

BYLAWS
of the
SOUTHERN NEVADA HANDWEAVERS & SPINNERS GUILD, INC.
(A Nevada Non-Profit Corporation)

THESE BYLAWS OF THE SOUTHERN NEVADA HANDWEAVERS & SPINNERS GUILD, INC. shall be for the regulation of the Southern Nevada Handweavers & Spinners Guild, Inc. (the “Guild”), except as otherwise provided by applicable Nevada or Federal law or by the Articles of Incorporation of the Guild. The Guild is also known as the Las Vegas Fiber Arts Guild.

ARTICLE I.
PURPOSE

The Guild has been organized solely for educational and general charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The primary purposes of the Guild shall be to advance, foster and promote handweaving, spinning, and related fiber arts subjects in the vicinity of southern Nevada.

ARTICLE II.
GUILD OFFICES

Section 2.01: Principal Office

The address of the Guild’s principal office shall be:

Southern Nevada Handweavers & Spinners Guild, Inc.
c/o Julie R. Johnson, Resident Agent
6317 O’Bannon Drive
Las Vegas, Nevada 89146

The Board of Trustees (the “Trustees”) shall have full power and authority to change the location of said principal office at any time.

Section 2.02: Resident Agent

The Guild shall designate and continuously maintain in the State of Nevada a registered Resident Agent for the Guild for all purposes as required by Nevada State law. The address of the Resident Agent shall be kept current and on file with the office of the Nevada Secretary of State.

ARTICLE III.
BOARD OF TRUSTEES

Section 3.01: General Powers

All of the business and affairs of the Guild shall be managed and governed by the Board of Trustees, subject to the actions of the general membership taken at annual or special membership meetings as set forth below.

Section 3.02: Number, Election, and Term

The Board of Trustees shall consist of four (4) members as follows:

- a. The President, Vice-President, Secretary, and Treasurer.

Trustees shall be elected at the Annual Meeting of the membership as Noticed in the Guild newsletter.

Trustees shall serve for a term of one (1) year, which term shall commence on the date of his/her election/appointment. Any Board member completing his/her term shall be eligible for re-election. Any person who shall have been a member of the Guild for one (1) year shall be eligible for election to the Board.

Any eligible member who desires to be considered for election to the Board may submit their name to any current Board member or to the Nominating Committee as announced by the President. Nominees shall be announced in the Guild newsletter prior to the Annual Meeting. Eligible members may also be nominated from the floor, with the consent of the nominee, at the Annual Meeting. Election shall be by voice vote if uncontested or by written ballot for contested positions. The term of office will commence at the end of the Annual Meeting.

Section 3.03: Board Meetings

Meetings of the Board may be called at the direction of the President or by a majority of the voting trustees then in office. Said meetings shall be held at such times and places, either within or without the State of Nevada, as shall be designated in the notice of the meeting.

Section 3.04: Notice of Meetings

Notice of the time and place of any meeting of the Board shall be given not less than forty-eight (48) hours prior thereto. Notice may be given personally by mail, e-mail, telephone, facsimile, or other means of communication to each trustee at such address or number(s) as shown by the records of the Guild. Any trustee may waive notice of any such meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting unless a director attends a meeting for the express purpose of objecting to the conducting of such meeting. If possible, the agenda for any meeting shall be included in the notice, but the absence of such an agenda shall not constitute a defect in the notice.

Section 3.05: Quorum

Three of the four members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 3.06: Action by Written Consent

Any action which may be taken at any meeting of the Board may also be taken without a meeting if a written consent is signed by a majority of the directors after the entire Board has been given the opportunity to consider the proposed action to be taken and an opportunity to express

either approval or disapproval of said action. The written consent shall be lodged with the Secretary of the Corporation and maintained in the Guild records.

Section 3.07: Meetings not in person

Members of the Board may participate in a meeting through the use of telephone or video conferencing equipment, so long as all trustees participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

Section 3.08: Resignation and/or Removal

Any director may resign from the Board at any time by giving a written notice to the President or the Secretary of the Guild. Acceptance of such a notice of resignation is not necessary to make it effective. Trustees may be removed from office, with or without cause, by affirmative vote representing not less than a majority of the voting trustees of the existing Board members.

Section 3.09: Vacancies

Any vacancy occurring on the Board for any reasons shall be filled by a majority of the remaining trustees.

Section 3.10: Compensation

The Trustees shall receive no salary or compensation for their services.

ARTICLE IV. OFFICERS

Section 4.01: Officers

The officers of the Guild shall consist of the President, Vice-President, Secretary, and Treasurer.

Section 4.02: President

The President shall preside at all meetings of the Guild membership and of the Board at which s/he may be present; shall perform such other duties as may be prescribed by these Bylaws or assigned by the Board; and shall coordinate the work of the officers and committees of the Guild in order to promote the stated purpose thereof.

Section 4.03: Vice-President

The Vice-President shall act as an aid to the President and shall perform the duties of the President in his/her absence or disability. S/he shall carry out such additional duties as may be assigned to him/her by the President or the Board.

Section 4.04: Secretary

The Secretary shall record the minutes of all meetings of the Guild membership and of the Board, shall maintain the records of the Guild, shall initiate notice of membership and Board meetings at the direction of the President, and shall perform such other duties as may be delegated by the Board.

Section 4.05: Treasurer

The Treasurer shall have custody of all the funds of the Guild; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with any approved budget, as authorized by the Board. The Treasurer shall collect dues and other income of the Guild and deposit same into a depository institution approved by the membership. The Treasurer shall be responsible for updating the list of authorized signers with the depository institution, as approved by the membership. The Treasurer shall present interim financial reports when requested by the Board and shall make a full report at the annual meeting of members. The Treasurer shall be responsible for the maintenance of such books of accounts and records as conform to the requirements of these Bylaws.

The Treasurer shall maintain a complete and current list of all paid members of the Guild.

All funds received by the Guild shall be used solely for the education and advancement of the Guild's purpose.

Section 4.06: Duties

All officers shall perform the duties prescribed in these Bylaws and such other duties as may be assigned to them from time to time. All officers shall deliver to their successors all official material not later than fourteen (14) days following the election of their successor.

Section 4.07: Election

Officers of the Guild shall be elected by the general members annual at the Annual Meeting. Officers shall serve for a term of one (1) year and until the election of their successor. Officers may succeed themselves in office.

Any eligible member who desires to be considered for election to the Board may submit their name to any current Board member or to the Nominating Committee as announced by the President. Nominees shall be announced in the Guild newsletter prior to the Annual Meeting. Eligible members may also be nominated from the floor, with the consent of the nominee, at the Annual Meeting. Election shall be by voice vote if uncontested or by written ballot for contested positions. The term of office will commence at the end of the Annual Meeting.

ARTICLE V. MEETINGS

Section 5.01: Membership Meetings

The regular meeting of the Guild shall be held at the time and place designated by the membership. The Annual Meeting of members shall be held at the same date and place as the June regular meeting. Meetings may be held in person or over videoconference, at the board's discretion, so long as all attendees can hear the proceedings.

Section 5.02: Notice of Annual Meetings

The Board shall cause written notice of the next scheduled Annual Meeting of members to be given to each member of record not less than 30 days prior to said meeting. Inclusion of the Notice of Annual Meeting in the monthly newsletter shall constitute official notice of the Annual Meeting.

Section 5.03: Rules for Conduct of Membership Meetings

All meetings of members shall be conducted in accordance with the provision of these Bylaws. In the event that a situation arises that is not addressed in these Bylaws, the situation shall be resolved by majority vote of the members present at the meeting.

Section 5.04: Quorum

The vote of the majority of the members present at any noticed meeting shall be sufficient for the transaction of business at any meeting of members.

Section 5.05: Voting

All Current Members are eligible to vote on all matters that are presented to the membership at any regular meeting. Voting may be by voice or by written ballot as determined by the Board, with the sole exception of amendments to the Bylaws (see Article IX).

In the event that an in-person meeting is not possible, voting may be held by email or videoconference, so long as all attendees can hear the proceedings, at the discretion of the Board.

ARTICLE VI. MEMBERSHIP AND DUES

Section 6.01: Membership

Anyone interested in handweaving, spinning, or related subjects may become a member upon payment of the annual dues to the Treasurer. Any person who has paid dues for the current year will be considered a Current Member for voting purposes.

Section 6.02: Dues

The annual dues for all members shall be payable in September for the program year September through June. Dues shall be delinquent after the October meeting. Delinquent members shall be dropped from the membership rolls. New members joining February through June shall pay one half of the annual amount then in effect.

Section 6.03: Use of funds

All funds received by the Guild shall be used solely for the education and advancement of the Guild's purpose.

Section 6.04: Honorary and Lifetime memberships

Honorary memberships may be awarded for a limited time to persons providing special goods or services to the Guild as determined by the Board. Lifetime memberships may be awarded by the Board with the consent of the membership for extraordinary service to the Guild.

ARTICLE VII. NEWSLETTER

The Guild shall publish a newsletter not less than four (4) times per year and email same to all Current Members and other interested persons. The newsletter shall include announcements of all Guild activities. Inclusion of legal announcements in the newsletter shall constitute legal notice of those matters. Advertising in the newsletter may be included at the Board's discretion.

ARTICLE VIII. INDEMNIFICATION

The Guild retains and reserves to itself all rights, options, and privileges relative to indemnification of officers, trustees and/or agents of the Guild as defined and specified in Nevada Revised Statutes including, but not limited to, NRS 82.541, NRS 78.7502, and NRS 78.751. The test to be applied in any situation which may arise under this section is whether or not the officer, trustee or agent of the Guild shall have acted in "good faith" as determined by the Board.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

The Bylaws may be amended by a majority vote of the members present at any regular meeting. Notice and proposed changes to the existing Bylaws shall be given to the membership not less than 30 days prior to the meeting at which the new Bylaws will be voted on.

ARTICLE X. DISSOLUTION

In the event of the dissolution of the Guild, all funds shall then be presented to an appropriate local non-profit fiber arts organization, should such be in existence. If none is in existence, such funds will be presented to the Intermountain Weavers Conference, a non-profit

organization for the furtherance of the fiber arts of the region. If the Intermountain Weavers Conference is no longer in existence, funds shall be donated to the Handweavers Guild of America.

ARTICLE XI. MISCELLANEOUS

Section 9.01: Gifts

The Board may accept, on behalf of the Guild, any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Guild. The Board may vary the use to which a specific contribution, gift, bequest or devise can be put in the event that the use for which the same was intended becomes impossible, unnecessary, impractical or contrary to the best interests of the Guild.

Section 9.02: Self-Dealing

Except as expressly permitted under NRS 82.226, the Guild shall not be a party to any transaction in which one or more of the members of the Board has a material financial interest.

Section 9.03: Effective Date of Bylaws

These Bylaws shall be deemed in effect on the date of the next regular meeting of the Guild following the meeting at which the proposed Bylaws are voted on.

Section 9.04: This Amendment supersedes all previous.

These amended Bylaws of the Southern Nevada Handweavers & Spinners Guild, Inc. supersede all previous bylaws.

These Bylaws were adopted by the Southern Nevada Handweavers & Spinners Guild, Inc., a Nevada non-profit corporation, in accordance Article IX thereof, on the ____ day of _____ 2020.

By: _____
President

These Bylaws were ratified by a majority vote of the membership of the Southern Nevada Handweavers & Spinners Guild, Inc., a Nevada non-profit corporation, in accordance with Article IX thereof, on the ____ day of _____ 2020.

By: _____
Secretary to the Guild

I hereby certify that the foregoing Bylaws are a true and correct copy of the Bylaws of the Southern Nevada Handweavers & Spinners Guild, Inc., a Nevada non-profit corporation, as adopted on the ____ day of _____ 2020.

By: _____
Secretary to the Guild