

By-Laws of the Craft Guild of Iowa City

**ARTICLE I
NAME**

The name of this organization shall be: Craft Guild of Iowa City.

**ARTICLE II
PURPOSE**

The purpose of this not-for profit corporation shall be to provide recreational activities for the benefit, pleasure and recreation of its members and for the realization and attainment thereof shall seek:

- A. To extend opportunities to its members to acquire and develop one or more handcraft skills; and
- B. To promote the common interests of its members in creative handcraft endeavors through the recognition of various member groups focused on different craft areas.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1

The Board of Directors of the corporation shall consist of elected officers of Guild along with one elected chairperson from each active member group or that person's designated proxy. Elected officers and group chairpersons serve from June 1 until May 31 of the following year. Outgoing officers and group chairs shall orient their successor and transfer official Guild records to them in the interval between their election and June 1.

Section 2

A director may be removed from office at any time for cause by a majority vote of all the other directors. If any vacancy on the Board of Directors exists by reason of death, resignation, removal, or otherwise, the Board of Directors may elect a successor director for the unexpired term of the predecessor in office.

Section 3

The Board of Directors, may from time to time, authorize the creation of boards, committees, funds, or councils; may determine whether or not the members of such bodies must be selected from within or without the directors of the corporation; and, to the extent permitted by law, may invest such bodies with such powers and duties as it deems necessary. The Board of Directors may designate the members of such bodies or may authorize the President and/or any other officers of the corporation to designate the members of such bodies.

By-Laws (p.2)

Section 4

The Board must recognize all member groups of the corporation. New member groups must apply to the Board for recognition as either an active or an informal group. The Board of Directors may, by majority vote, rescind recognition of any member groups, and deny further access to corporation facilities and equipment. This action requires a written explanation to corporation members and a recorded role call vote. Reasons for taking such action must be recorded in the permanent records of the corporation.

**ARTICLE IV
MEETINGS OF DIRECTORS**

Section 1

Regularly scheduled meetings of the Board of Directors shall be held on the date and at the place selected by the Board of Directors. In addition to regularly scheduled meetings of the Board of Directors, special meetings shall be called by the Secretary of the corporation upon the request of the President of the corporation or two members of the Board. Notice of any special meeting of the Board shall be given by the Secretary to each director at least seven days prior to such meeting. The notice signed by the Secretary shall set forth the purpose, place, and time of the meeting. Notice of a special meeting may be waived in writing by any director before or after such meeting. In addition, the presence of any director at any special meeting shall be held to be a waiver of the required notice unless the director makes timely objections.

Section 2

The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If

- (1) a quorum is not present at any meeting, or
- (2) the business of any meeting shall not be completed,

those present may, by majority vote, adjourn the meeting to another date without further notice. These deferments shall not extend past the next regularly scheduled board meeting. The meeting may be deferred until

- (1) a quorum shall attend, or
- (2) the deferred business shall be completed.

At any such adjourned meeting, any business may be transacted at the meeting as originally called.

Section 3

Each director shall be entitled to one vote on any question properly coming before any meeting of the Board. At all meetings of the Board, all questions, except as otherwise expressly directed by law, the Articles of Incorporation, or these By-Laws, shall be decided by the vote of a majority of the directors entitled to vote thereon who shall be present at the meeting.

Section 4

Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if the consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

**ARTICLE V
OFFICERS**

Section 1

The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may from time to time be provided for by resolution of the Board of Directors of this corporation. The members at the annual meeting shall elect all officers from within the membership of this corporation. Each officer shall perform such duties as are customarily incident to the office or are required by the Board of Directors. Any person holding office may be elected to succeed in that office for a subsequent term or terms or be elected to serve a term or terms in some other office of the corporation. On a temporary basis, more than one of these offices may be held by the same person.

Section 2

Any officer of this corporation may be removed from office at any time for cause by a majority vote of all of the other directors. If any vacancy in any corporate office exists by reason of death, resignation, removal or otherwise, the Board of Directors may elect a successor officer to serve until the next annual meeting of the members.

Section 3

The President shall be the chief executive officer of the corporation and shall retain the right to vote on all questions properly coming before the Board of Directors. The President shall have general supervision of the affairs of the corporation. The President shall have the ultimate responsibility for the repair and maintenance of the physical facilities of the Guild House and grounds.

Section 4

The Vice President is elected to serve a two year commitment in the corporation; the first year as Vice President and the second year as President of the corporation. As Vice President, this officer shall study the duties and responsibilities of the President and shall assume those responsibilities in the case of absence or unavailability of the President.

Section 5

The Secretary is elected to serve a two year commitment in the corporation. The duties and responsibilities of this office are twofold. First, as Secretary of the corporation, this officer shall give notice of any meeting of the Board of Directors of which notice is required; keep a record of all meetings of the Board of Directors; keep the seal of the corporation, if any; keep an accurate list of the members of this corporation; and have authority to certify any records, or copies of any records, as the official records or true copies of the records of the corporation

Section 6

The Treasurer is elected to serve a two year commitment and shall collect and keep an account of the monies received and expended for the use of the corporation. The Treasurer shall deposit sums received by the corporation into the corporation accounts, make reports of the finances of the corporation to the Board of Directors, receive applications for membership and present application for membership to the Board of Directors and train the Assistant Treasurer. The funds, books, and other records in possession of the Treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors. Deposits of the Treasurer shall be subject to withdrawal only upon the signature of the Treasurer or such other person as the Board of Directors may specifically authorize in writing. The Treasurer may be required to furnish bond, with a satisfactory corporate surety, for the performance of duties required in the handling of the financial resources of the corporation in such amount and at such times as the Board of Directors may require, the premium for such bond to be paid by the corporation. At the expiration of the term in office an independent audit shall be performed whereupon the Treasurer shall turn over to the successor in office all funds, bills, records, and other property of the corporation.

**ARTICLE VI
MEMBER GROUPS**

Section 1

Member groups share the physical facilities of the corporation and are obligated to implement its policies. Member group classifications of the corporation are

- a. Active. An active member group is required to have regular group meetings, elect a chairperson, organize a teaching program for beginning members, participate in general corporation activities and provide and maintain group supplies and equipment in accordance with corporation policies. An active member group must have at least eight members to have automatic voting privileges on the Board of Directors. An active member group with fewer than 8 members that has been in existence in the corporation for more than 3 years may retain voting privileges on the Board of Directors upon request of that group and review by the Board. New active member groups may be recognized within the corporation upon application to the Board of Directors.

By-Laws (p.5)

- b. Informal. An informal member group is composed of fewer than 8 members who have applied to the board for recognition. Informal member groups must designate one individual as liaison between the group and the Board of Directors. Informal member groups have access to the Guild house and facilities, are subject to the same requirements as active member groups in regard to corporation policies, but do not have voting privileges on the Board.

Section 2

The chairperson of each active member group will present an annual report to the corporation members at the annual meeting of the membership. The Board may also require that informal groups present such annual reports.

Section 3

When a member group disbands or ceases to operate within the corporation for whatever reason, the equipment and treasury, if any, of that member group becomes the property of the corporation. The corporation may retain such equipment or dispose of it in accordance with the regulations governing corporation activities. The treasury reverts to the general corporation fund.

**ARTICLE VII
MEMBERS**

Section 1

Classes of Membership: The following classes of membership exist in the corporation:

- (a) Honorary members. The Board shall elect individuals to honorary membership. These members shall pay no dues and shall be entitled to various Guild privileges as determined by the Board.
- (b) Active members. Active members shall have the privilege and responsibility of having articles in the exhibits, attending group meetings, participating in Guild fund raising events, and are entitled to full Guild privileges.
- (c) Junior members. A junior member, age twelve through eighteen, must be sponsored by a parent or legal guardian who is an active member. That sponsor must accompany the junior member at all times the junior member is in the Guild house.
- (d) Affiliate Member. Affiliate membership is a temporary status for non-guild members receiving instruction offered by a group of the Guild. The affiliate membership extends only for the duration of the instruction. Affiliate members are not entitled to Guild privileges and must be supervised by an active Guild member whenever they are in the Guild House.

By-Laws (p.6)

Section 2

Selection of Members. Active and junior membership shall be open to adults and young persons respectively upon written application to the Board and payment of the membership fee as set from time to time by the Board. The Board shall limit the total membership according to the available space and facility from time to time.

Section 3

Dues. The Board from time to time shall set the dues for each of the above classes of membership and publish changes annually in the handbook. An individual otherwise entitled to membership in the corporation shall not be a member unless the dues are paid as required pursuant to the Board's resolution.

Section 4

The term of membership shall run from September 1 through August 31 of the following year. The Board is authorized from time to time to permit memberships to commence at periods other than September 1, but in any event, said membership must terminate on August 31 of the following year.

ARTICLE VIII MEETINGS OF MEMBERS

Section 1

The annual meeting of the membership of this corporation shall be held in the month of May, on the date and at the place as selected by the Board of Directors. Election of officers will be conducted at the annual meeting and annual reports from the officers of the corporation, group chairpersons and chairs of any standing committees shall be presented.

Section 2

Special meetings of the membership of this corporation shall be called by the Secretary upon the request of three directors or upon the request of seven or more members.

Section 3

Notice of any special meeting of the membership shall be given by the Secretary to each member at least seven days prior to such meeting. The notice signed by the Secretary shall set forth the purpose, place, and time of such meeting. Notice of a special meeting may be waived in writing by any member before or after such meeting. In addition, the presence of any member, either in person or by written proxy, at any meeting shall be held to be a waiver of the required notice.

By-Laws (p.7)

Section 4

The presence of 25% of the active membership of the corporation in person or by proxy shall constitute a quorum for the transaction of business at any meeting. If

- (1) a quorum is not present, or
- (2) the business shall not be completed,

those present in person may by a majority vote adjourn the meeting to another date without further notice. These deferments shall not extend past the next regularly scheduled Board meeting.

The meeting may be deferred until

- (1) a quorum shall attend, or
- (2) the deferred business shall be completed.

At any such adjourned meeting any business may be transacted which could be transacted at the meeting as originally called.

Section 5

Each active member shall be entitled to one vote in person or by proxy on any question properly coming before any meeting of the membership of the corporation. At all meetings of the membership all questions, except as otherwise provided, shall be decided by vote of a majority of the members entitled to vote thereon who shall be present at the meeting in person or by proxy and who shall vote thereon.

**ARTICLE IX
AMENDMENTS**

Section 1

Proposed amendments to these By-Laws after approval by the Board of Directors, shall be submitted to the next annual meeting of the corporation. A majority vote of the members present and voting shall be required for ratification.

Section 2

An amendment may be proposed without Board approval. Any proposed amendment having as many as ten member's signatures and submitted at least one month before the annual meeting to the Secretary must be presented by the Board of Directors to that meeting for action. A three-quarter vote of all the members shall ratify the adoption of said By-Laws.

**ARTICLE X
RULES OF ORDER**

In all cases not specifically provided for in these By-Laws, parliamentary procedures according to Robert's Rules of Order shall be invoked.