# The Embroiderers' Guild of America, Inc.

# Sun Region Bylaws: 2010

## ARTICLE I NAME; USE OF EGA'S TRADEMARKS

The name of this organization shall be (the) Sun Region of The Embroiderers' Guild of America, Inc. (EGA). While this region is recognized as a region of EGA, the region and its member chapters may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.," the stylized needle and thimble logo and design, and the letters "EGA," under standards approved by EGA. All use of such registered trademarks shall be discontinued upon the suspension, withdrawal of recognition, resignation, or dissolution of this region.

## ARTICLE II OBJECT

The purpose of this region shall be to foster the highest standards of excellence in the practice of the art of embroidery through an active program of education and study, and to preserve the heritage of the art of embroidery, to serve as a link between chapters and the national organization, and to aid in effective cooperation and communication among its member chapters.

## ARTICLE III MEMBERSHIP

Section 1. The Sun Region shall be composed of chapters within the geographic boundaries as defined by the EGA board of directors. Membership in a chapter confers membership in its respective region. Any person, regardless of race, gender, religion, national or ethnic origin, may become a member of an individual chapter upon application and payment of dues.

Section 2. Annual region dues shall be payable to the region treasurer by the chapter treasurers. Region dues are to be concurrent with the members' national and chapter dues.

Section 3. Those chapters whose dues are not paid current within the quarter of notification may, at the discretion of the executive committee, have voting or other privileges suspended until all dues are paid.

Section 4. Region dues for transfer and plural members shall be paid by the chapter to the Region treasurer, provided the member's national dues are current. Plural members of the region whose primary dues are collected outside the region shall pay region dues to the member chapter with which they plural. A plural member pays region dues only once annually to each region in which the member holds a plural membership.



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## ARTICLE IV OFFICERS

Section 1. The officers of this region shall be a region director, an assistant region director, a secretary, and a treasurer. Officers shall be members of a chapter within the region.

Section 2. Officers shall serve for a term of three years or until their successors are elected, and the term of office shall begin at the close of the annual meeting at which they are elected. (12/10)

Section 3. No member shall be eligible to serve more than one term consecutively in the same office, and no member shall hold more than one elected office at a time. The region director shall not hold any other elected office within EGA. No chapter president shall hold a region elected office. (12/10)

Section 4. If a vacancy occurs in the office of region director, the assistant region director shall automatically become region director; all other vacancies in office shall be filled by election by the executive committee from a slate submitted by the nominating committee. The region board shall ratify the action of the executive committee at the next region board meeting.

Section 5. Nominations and Elections:

a. A nominating committee of three (3) members and two (2) alternates shall be elected for a three-year term at the annual meeting; their term of office shall begin at the close of the meeting at which they are elected. Members of this committee shall be from different chapters and shall elect their own chairman. Only one (1) of the three (3) members of the current nominating committee shall be elected to serve another three (3) year term succession. The current chairman shall not serve another term as chairman. The nominating committee shall be in place at all times. (12/10)

b. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled, having obtained consent for nomination from each, and to publish a report at the second scheduled meeting of the year.

c. The election of officers shall be at the annual meeting. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees prior to the meeting and presented to the secretary. If there is more than one candidate for an office, the vote shall be taken by ballot.

## ARTICLE V MEETINGS AND NOTICE

Section 1. The region shall hold two (2) meetings per year unless otherwise ordered by the board of directors.

Section 2. The annual meeting shall be the last meeting of the year for the purpose of electing officers, receiving annual reports from the officers and standing committees, adopting a budget and transacting any other business that may arise.

Section 3. Special meetings may be called by the region director; by two (2) region officers; or by seven (7) members of the board of directors. A fourteen-day notice stating the business of the



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special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. The quorum for all region meetings shall be one third of all voting members of the board.

Section 5. Voting without a meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting provided that all members of the board or committee are notified in writing of the resolution and that two thirds of the members of the board or committee consent in writing to the adoption of the resolution authorizing the action. (In writing is defined as notice received via United States Postal Service, a facsimile transmission or an electronic message.) Any actions taken between sessions must be reported by the secretary at the next scheduled region or committee meeting.

## ARTICLE VI BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers (executive committee), the member chapter region representatives, and region-sponsored EGA national special events chairman(men).

Section 2. The region director shall appoint a parliamentarian, with the approval of the executive committee. The appointment shall be announced at the first region meeting after the election or as appropriate. The parliamentarian shall serve without a vote.

Section 3. Unless otherwise stated, the term for the appointed members of the board of directors shall be concurrent with the term of the region director who appointed them. The exception is the region's special events chairman.

## ARTICLE VII EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the elected officers of the region.

Section 2 The executive committee shall have general authority over the affairs of the region between meetings of the board of directors: fix the day, hour and place of meetings; make other recommendations to the region members; and perform other duties specified in these bylaws. Any action taken by the committee shall be reported at the next board meeting.

Section 3. The executive committee shall meet at least two times per year. Special meetings may be called by the region director or two members of the executive committee.

Section 4. The quorum for the executive committee shall be a majority of its members.



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## ARTICLE VIII COMMITTEES

Section 1. The standing committees of this region shall be: bylaws, education, finance, historian, marketing, membership coordinator, newsletter, nominating, outreach, seminar, ways and means, website, and youth.

Section 2. The region director shall appoint all standing committee chairmen, except the nominating committee. Committee appointments shall be approved by the executive committee. The region director shall announce said appointments at the first region meeting following the election or as appropriate.

Section 3. Special committees or additional standing committees shall be appointed by the region director as the region or the board of directors deems necessary.

Section 4. The region director shall be an ex officio member of all committees except the nominating committee.

## ARTICLE IX FISCAL POLICIES

Section 1. The fiscal year shall be from January 1 through December 31.

Section 2. The books and accounts of the region shall be kept in accordance with sound accounting practices. Region financial records shall be audited each year, either professionally or by an Audit Committee appointed by the region director. The treasurer shall furnish EGA with a report of the finances of the region by February 15 of each year.

Section 3. No one may profit from membership in an EGA region, however an EGA region may contract with individual members in their professional capacities. EGA prohibits the use of membership lists other than for EGA purposes.

Section 4. Annual Budget

a) The region shall prepare and present a budget to the membership for approval no later than the meeting prior to the effective date of the budget.

b) The board of directors and/or the executive committee shall not spend any non-budgeted funds in excess of $300.00 during the fiscal year. The region may approve an expenditure in excess of this amount provided:
   1) the membership is notified in writing at least thirty days prior to the meeting at which the vote is taken,
   2) the written notice shall include the amount and purpose of the expenditure, and
   3) the approval is by a two-thirds vote.

Section 5 Donations: Donations of monies by the region may be made to any organization which is in compliance with Section 501 ( c )(3) of the United States Internal Revenue Code and which the region, by a two-thirds vote, has designated as the recipient. Notice of such a proposed



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donation shall be submitted to the members in writing at least thirty days prior to the meeting at which such vote is taken.

Section 6. Dissolution: in the event of dissolution of the region, all its assets and funds remaining after payment or provision for payment of all debts and liabilities of the region shall be distributed to one or more organizations which have been in existence for a period of two years, which are in compliance with Section 501 ( c)(3) of the United States Internal Revenue Code, and which the region has designated as a recipient by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty days prior to the meeting at which such a vote is to be taken.

Section 7. Indemnification of Directors or Officers. See Attached Sheet.

## ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the region in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of The Embroiderers' Guild of America, Inc., any special rules of order the region may adopt, or any statutes applicable to this organization.

## ARTICLE XI AMENDMENT TO BYLAWS

Section 1. Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the region bylaws shall be incorporated automatically in the region bylaws and that the membership shall be informed of such changes at the next regular meeting.

Section 2. These bylaws may also be amended by a two-thirds vote at any regular meeting of the region provided the proposed amendment has been submitted in writing to the membership at least thirty days before the meeting and that the proposed amendment has received the approval of the Embroiderers' Guild of America, Inc. prior to the meeting..

Membership Approval:

10-21-2010 Jenna Mc Clooney
Date Region Director (Signature)

EGA Approval:

10-24-10 Nancy Windle
Date Chairman, Chapter/Region Bylaws Review Committee (Signature)

11-8-10 Julie Anderson
Date Director of Bylaws (Signature)



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**Indemnification**
The following Indemnification shall be included in Region Bylaws.

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**ARTICLE IX Section 7**

**Indemnification of Directors or Officers**

The Indemnification of Directors and Officers in Article X, National EGA Bylaws, specifies that EGA may indemnify the region director, director-elect, assistant director, secretary, treasurer, and any other elected officers of this region as described in Section 2.D., Article IV of the National EGA Bylaws.



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## From the Feb 2011 CTM

Bylaws ARTICLE IV OFFICERS

Section 1. No change

Section 2. Officers shall serve for a term of ~~two~~ three years or until their successors are elected, and the term of office shall begin at the close of the annual meeting at which they are elected in ~~odd-numbered years~~ (12/10)

Section 3. No member shall be eligible to serve more than ~~two~~ one term~~s~~ consecutively in the same office, and no member shall hold more than one elected office at a time. The region director shall not hold any other elected office within EGA. No chapter president shall hold a region elected office. (12/10)

Section 4. No change

Section 5. Nominations and Elections:

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## revising the original 2010 approved sections:

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b. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled, having obtained consent for nomination from each, and to publish a report at the second scheduled meeting of the year.

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