

FIBER ARTISTS NORTHWEST

BYLAWS

(Original Version – October 17, 2009)

Article I

Name

Section 1. This corporation will be known as Fiber Artists Northwest (F.A.N.).

Section 2. Individual groups will be known as “chapters”.

Article II

Objective

Section 1. The goal of this corporation is to educate and promote knowledge of fiber and sewing machine artistry.

Section 2. This corporation will operate as a non-political, non-profit corporation for the benefit of the membership.

Article III

Membership

Section 1. Eligibility

- A.** May attend two chapter meetings prior to submitting an application.
- B.** Submit an application to the Membership Chairperson along with appropriate dues

Section 2. Dues

- A.** Dues will be twenty-five dollars (\$25.00) annually paid by January 31st. After that date dues will increase to thirty dollars (\$30.00).
- B.** Members not renewed by March 1st will be dropped from membership.
- C.** New members joining after June 30th will pay fifteen dollars (\$15.00).
- D.** Dues will be paid to the Membership Chairman.

Article IV

Executive Officers

Section 1. The Executive Officers will be President, Vice President, Secretary and Treasurer and will comprise the Executive Board.

Section 2. Duties of the Executive Officers

- A.** President’s duties include presiding at meetings and all other duties as outlined in the President’s Job Description.

- B.** Vice President's duties include acting in the President's absence and all other duties as outlined in the Vice President's Job Description.
- C.** Secretary's duties include taking and maintaining meeting records and all other duties as outlined in the Secretary's Job Description.
- D.** Treasurer's duties include maintaining the financial records and all other duties as outlined in the Treasurer's Job Description.

Section 3. Term of Office

- A.** Term of office will be two (2) years. Elected officers will serve no more than two (2) consecutive terms in the same capacity.
- B.** Term will begin on January 1st.
- C.** The President and Treasurer will be elected in odd numbered years. The Vice President and Secretary will be elected in even numbered years.
- D.** A vacancy of the Presidency will be filled for the remainder of the term by automatic advancement of the Vice President.
- E.** If there is a vacancy in any other office, the President will appoint a member, pro tem. No seated officer or committee chairman can serve in a pro tem capacity.
- F.** Required notice will be sent to the general membership by the Secretary within one week of the vacancy. Notice will include a ballot if appropriate.

Section 4. Nominations/Elections

- A.** Candidates for the Executive Officers will be selected by the Nominating Committee.
- B.** Ballots will be sent by electronic mail to the entire membership by November 1st, with directions for their return.
- C.** The elected officers will be determined by a majority of the ballots returned.

ARTICLE V
Meetings

Section 1. Board Meetings

- A.** There will be a minimum of three (3) meetings per year, one of which will be designated the Annual Meeting.
- B. Voting Members**
 - 1. Voting Members, also known as Board of Directors, include Elected Officers, Standing Committee Chairmen and Chapter Leaders or their representative.
 - 2. No voting member may have more than one vote on any issue.
- C. Quorum**
 - 1. A quorum will consist of a simple majority of voting members present.
 - 2. After roll call, the Secretary will announce whether a quorum is present for this meeting. If a quorum is not present, voting will be limited to setting the next meeting date.

D. Motions

All motions will require a two-thirds (2/3) majority approval of voting members present.

Section 2. Special Meetings

- A.** Executive Board meetings may be called by the President.
- B.** Standing Committee meetings may be called by the Chairman.
- C.** Temporary Committee Meetings may be called by the Chairman.
- D.** Meetings may be conducted electronically.

ARTICLE VI
Committees

Section 1. Standing Committees

- A.** Will include, but are not limited to, Membership, Mediation and Retreat/Workshop.
- B.** Committee Chairmen will be appointed by the President with approval by the Board of Directors.
- C.** Term will correspond with that of the President or until a successor has been chosen.

Section 2. Temporary Committees

- A.** Will be created to perform a specific task and will be dissolved when that task is completed and the report is presented to the Board of Directors.
- B.** Nominations/Elections and Audit committees are required.
- C.** Other committees may be formed as determined by the President.

Article VII
Parliamentary Authority

This organization will be governed by Robert's Rules of Order (most current edition) when applicable and not inconsistent with bylaws.

Article VIII
Amendments

These by-laws may be amended by a two-thirds (2/3) majority of voting members present at an annual or special meeting provided thirty (30) days notice is given by US mail or electronic mail to all voting representatives of the corporation. The secretary must receive these votes by the date specified in the notice. Following adoption a copy of the revised bylaws will be provided to each board member.

Article IX **Dissolution**

Upon dissolution of the corporation, its assets will be distributed among the chapters based on a prorated share of their membership.

Article X **Indemnification Statement**

Section 1. Any person who is or was a party or is threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, or administrative, by reason of the fact that she/he is or was an officer or director of this corporation, shall be indemnified against expenses, including attorney fees, judgments, fines, and amounts paid in settlements, actually and reasonably incurred by her/him in connection therewith. Indemnification shall be given only if she/he acted in good faith and in a manner she/he reasonably believed to be in the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reason to believe that her/his conduct was unlawful.

Section 2. No person shall be given indemnification with respect to any claim, issue or matter to which she/he shall have been adjudged to be liable for negligence or misconduct in the performance of her/his duty to the corporation.

Section 3. The indemnification provided for in this Article shall continue as to a person who has ceased to be an officer or director of the corporation and shall inure to the benefit of her/his heirs, personal representatives and administrators, and shall be in addition to any rights of indemnification provided for by law.

**Section 4. THIS IS PROPRIETARY INFORMATION OF FIBER ARTISTS
NORTHWEST AND CANNOT BE USED OUTSIDE OF THE ORGANIZATION.**