

## **Bylaws 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 purposes of the Craft Guild of Iowa City are to educate, support, and inspire community members interested in traditional handcrafts through individual or group instruction, coordination of state/regional educational workshops or conferences, and demonstrations or displays of handcrafts in the community.

### **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, who serve without compensation, on a volunteer basis. 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

Directors shall remain in compliance with the Craft Guild of Iowa City Conflict of Interest Policy. See Appendix A.

#### Section 3

Any Director of this corporation may be removed from office at any time by a majority vote of the Board of Directors for cause or failure to comply with the Conflict of Interest policy. 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 4

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.

#### Section 5

All member groups must be recognized by the Board of Directors. New member groups must apply to the

Board for recognition as either an active or an informal group. The Board 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 by the Board. 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 Bylaws, shall be decided by the vote of a majority of the directors entitled to vote thereon who shall be present at the meeting, in person, online, or by proxy.

### **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 by a majority vote of the Board of Directors for cause or failure to comply with the Conflict of Interest policy.

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 secretary 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 collect membership dues, deposit sums received by the corporation into the corporation accounts, make reports of the finances of the corporation to the Board of Directors, receive enrollment forms for membership and train the Assistant Treasurer, if such a position is created. 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.

## Section 7

Reports to the Iowa Secretary of State and the Internal Revenue Service are filed by either the Secretary or Treasurer in a timely manner.

## **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:

- 1) **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 on the membership roster 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.
- 2) **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**

Expenditures from group accounts are designated by those groups, with Board permission required for any amount over \$500, or for expenditures which would impact other groups within the Guild, i.e., those requiring more space, more utilities support, or modifications to the building.

### **Section 3**

The chairperson 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. The chairperson of each member group will be responsible for monitoring group compliance with bylaws, including the Conflict of Interest policy.

### **Section 4**

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:

- 1) 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.
- 2) 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.
- 3) 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.

## Section 2

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

## Section 3

Dues. The Board shall set the dues for each of the above classes of membership and publish in the handbook, which will be updated as needed. 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.

## Section 5

Any member of this corporation may be removed from membership at any time by a majority vote of the Board of Directors for cause or failure to comply with the Conflict of Interest policy.

# **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 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.

### 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 rescheduled adjourned meeting any business may be transacted which could have been 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 Bylaws 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 Bylaws.

## **ARTICLE X**

## **RULES OF ORDER**

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

## **ARTICLE XI DISTRIBUTION OF ASSETS UPON DISSOLUTION OF THE CORPORATION**

Upon dissolution, all remaining assets of this corporation shall be distributed, transferred, and conveyed, in trust or otherwise, to an educational or charitable organization as designated by majority vote of the Board of Directors.

## **Appendix A**

### **Conflict of Interest Policy for the Craft Guild of Iowa City**

#### **ARTICLE I PURPOSE**

The purpose of the Conflict of Interest policy is to protect the Craft Guild of Iowa City's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Guild or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **ARTICLE II DEFINITIONS**

##### **1) Interested Person**

Any director, officer, or member who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2) Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Guild has a transaction or arrangement.
- b) A compensation arrangement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Guild is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

### **ARTICLE III PROCEDURES**

#### **1) Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the member group or Board of Directors considering the proposed transaction or arrangement.

#### **2) Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she/they shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon by the remaining Board members, who shall decide if a conflict of interest exists.

#### **3) Procedures for Addressing the Conflict of Interest**

a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she/they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b) The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the Board shall determine whether the Guild can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Guild's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4) Violations of the Conflicts of Interest Policy**

a) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such

belief and afford the member an opportunity to explain the alleged failure to disclose.

b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV RECORDS OF PROCEEDINGS**

The minutes of the Board of Directors shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE VI ANNUAL DISCLOSURE STATEMENTS**

Each director or officer shall annually sign a disclosure statement which affirms such person:

- a) Has received a copy of the Conflict of Interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with policy, and
- d) Understands the Guild is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VII PERIODIC REVIEWS**

To ensure the Guild operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, Disclosure Statements will be submitted to the Guild secretary who will review, report results to the Board, and document in Board meeting minutes.

When conducting the periodic reviews, the Guild may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.