

**CACTUS WREN CHAPTER OF  
AMERICAN NEEDLEPOINT GUILD, INC.  
BYLAWS**

**ARTICLE I—Name**

The name of this organization shall be Cactus Wren 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 memberships 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 March 1 of each calendar year through February 28 (29) 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.
- Section 3. Chapter dues shall be paid to the Membership chair, on or before February 1.
- Section 4. National dues for ANG membership shall be set by the ANG Board of Directors, and paid directly to the ANG Guild membership

office by the date listed on the dues notice.

Section 5. National dues must be paid before chapter membership is valid.

### **ARTICLE V—Officers and Elections**

#### Section 1. Officers

- A. The elected officers of the Chapter shall be President, Vice President, Secretary, Treasurer, and the Director at Large.
- B. Officers shall be elected annually at the February meeting. A member may be elected to the same office for only one successive term.
- C. A majority vote of those in attendance and voting at the Annual meeting shall constitute election to office.
- D. Elected officers shall assume their official duties at the March meeting and shall serve for a term of one year or until the election of their successors.
- E. The Vice President shall assume the responsibilities of the President in the absence of the President.

#### Section 2. Eligibility to serve

All members in good standing shall be eligible to vote and hold office.

#### Section 3. 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 4. Method for submitting resignations

An officer who is unable or unwilling to complete the term of office shall submit a letter of resignation to the Board of Directors at least sixty (60) days prior to resignation.

#### Section 5. Nominations

- A. A Nominating Committee shall be composed of three (3) members who shall be elected by the membership at the September meeting. The President shall appoint one of the three members to chair the 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 meeting immediately prior to the annual meeting in February.
- C. At the annual meeting in February, 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 appointed 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 meetings of the Chapter
  - 2. Coordinate the work of the officers and committees.
  - 3. Appoint an auditor or auditing committee, not to include the Treasurer, to review the Treasurer's books annually, and whenever there is a change of Treasurer. The auditor or auditing committee shall submit its report at the next scheduled Chapter meeting for action by the membership.
  - 4. Appoint committee chairmen, as needed, with the approval of the Board of Directors.
  - 5. Be authorized to sign checks if the Treasurer is unable to do so.
  - 6. Be an ex officio member of all committees except the Nominating Committee.
  - 7. Call meetings of the Board of Directors.
  - 8. Serve as the Chapter's Internet Representative to the National ANG, or shall appoint a member to fill this position.
  - 9. Submit all required reports to the Area Representative, the Vice President of Chapters/Areas and ANG membership office when due.
- C. The Vice President shall:
  - 1. Be Chairman of the Programs Committee
  - 2. Be an aide to the President.
  - 3. Assume the duties of the President in the absence of the President.
- D. The Secretary shall:
  - 1. Prepare the minutes of all meetings of the Chapter Membership and Board of Directors
  - 2. Keep minutes with one binder for the Chapter meetings and one for the Board of Directors meetings.
  - 3. Hold all binders of all the Chapter meetings from previous years and turn them over to the new Secretary at the beginning of the new Secretary's term of office.
  - 4. Read the minutes of the previous Chapter meeting at Chapter meetings and read minutes of the previous Board of Directors meeting at Board of Directors meetings.
  - 5. Send communications as directed by the President, the Board of Directors, or the Membership.
- E. The Treasurer shall:
  - 1. Be the custodian of all chapter funds.
  - 2. Keep a full and accurate account of receipts and expenditures.
  - 3. Present a financial report at every Chapter meeting and Board of Directors meeting.
  - 4. Prepare an annual budget, with the help of the other elected officers. The budget shall be published and presented to the Membership for approval no later than the May meeting.

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5. Submit all financial records to the auditor or auditing committee annually.

F. The Director at Large shall:

1. Be the Ways and Means chairperson and shall arrange all fund raising events with the help of a committee.

Section 2. All officers shall perform the duties prescribed by these bylaws, special or standing rules of order which have been adopted, or by the parliamentary authority adopted by the Chapter and any additional duties assigned from time to time by the President or the Board of Directors.

### **ARTICLE VII—Meetings**

Section 1. Regular meetings of the Chapter shall be held the second Wednesday of the month unless otherwise ordered by the Board of Directors.

Section 2. The regular meeting in February 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 30% of the membership.

Section 4. Twenty (20) 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.

A. All elected officers and standing committee chairpersons shall be voting members of the Board of Directors.

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 in the membership dues to the membership, as needed.

C. Promote adopted projects.

Section 3. The Board of Directors shall meet four (4) times a year with the first meeting being held in March. 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. Majority of the members of the Board of Directors shall constitute a quorum.

## **ARTICLE IX—Standing and Special Committees**

### **Section 1. Standing Committees**

The Standing Committees of the Chapter may, as determined by the elected officers, be: Hospitality, Membership, Newsletter Editor, Newsletter Publisher, Publicity, Program, Social, and Ways and Means and/or any others established by a 2/3 vote of the membership at a regular membership meeting. The duties of the standing committees shall be established in the standing rules.

### **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.**

## **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.**