or by request of any other two members of the Executive Committee.

### Section 2. Standing Committees

Standing committees may be formed by the Executive Committee as needed.

Standing committees shall be responsible to the Executive Committee for all activity during the year and shall report to the membership at board meetings. Charges to the committees will be developed by the Executive Committee with advisory input from the membership.

### Section 3. Ad hoc Committees

The President may appoint ad hoc committees subject to the approval of the Executive Committee. Duties of the ad hoc committees will be same as those outlined in Section 2 of this Article III. Upon completion of its task, the committee will be dissolved.

### Section 4. Appointments

The President, with the approval of the Executive Committee, shall appoint committee Chair. The committee Chair shall appoint committee members.

### Section 5. Association of Northwest Weaving Guilds (ANWG) Representative

WeGo is an Associate member of the Association of Northwest Weaving Guild (ANWG), but does not have voting rights. The President shall appoint a representative to the ANWG organization. The representative will attend the annual meetings of ANWG and report back to the Board on its activities.

### Section 6. Ex-officio Members

The President shall be an ex-officio member of all committees.

## **ARTICLE IV. OFFICERS**

### Section 1. Number and Qualification

The officers of the Corporation shall consist of a President, a Vice-President, a Treasurer, a Secretary, a Communications Coordinator, an Education and Workshops Coordinator, a State Fair Coordinator, and State Fair Demonstration Coordinator. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors. Each officer must belong to a member guild and may serve as a member guild representative for his or her guild.

### Section 2. Powers and Duties

Officers shall exercise the following powers and perform the following duties:

- (1) Attend meetings in person; and
- (2) Be a voting member of the Board of Directors. The President will vote only when there is a tie that must be broken.

### Section 3. Terms of Offices.

Officers shall be elected for a term of two years, with the terms of office staggered. During odd numbered years, the Vice-President, Treasurer, the Education and Workshops Coordinator, and State Fair Demonstration Coordinator will be elected, his or her term to commence January 1 of the following year.

During even numbered years the President, Secretary, Communications Coordinator and State Fair Coordinator will be elected, his or her term to commence January 1 of the following year.

### Section 4. Vacancies

If any office becomes vacant between regular elections, the Executive Committee will appoint a member of a member guild as a replacement. The appointee shall serve until the end of the designated term for that position.

## Section 5. Nominating Committee

A Nominating Committee of three members shall be appointed to nominate candidates for all elective positions. The Nominating Committee shall nominate at least one candidate for each elective position.

The Nominating Committee shall then present the slate of candidates at the Fall Meeting, at which time additional nominations may be made from the floor.

## Section 6. Candidates

The consent of the nominees, including those from the floor, must be obtained before his or her name may be placed on the ballot.

## Section 7. Elections

All officers shall be elected by the Board of Directors. Election results will be announced at the Fall Meeting, and new officers will take office on January 1.

## Section 8. President

The President shall preside at all meetings of the Board of Directors, and shall call and preside at meetings of the Executive Committee. The President shall serve as the chief executive officer of the Corporation and shall perform such other duties as may be prescribed by the Board of Directors.

## Section 9. Vice-President

The Vice-President shall preside in the absence of the President at all meetings duly called of the Board of Directors of the Corporation. The Vice-President shall substitute in the absence of the President for other occasions as deemed necessary by a majority of the Executive Committee and perform such other duties as deemed necessary by the Board of Directors. The Vice-President shall manage the Scholarship program.

## Section 10. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors, and the Executive Committee, and shall have custody of the minutes book and the other records pertaining to the Corporation. A draft of all minutes will be available within two months of the meeting. After approval by the Board of Directors (or the Executive Board for Executive Board meetings) the final minutes will be posted on the website.

The Secretary is responsible for tracking Guild's membership. Dues are collected and forwarded to the Treasurer by March 31<sup>st</sup> of each year. Other information is

collected about the guilds and is posted to the website. It may be printed in a brochure for use by the guilds.

The Secretary maintains updated contact lists of the Executive Board and the representatives.

The Secretary will perform such other duties as the Board of Directors may require.

#### Section 11. Treasurer

The Treasurer shall be the chief financial and accounting officer of the Corporation and shall keep complete records of accounts showing the financial condition of the Corporation. The Treasurer shall be legal custodian of all moneys, notes, securities, and other valuables that may come into the possession of the Corporation. The Treasurer shall deposit all funds into appropriate depositories and shall pay out only on the check of the Corporation signed in the manner authorized by the Board of Directors. The Treasurer shall present to the Board of Directors regular statements of the corporation's financial position and oversee the preparation and filing of tax forms. The Treasurer shall prepare and file corporate reports with State and Federal offices as required, and shall ensure that the Corporation maintains compliance with the rules relating to the nonprofit tax status. The Treasurer shall perform such other duties as the Board of Directors may require. The Treasurer shall retain all financial records in accordance with The Sarbanes-Oxley Act (SOX).

#### Section 12. Communications Coordinator

The Communications Coordinator will disperse WeGO information to the guilds, the Board of Directors and the public.

The coordinator may also manage and maintain the official corporation website.

The Communication Coordinator shall perform such other duties as the Board of Directors may require.

#### Section 13. Coordinators

##### A. Education and Workshop Coordinator

The Education and Workshops Coordinator shall be responsible for planning WeGO-sponsored workshops, and other educational activities for the benefit of the WeGO member guilds.

The Coordinator shall work with the Executive Committee and the Board of Directors to develop a budget and guidelines for workshops. Included will be developing a standard contract document outlining what WeGO expects of workshop leaders, and what will be provided by WeGO.

B. State Fair Coordinator

The State Fair Coordinator shall be the liaison between the State Fair officials, the Executive Committee and the Board of Directors regarding WeGO's participation in the Fair. The Coordinator will be responsible for informing the guilds of the dates of the Fair, when the Online Entry Book will be available, details of remote pickups and other required information. If it is required, he/she will procure a judge.

The State Fair Coordinator will work with the Demonstration Coordinator who is responsible for procuring demonstrations and overseeing the demonstration schedule.

**ARTICLE V. Communications**

Communications between the guilds will be by use of a website, [www.wegoregon.org](http://www.wegoregon.org), which replaces a monthly newsletter. Guild reports will be posted on the website bi-annually. This site will also house: events of the region, information regarding workshops, exhibits, conferences and other important facts pertinent to inter-communication of the guilds. Also, on the website, in a secure location, will be the guild directories, board minutes and other information. The content of the website will be determined by the Board of Directors.

**Article VI. Committees**

Standing Committee Traveling Exhibit: The Corporation will sponsor a traveling show every 3-5 years at the direction of the Board of Directors. A standing committee will be formed, with a Chair appointed by the Executive Committee and approved by the Board of Directors. The committee shall develop a budget, a feasible timeline, prepare a prospectus, develop standards for judging, secure awards and plan transportation. The Traveling Show Chair shall manage all activities of the committee and report to the Executive Committee and the Board of Directors. The President will be an ex-officio member of the committee. (Ref. Article III, Sections 2, 4 & 6, page 4.)

Exhibits: The President may appoint an ad hoc committee from time to time to manage exhibit needs as the Corporation may determine. (Ref. Article III, Sections 3, 4 & 6, page 4.)

**VII. AMENDMENT**

Section 1. How Proposed

Amendments to the Bylaws may be proposed in writing by two or more Board members or upon the recommendation of the Executive Committee.

Section 2. Notification

Copies of the proposed changes shall be made available electronically to the directors at least four weeks prior to any meeting of the Board.

Section 2. Adoption of Amendments

Bylaws may be adopted or amended by a majority of the directors present at any meeting of the Board.

The foregoing revised Bylaws are duly adopted by the Board of Directors on October, 19, 2019

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Cindy Fowler, Secretary

Fourth Revision adopted April 24, 2004

Fifth Revision adopted April 14, 2012

Sixth Revision adopted October 29, 2016

Seventh Revision adopted October 19, 2019

Eighth Revision adopted November 21, 2022