

VALLEY FIBER ARTS GUILD

BY-LAWS (approved as amended 05/02/2015)

ARTICLE I - MEMBERSHIP

Section 1. The membership of the corporation shall consist of those adult persons who subscribe to the objectives and purposes of the Valley Fiber Arts Guild (hereafter referred to as the guild) and pay the required full membership fee.

Section 2. Each member shall have one vote in all corporate matters and shall be eligible to serve on the Board of Directors (hereafter referred to as the Board).

ARTICLE II – MEMEBERSHIP MEETINGS

Section 1. The annual meeting of the general membership shall be held in May at a place designated by the Board.

Sections 2. Meetings of the general membership shall be held monthly or as often as necessary to fulfill the objectives of the Guild. Written or oral notice shall be given members stating time, place and business to be transacted. The failure of any member to receive notice of these meetings shall not invalidate any action which may have taken place at such meetings.

Section 3. Special member meetings may be called at the President's discretion or in his/her absence by the Vice-President; at the discretion of the Board; or when requested in writing by one-fifth of the membership.

Section 4. Written notice of meetings for each Annual or Special meeting of the membership shall be delivered to each member, either personally, or by email not less than ten days or more than fifty days prior to such meeting. If for a special meeting, such notice shall state the subject and no other business shall be transacted at any such special meeting except that so notified. If mailed, the notice shall be considered to be delivered when emailed to the members email address as it appears on the records of the corporations.

Sections 5. A quorum at any meeting of the membership shall consist of twenty-five (25) percent of the membership, represented in person only. A majority of the quorum shall be necessary to decide any questions coming before the meeting.

Section 6. An election of Directors shall be held during the annual meeting. Write-ins for directors are allowed.

Section 7. The rules contained in Robert's Rules of Order Revised shall govern all business meetings.

ARTICLE III – BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed by a board of seven (7) directors. Directors shall reside within the state of Alaska and shall be members of the corporation. These Directors shall be elected at the annual General meeting for a term of two (2) years. The positions of President, Secretary, and Workshop/Educational Coordinator shall be elected in years ending in an even number; the position of Vice President, Treasurer, Newsletter Editor, and Historian shall be elected in years ending in an odd number.

Sections 2. A quorum for the transaction of business at a Board meeting shall consist of four (4) members of the Board, at least two (2) of whom are officers of the corporation. The act of the majority of the Directors present at a meeting at which a quorum is present is the act of the Board.

Section 3. Directors shall receive no compensation for their services, but may be reimbursed for related expenses.

Section 4. Each member of the Board present at any meeting shall have one vote for each matter voted upon.

ARTICLE IV - OFFICERS

Section 1. The officers of the corporation shall consist of the President, Vice President, Secretary and Treasurer. The officers shall be members of the Board and shall be elected as stated in Article III, Section 1. The Board may also appoint committee chairpersons to serve until removed by the Board. Officers shall serve two (2) year terms and no Board member shall serve more than two (2) consecutive terms in one office.

Section 2. The duties of the officers of the corporation shall be as follows:

- A. President – The President shall preside at meetings; have general supervision of the affairs of the corporation at the discretion of the Board; shall sign or countersign all certificates, contracts, and other instruments of the corporation as authorized by the Board; shall make reports to the Board and members, and perform such other duties as directed by the Board.
- B. Vice President – the Vice President shall act as aide to the President; shall be membership officer of the corporation, shall perform the duties of the President in the absence of that officer to act, and shall perform such other duties as directed by the Board.
- C. Secretary – The Secretary shall give written notice of meetings when required by these By-Laws; shall keep minutes of all meetings, shall have charge of the seal and all corporate records and shall be responsible for their accuracy and maintenance, shall sign with the President all instruments of the corporations requiring such, and any other duties as directed by the Board.

D. Treasurer – The Treasurer shall have custody of all funds and financial records of the corporation, shall keep a full and accurate account of all receipts and expenditures, shall file or cause to be filed all financial reports with government and other agencies, shall submit books of account together with vouchers, receipts, and other papers to the Board for their examination and approval as often as they request, shall pay all bills approved by the Board and shall perform any other duties as directed by the Board.

Section 3. An officer may be removed by the Board whenever, in its judgment, the best interests of the corporation will be served.

ARTICLE V – FINANCIAL OPERATIONS

Section 1. Reimbursements of officers and agents must be approved by the Board, for unbudgeted items.

Section 2. The monies of the corporation are to be deposited in the name of the corporation in bank(s) and savings associations. as designated by the Board. Monies shall be drawn only by check or bank draft signed by the Treasurer or one other designated officer.

Section 3. The fiscal year of the corporation shall be from January first through December thirty-first.

Section 4. A proposed operating budget for the succeeding year shall be submitted by the Board no later than the regular Board meeting immediately preceding the Annual meeting. The budget is to be presented to the membership for their consideration at the Annual meeting. The budget is subject to such revisions by the Board as may be found necessary during the development of the programs for the year.

ARTICLE VI – AMENDMENTS

Section 1. These By-Laws may be amended, repealed, or altered in whole or in part, by a majority vote of a quorum of the members at the Annual meeting or at a special meeting where such action has been announced in the notice of such meeting.