

The San Diego Chapter of the American Needlepoint Guild, Inc

Article I - Name

The name of this organization shall be The San Diego Chapter of the American Needlepoint Guild, Inc (SDANG).

Article II - Object

- Section 1. The object and purpose of this non-profit Chapter is exclusively for education and culturally 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 exhibition of needlepoint.
- Section 3. This Chapter is intended to be a tax-exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

Article III - Members

- Section 1. Any person who subscribes to the objectives of this Chapter may become a member, subject to compliance with provision of these Bylaws. This Chapter is non-discriminatory as to race, ethnicity, gender, sexual orientation, socio-economic status, age, physical abilities, religious beliefs, political beliefs, or other ideologies.
- 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 objective of the organization and is current in payment of American Needlepoint Guild (hereafter known as 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 the approval of the membership, and 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's Second Vice President-Membership. Dues shall be payable on May 1 of each year and shall be delinquent on May 30.

Section 4. Any member choosing to terminate Chapter membership will forfeit dues paid for that fiscal year.

Section 5. National ANG dues shall be paid directly to the ANG National Membership Office by the date listed on the dues notice. Members are responsible for paying their National dues. National dues must be paid to ANG before the Chapter membership is valid.

Article V - Board of Directors

Section 1. A. The elected officers of the Chapter shall be a President, First Vice President-Programs, Second Vice President-Membership, Secretary, and Treasurer. These five officers, the immediate Past President and appointed Committee Chairs, e.g. Newsletter Editor, Webmistress, and Workshop Chair, will constitute the Chapter's Board of Directors, thereafter known as the BOD.

B. Officers shall be elected by ballot at the Annual (November) meeting of the Chapter. Officers shall assume their official duties at the following January meeting.

C. The President, Second Vice President-Membership, and Treasurer shall be elected in odd numbered years for a term of two (2) years. The First Vice President-Programs and Secretary shall be elected in even numbered years for a term of two (2) years.

D. No member shall hold more than one office at a time.

E. No member shall be eligible to serve a third consecutive term in the same office.

F. Write-in candidates are permitted, subject to the consent of the person being nominated.

G. A majority of those in attendance and voting at the Annual (November) Meeting shall constitute election to office.

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 BOD upon a recommendation of the remaining elected officers.

Section 3. Method for submitting resignations

An officer, who is unable or unwilling to complete the term of office, shall submit a letter of resignation via email or hardcopy to the BOD. The resignation will become effective on the date that the BOD accepts the resignation. The letter of resignation and date of its acceptance shall be recorded in the BOD's minutes.

Section 4.

A. A Nominating Committee shall be composed of three (3) members who shall be elected by the membership at the September meeting. They will be comprised of two (2) from the general membership and one (1) from the BOD. The Committee shall serve for a term of one (1) year.

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 in the October meeting immediately prior to the Annual (November) meeting.

- C. At the Annual (November) meeting, 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 the President 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. Preside at all meeting of the Chapter.
 - 2. Coordinate the work of the officers and committees.
 - 3. Appoint an Audit committee, not to include the Treasurer or President, to review the Treasurer's books annually, and whenever there is a change of Treasurer. The Committee shall submit its report a the next scheduled Chapter meeting for action by the membership.
 - 4. Except as provided elsewhere in the Bylaws, appoint members to the Chapter committees.
 - 5. Appoint all committee chairs, as needed, with the approval of the BOD.
 - 6. Sign all checks with the Treasurer as a cosigner.
 - 7. Be an ex-officio member of all committees except the Nominating Committee and the Audit Committee
 - 8. Call meetings of the BOD.
 - 9. Serve as the chapter's internet Representative to the National ANG, or shall appoint a member to fill this position.
 - 10. Submit all required reports to the Area Representative, the Vice President of Membership, and ANG membership office when due.
 - 11. Ensure that a meeting place is obtained for Chapter meetings and submit to the Board a proposed meeting schedule for the year.
 - 12. Prepare the agenda for the Chapter and Board meetings.

13. Sign all contracts on behalf of the Chapter as authorized by the BOD.

C. The First Vice President-Programs shall:

1. Serve as program chairperson.
2. Be an aide to the President.
3. Assume the duties of the President in the absence of the President.
4. Perform other duties as may be delegated.

D. The Second Vice President-Membership shall:

1. Collect the Chapter membership dues.
2. Provide a dues reminder to members at least 30 days before their Chapter dues are due.
3. Provide and maintain an updated membership roster for posting on the SDANG website.
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. Prepare, maintain, and update the Chapter membership roster.
6. Assume the duties of the President in the absence of the President and First Vice President-Programs.
7. Perform other duties as may be delegated.

E. The Secretary shall:

1. Prepare the minutes of all meetings of the Chapter Membership and BOD Minutes shall be retained for the life of the Chapter, and may be saved on paper or electronically. All minutes shall be passed on to the new Secretary at the beginning of the new Secretary's term of office.
2. Present the minutes of the previous Chapter meeting at the Chapter meetings and present minutes of the previous BOD's meeting at the BOD meetings.
3. Send communications as directed by the President, the BOD, or the Membership.
4. Perform other duties as may be delegated.

F. The Treasurer shall:

1. Be custodian of all Chapter funds.

2. Keep a full and accurate account of receipts and expenditures.
3. Present a financial statement at every Chapter meeting and Board of Directors meeting.
4. Prepare with the BOD assistance, an annual budget to be presented to the membership for approval no later than 30 days prior to the annual meeting.
5. Send communications as directed by the President, the BOD, or the Membership.
6. Submit financial records to the Audit Committee annually, sign all checks with the President as a cosigner and pay all the bills.
7. Perform other duties as may be delegated.

Section 2. All officers shall perform the duties outlined in these Bylaws, special or standing rules of order or by the parliamentary authority adopted by the Chapter and any additional duties as assigned from time to time by the President, the BOD, or the Membership.

Section 3. Any officer or individual in an appointed position may be removed for neglect of duty in office, abuse of authority, or other misconduct. Approval of the removal shall require a 2/3 vote of the membership at a regular meeting or a specially call meeting at which there is a quorum.

Article VII - Meetings

Section 1. Regular meetings of the San Diego Chapter shall be held monthly, at least ten (10) times per year, unless otherwise ordered by the Chapter. The schedule of regular meeting shall be proposed by the President and approved by the BOD each January.

Section 2. The regular meeting in November 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 BOD or at the request of five members. Except in the case of emergency, a minimum of one week's notice will be given to all members along with the purpose of the special meeting.

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Section 4. At least ten (10) Chapter members in good standing including at least two elected officers shall constitute a quorum.

Section 5. Except as explicitly provided in these Bylaws or in the parliamentary authority, decisions by the Chapter shall be determined by a majority vote of those present and voting.

Section 6. Proxy voting is not permitted.

Article VIII - Board of Directors

Section 1. The Board of Directors shall consist of the five (5) Elected Officers, the Immediate Past President, and the appointed Committee Chairs, e.g. Workshop Chair, Newsletter Editor, and Donations Manager.

Section 2. The duties of the BOD shall be to:

- A. Conduct the business of the Chapter between meetings of the Membership.
- B. Propose changes in the membership dues, Chapter Bylaws and Standing Rules to the Membership as needed.
- C. Promote adopted projects.
- D. Determine the time and place for meetings of the Chapter upon recommendation from the President.
- E. Set with approval of the membership the amount of the Chapter duties.

Section 3. The BOD shall meet monthly. Special meetings of the BOD shall be held at the request of the President or at the request of at least three (3) of its members. The purpose of the special meeting shall be included in the call.

Section 4. A majority of the members of the BOD shall constitute a quorum.

Section 5. Unless explicitly provided in these Bylaws or the adopted parliamentary authority of the Chapter, decisions by the board shall be determined by a majority vote of those present and voting.

Section 6. The regular order of business shall be the agenda prepared by the President.

Article IX - Standing and Special Committees

Section 1.

A. The Standing Committees of the Chapter shall be Newsletter, Nominating, Workshop, *Donation*, Website, *Outreach* and others as identified by the BOD.

B. The duties of the Standing Committees shall be established in the Standing Rules of the Chapter.

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

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

Article XI - Parliamentary Authority

The current edition of *Roberts 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

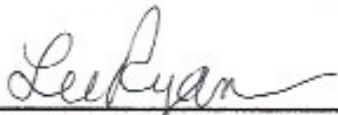
Section 1. These Bylaws may be amended at any regular membership meeting of the Chapter by two-thirds (2/3) vote of the members present and

voting, provided that the proposed amendment(s) have been submitted to the Membership at least their (30) days in advance.

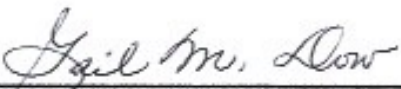
Section 2. No Bylaws amendment affecting the object or purpose of ANG shall be permitted.

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

Adopted by the San Diego Chapter of the American Needlepoint Guild on November 12, 2019 in San Diego, California.

 Date: 11/15/19

Lee Ryan, President, San Diego Chapter American Needlepoint Guild

 Date: 21 November 2019

Gail Dow, Bylaws Chair, American Needlepoint Guild