

Connecticut River Valley Chapter
The Embroiderers' Guild of America, Inc.
New England Region
Chapter Bylaws: 2023

ARTICLE I NAME; USE OF EGA'S TRADEMARKS

The name of this organization shall be Connecticut River Valley Chapter (CRVC) of The Embroiderers' Guild of America, Inc., (EGA). While this chapter is recognized as a chapter by EGA, the chapter and its members may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.", the stylized logo and design, and the letters "EGA", under standards approved by EGA. All use of such registered trademarks shall be discontinued upon the suspension, withdrawal of recognition, resignation, or dissolution of this chapter.

ARTICLE II OBJECT

The purpose of this chapter is to inspire passion for the needle arts through education and the celebration of its heritage.

ARTICLE III MEMBERSHIP

Section 1. Chapter membership shall be open to any individual interested in furthering the purpose of this organization upon payment of dues. Membership may not be limited in number or group of people and must be nondiscriminatory with regard to race, gender, religion, national or ethnic origin, or as required by federal law, the law of the state of Kentucky and the law of the state where the chapter is located from time to time.

Section 2. Annual dues shall be payable upon notification by the chapter second vice-president of membership.

Section 3. Transfer and plural members shall be accepted by this chapter upon notification and payment of chapter dues and appropriate region dues, provided the members' current national dues have been paid through their primary chapters.

Section 4. Those whose dues are not paid by the date specified by the EGA Board of Directors shall be automatically dropped from membership.

Section 5. Any individual who has given outstanding service to CVRC may be elected an honorary member of CRVC by a majority vote of the members at the annual meeting. A CRVC honorary member shall hold all rights and privileges of membership but shall pay no dues. The chapter will pay the CRVC honorary member's chapter dues, as well as any required region and EGA national dues.

ARTICLE IV OFFICERS

Section 1. The elected officers of this chapter shall be a president, a first vice-president of education, a second vice-president of membership, a secretary, a treasurer, and a region representative.

Section 2. Officers shall serve a term of two years or until their successors are elected, and term of office shall begin at the close of the annual meeting at which they are elected in even-numbered years.

Section 3. It is recommended that no member shall serve more than two terms consecutively in the same office, nor hold more than one elected office at a time. No individual member shall hold the offices of president and treasurer at the same time.

Section 4. If a vacancy occurs in the office of president, the first vice-president shall automatically become president; all other vacancies in office shall be filled by election by a majority vote of the board of directors from a slate of at least one candidate submitted by the nominating committee.

Section 5. Nominations and Elections:

- a. A nominating committee of three members shall be elected at the annual meeting in even-numbered years.
- b. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled and to report to the chapter no less than thirty days before the annual meeting, having obtained consent for nomination from each.
- c. The election of officers shall be at the annual meeting of even-numbered years. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees prior to the meeting. If there is more than one candidate for an office, the vote shall be taken by ballot.

ARTICLE V MEETINGS

Section 1. There shall be at least four quarterly business meetings of the chapter each year unless otherwise ordered by the membership or the board of directors.

Section 2. The annual meeting, one of the four business meetings, shall be held in April of each year for the purpose of electing officers and honorary members, receiving annual reports from the officers and committees, and transacting any other business that may arise.

Section 3. Special meetings may be called by the president, by the board of directors, or upon written request of any four members, two of whom must be board members. A seven day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. The quorum for all business meetings shall be ten percent of the membership.

Section 5. Voting without a meeting: Any action required or permitted to be taken by the board or any committee thereof may be taken without an in-person meeting provided that all members of the board or committee are notified in writing or by electronic means of the resolution, and provided that two-thirds of the members of the board or committee consent in writing or by electronic means to the adoption of the resolution authorizing the action. If action by the board (electronic or otherwise) is necessary between regular meetings, the action must be ratified at the next regular board meeting in order to become an official act of the board.

Section 6. If substituting an electronic meeting for an in-person official chapter meeting, all members must be notified of the change.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers (executive committee), the newsletter editor, standing committee chairmen, the nominating committee chairman, and the immediate past president. Any member holding multiple offices shall only be entitled to one vote in board decisions.

Section 2. The president shall appoint a newsletter editor with the approval of the executive committee. The appointment shall be announced at the first chapter meeting after election or as appropriate.

Section 3. Unless otherwise stated, the term for the appointed members of the board of directors shall be concurrent with the term of the president who appointed them.

Section 4. The board of directors shall have general supervision of the affairs of the chapter between its business meetings: fix the day, hour, and place of meetings; make

other recommendations to the chapter; and perform other duties as specified in these bylaws. The board shall be subject to the orders of the chapter and its acts shall in no way conflict with action taken by the general membership.

Section 5. Meetings of the board shall be held at least four times a year, one of which shall be held within four weeks prior to the annual meeting.

Section 6. Special meetings of the board of directors may be called by the president or by any three members of the board, one of whom shall be an elected officer. A seven day notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 7. The quorum for all board of directors meetings shall be a majority of its members.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the elected officers of the chapter. Any member holding multiple offices shall only be entitled to one vote in board decisions.

Section 2. The executive committee shall have general authority over the chapter between meetings of the board of directors and it shall perform other duties specified in these bylaws. Any action taken by the committee shall be reported at the next board meeting.

Section 3. Meetings of the executive committee shall be held between meetings of the board of directors, if necessary.

Section 4. The quorum for the executive committee shall be a majority of its members.

ARTICLE VIII COMMITTEES

Section 1. The standing committees of this chapter shall be Bylaws, Finance, Membership, and Program/Education.

Section 2. The president shall appoint all standing committee chairmen. Committee appointments shall be approved by the executive committee. The president shall announce said appointments at the first chapter meeting following the election or as appropriate.

Section 3. Special committees or additional standing committees shall be appointed by the president as the chapter members or the board of directors deems necessary. Committee appointments shall be approved by the executive committee. The president shall announce

said appointments at the first chapter meeting following the election or as appropriate. Committee appointees can be removed only in the same manner in which they were appointed.

Section 4. The president shall be an ex-officio member of all committees except the nominating committee.

ARTICLE IX FISCAL POLICIES

Section 1. The fiscal year shall be from January 1 through December 31.

Section 2. The books and accounts of the chapter shall be kept in accordance with sound accounting practices. Chapter financial records shall be audited each year, either professionally or by an audit committee appointed by the chapter president. The treasurer shall furnish EGA with a report of the finances of the chapter by February 15 of each year and shall send proportionate amounts of each member's dues to both EGA and the Region on a regular basis.

Section 3. No one may profit from membership in EGA; however, an EGA chapter may contract with individual members in their professional capacities. EGA prohibits the use of membership lists other than for EGA purposes.

Section 4. Annual Budget

- a. The chapter board of directors shall prepare and present a budget to the membership for approval prior to the effective date of the budget.
- b. Neither the board of directors nor the executive committee shall spend any non-budgeted funds in excess of \$500 during the budget year.
- c. The chapter may approve an expenditure in excess of this amount provided:
 1. the membership is notified in writing at least thirty (30) days prior to the meeting at which the vote is taken,
 2. the written notice shall include the amount and purpose of the expenditure, and
 3. the approval is by a two-thirds vote.

Section 5. Donations: Donations of monies by the chapter may be made to any organization which is in compliance with Section 501(c)(3) of the United States Internal Revenue Code and which the chapter, by a two-thirds vote, has designated as the recipient. Notice of such a proposed donation shall be submitted in writing to the members at least thirty days prior to the meeting at which such vote is to be taken.

Section 6. Dissolution: In the event of dissolution of the chapter, all its assets and funds remaining after payment or provisions for payment of all debts and liabilities of the chapter shall be distributed to one or more organizations which have been in existence for a period

of two years, which are in compliance with Section 501(c)(3) of the United States Internal Revenue Code, and which the chapter has designated as a recipient by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

Section 7. Indemnification of Directors or Officers:

- a. Directors and Officers Covered. Directors whom the chapter may indemnify under this Section include the directors described in these chapter bylaws as members of the board of directors. Officers whom the chapter may indemnify under this Section are the elected officers described in these chapter bylaws. If an officer or director is described in this Section, indemnification may be paid to her/his duly qualified executor, administrator, or other personal representative.
- b. Legal Actions, Suits or Proceedings Brought Against Directors or Officers of Chapter.
 1. Discretionary Indemnification. Except as provided in Paragraph (2) below, the chapter may, at the sole discretion of its board of directors, indemnify any director or officer or former director or officer described in Paragraph a above against any judgment and any expenses, including attorneys' fees, actually, reasonably and necessarily incurred by her/him in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.
 2. Limitations Upon Indemnification. The chapter shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the chapter's board of directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the chapter or to EGA.
- c. Payment of Indemnification.
 1. Approval. Notwithstanding the foregoing paragraphs, the chapter shall not indemnify any director or officer described in Paragraph a of this Section unless such indemnification is approved by its board of directors acting by a quorum which consists of directors who are not parties to the action or proceeding for which indemnification is considered.
 2. Notice to Members. If any expenses or other amounts are paid by way of indemnification to a director or officer, other than by court order or action by the members, the chapter shall prepare a statement specifying the person(s) paid, the amount, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the chapter to its members of record entitled to vote for the election of directors within three (3) months from the date of payment.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the chapter in all cases which they are applicable and in which they are not inconsistent with the chapter bylaws, New England Region bylaws, the bylaws of The Embroiderers’ Guild of America, Inc., any special rules of order the chapter may adopt, or any statutes applicable to this organization.

ARTICLE XI AMENDMENT TO BYLAWS

Section 1. Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the chapter bylaws shall be incorporated automatically in the chapter bylaws and the membership shall be informed of such changes at the next regular meeting; and

Section 2. These bylaws may also be amended by a two-thirds vote at any regular meeting of the chapter provided the proposed amendment has been submitted in writing to the membership at least thirty (30) days before the meeting and the proposed amendment has received the approval of The Embroiderers’ Guild of America, Inc., prior to the meeting.

Membership Approval _____
Date Chapter President Signature

EGA Approval _____
Date Chairman, Chapter/Region Bylaws Committee

EGA Approval _____
Date Director of Bylaws