

# Contemporary Handweavers of Texas, Incorporated

## By-laws

Revised: April 2007

Revised: June 2011

Revised: June 2013

Revised: June 2017

### Article I – NAME

The name of the Corporation shall be Contemporary Handweavers of Texas, Incorporated [“CHT”].

### Article II – FISCAL YEAR

The fiscal year shall be July 1 through June 30.

### Article III – PURPOSE

This corporation shall be a non-profit, educational organization, and its purpose shall be to promote interest in handweaving and related crafts.

### Article IV – MEMBERSHIP AND DUES

**Section 1. Membership.** There shall be three kinds of members: regular, life, and honorary. A regular member is a member who is in good standing. A member is in good standing when he/she is not delinquent in the payment of dues. Application for regular membership shall be made to the Treasurer of the Corporation. The application shall be accompanied by the current annual dues.

A life member shall have been a regular member of CHT for at least five consecutive years. Life membership shall be awarded in recognition of excellence in handweaving and/or related crafts, and/or outstanding participation and service to CHT. The Special Member Selection Committee may, but is not required to, choose one life member every two years from nominations made by members. Nominations must be submitted to the Special Member Selection Committee in writing, together with a resume of the nominee’s accomplishments, at least three months prior to the next conference date. No nominations for life membership will be taken from the floor. A life member shall be permanently exempt from conference registration fees, exhibit fees, fashion show fees, and annual dues. Life members shall pay their own travel, lodging and meal expenses in connection with conference attendance, and shall pay for pre-conference workshops, tickets to special conference events, and extra tickets to regular conference events. A life member has full voting privileges.

An honorary membership may be bestowed on any person CHT wishes to recognize. The Special Member Selection Committee may choose an honorary member from nominations made by regular and life members. Nominations must be submitted to the Special Member Selection Committee, together with a written statement indicating specific reasons for singling out the nominee for special recognition, at least three months prior to the next conference date. An honorary member shall be exempt from conference registration fees, exhibit fees, fashion show fees, and annual dues for the biennium immediately following his/her selection. Honorary members shall pay their own travel, lodging and meal expenses in connection with conference attendance, and shall pay for pre-conference workshops, tickets to special conference events and extra tickets to regular conference events. An honorary member shall have no voting privileges unless he/she was a regular member prior to selection as an honorary member.

**Section 2. Dues.** The amount of dues will be determined by the Executive Committee and approved at the biennial meeting by a two-thirds vote of regular and life members present. Dues are payable by June 30. In the last newsletter of the fiscal year, the Editor shall notify the membership that dues must be paid by June 30. By August 15, the Editor shall remind delinquent members that they have not paid their dues.

**Section 3. Non-payment of dues.** Members whose dues are not paid by June 30 shall be considered delinquent. They will not receive any newsletters or other benefits of membership in CHT until such dues are paid.

## **ARTICLE V – BIENNIAL CONFERENCE**

**Section 1. The Conference.** CHT shall hold a conference during the spring of odd-numbered years for the purpose of holding a membership meeting and exhibiting the work of its membership.

**Section 2. The Meeting and Voting.** The purpose of the Meeting shall be to transact business and elect officers and directors. Voting shall be in person or, for members who are unable to attend the Conference, by such alternative means as the Board of Directors shall establish. Alternative means of voting, and the rules governing them, shall be published in the newsletter prior to the Biennial Meeting. The vote of a majority of the members either attending the Business Meeting or voting by alternative means shall be sufficient for all action taken at the meeting.

**Section 3. The Exhibition.** All members shall be eligible to submit works for the Exhibition, and all works submitted shall be accepted and displayed, subject to compliance with any rules established by the Executive Committee, and the payment of exhibit entry fees. The Executive Committee shall establish categories and rules for entries. Any changes to the categories or rules shall be made by the Executive Committee and published in the CHT Newsletter.

**Section 4. Conference Income and Expenses.** Conference expenses shall be paid from conference income. Conference expenses may also be paid from the CHT operating budget if funds are available over and above what is needed for CHT's operating expenses. Conference income shall consist of Conference registration, event, and exhibit fees, individual donations to the Conference, proceeds from any conference-related fund-raising activities specified in the Conference budget, and any surplus carried forward from previous years, as provided below. Any Conference income not used to pay Conference expenses (surplus) shall remain in the CHT Treasury, to be used as follows: the first \$2,000 of any surplus must be carried forward to the next Conference as part of Conference income, any additional surplus after the first \$2,000 net be applied to future Conference expenses, or to other expenses of CHT, in the Board's discretion.

## **ARTICLE VI – DIRECTORS AND OFFICERS**

**Section 1. Board of Directors.** There shall be a Board of Directors to determine policy for CHT. The Board of Directors shall consist of the immediate Past President, the current President, the Vice-president, the Secretary, the Treasurer, the Editor, the Conference Chair, Web Manager and two Members-at-Large.

**Section 2. Officers.** The Officers of CHT shall be the President, the Vice-president, the Secretary, the Treasurer, the Editor and the Conference Chair. The Officers shall represent at least three different geographic regions of Texas. These officers shall constitute the Executive Committee, which shall manage the affairs of the Corporation and the Biennial Conference.

**Section 3. Executive Committee.** The Officers of CHT shall constitute the Executive Committee. This committee shall manage the affairs of the Corporation during its term of office. The Executive Committee shall be responsible for approving the conference site and all necessary contracts with conference hotels and other facilities, approving the conference budget and any changes thereto, and exercising general oversight of conference planning. The Executive Committee shall also establish categories and rules for conference exhibit entries as provided in Article V, Section 3 of these By-laws. The Executive Committee shall end its term of office with a minimum balance in the General Fund of two thousand dollars (\$2,000.00), plus any membership dues attributable to the next biennium which have already been collected.

**Section 4. Qualification and Election.** The Officers and Directors shall have been regular or life members for at least one year prior to their election, with the exception of President, who shall have been a regular or life member for at least two years. In addition, the Conference Chair shall be a member in good standing of the guild hosting the next Biennial Conference. Officers and Directors shall be elected by the membership at the Biennial Meeting.

**Section 5. Term.** Officers and Directors shall serve a term of two years beginning July 1 after their election. With the exception of the Editor and Web Manager, no director or officer shall serve more than two consecutive terms in the same office. In the event of the inability of any officer or director to complete his/her term of office, the Executive Committee shall appoint a successor to complete the term of office.

**Section 6. Nominations.** Nominations of new officers and directors shall be made by the Nominating Committee and published in the Newsletter prior to the Conference. Nominations for directors and officers may also be made by any member of CHT, and sent to the Nominating Committee at least three months prior to the next conference date and published along with the list of officer-nominees in the Newsletter prior to the Conference.

**Section 7. Meetings.** The Board of Directors shall meet at least once annually, at the beginning of each fiscal year, in a location to be determined by the President. Additional meetings of the Board of Directors may be called by the President in his/her discretion. A quorum of the Board of Directors shall consist of at least three members of the Executive Committee and either the immediate Past-president or one Member-at-Large. The Executive Committee shall meet at such times and locations as the President shall deem necessary in his/her discretion. Executive Committee meetings may be held by any reasonable means, including telephone, electronic mail or fax. All Executive Committee members must be notified, and the vote of at least three members of the Executive Committee shall be required for any proposed action.

**Section 8. Reimbursement.** CHT shall reimburse members of the Board and Executive Committee for the actual cost of gasoline used to travel distances in excess of 50 miles in order to attend Board or Executive Committee meetings. Other reasonable and necessary travel expenses may be reimbursed if approved in advance by the Executive Committee.

## **ARTICLE VII – DUTIES OF OFFICERS**

**Section 1. President.** The President shall have general supervision of the affairs of the Corporation. The President shall be the Chair of both the Board of Directors and the Executive Committee, and shall preside at all meetings. He/she shall be an Ex-Officio Member of all committees. The President shall prepare the Agenda for the Business Meeting of the Biennial Conference.

**Section 2. Vice-President.** The Vice-President shall assist the President in the performance of his/her duties and shall act in his/her stead when required.

**Section 3. Secretary.** The Secretary shall keep a record of the transactions and the business of the Board of Directors and the Executive Committee. The Secretary shall be the official correspondent for the Corporation and shall fulfill any other duties required of him/her by the President. The Secretary shall take the Minutes of the Biennial Business Meeting at the Conference, and prepare them for publication in the first newsletter following the Conference. It shall be the responsibility of the Secretary to pass on the business records of the Corporation for the current term plus four previous terms to his/her successor. The Secretary shall keep a copy of all nominating documents of all proposed life-member nominees in the Archives of the Corporation for future reference.

**Section 4. Treasurer.** The Treasurer shall receive dues and have charge of the General Funds and Operating Budget of the Corporation. The Treasurer shall pay all bills and keep a record of the financial transactions of the Corporation. He/she shall make an interim fiscal report to the Biennial Meeting, a copy of which shall be published by the Editor in the next newsletter following the Conference. A financial report as of the end of the fiscal year shall be published in the first newsletter of the fiscal year.

The Treasurer shall also have charge of the Biennial Conference funds and budget, and shall pay all bills and keep records of all financial transactions related to the Conference. A conference financial report shall be submitted within 60 days of the end of the Conference, and shall be published in the Newsletter by the end of that calendar year.

The organization shall maintain a current mailing list and roster of members. The Treasurer and Web Manager shall update the mailing list and membership roster, as needed, and the Editor shall publish it with the first newsletter of each calendar year.

Within 90 days of the end of the Biennial Conference, all CHT financial records will be double-checked by a non-Board CHT Member of the Contemporary Handweavers of Texas, selected by the Executive Committee. A written report will be presented to the Executive Committee upon completion.

**Section 5. Editor.** The publications of the Corporation shall be the responsibility of the Editor who shall publish four (4) from July 1 to June 30. The newsletter shall contain the affairs of the Corporation, and may include other articles or items of interest to members. The Editor shall accept and publish advertisements at rates to be determined by the Executive Committee. The Editor shall keep a complete chronological file of the newsletters of CHT.

**Section 6. Conference Chair.** The Conference Chair shall be the Chair of the Conference Committee, and shall be responsible for supervising and directing all the activities and affairs of the Conference Committee.

**Section 7. Web Manager.** The Web Manager shall maintain the Organization's website, ensure information on the site is current, make necessary up-dates on a regular and timely basis, and communicate changes to the Membership.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Executive Committee.** The composition and duties of the Executive Committee are described in Article VI, Section 3 of these By-laws.

**Section 2. Conference Committee.** The Conference Committee shall be composed of the Conference Chair, the Treasurer and any other members appointed by the Conference Chair, as needed. The Conference Committee shall select the theme of the Conference and shall be responsible for setting the Conference Agenda, setting class and activity schedules, contacting with teachers, speakers and judges; securing awards, favors and prizes; and administering all other details of conference planning. The Conference Committee shall prepare a proposed conference budget, and submit it to the Executive Committee for approval. Any changes to the budget, or expenditures in excess of the budget, must receive advance approval from the Executive Committee.

**Section 3. Site-selection Committee.** The Site-selection Committee shall be composed of the Conference Chair and two additional members of the Conference Committee. The Site Selection Committee shall investigate possible conference hotels and other facilities, and make recommendations to the Executive Committee. The Conference Committee shall be responsible for securing all necessary contracts.

**Section 4. Nominating Committee.** The Nominating Committee shall be composed of the immediate Past-president, the Secretary, and three regular or life members appointed by the Immediate Past-president. The Nominating Committee shall be responsible for submitting a slate of officers and directors for election at the next Biennial Meeting. Nominations shall be published in the Newsletter prior to the election. Additional nominations may be made from the floor with the approval of the nominee.

**Section 5. Special Member Selection Committee.** The Special Member Selection Committee shall be composed of three members appointed by the President to serve a two-year term. This committee may choose one life member every two years in accordance with the provisions of Article IV, Section 1, Paragraph 3. The Special Member Selection Committee may choose an honorary member in accordance with the provisions of Article IV, Section 1, Paragraph 4.

**Section 7: By-laws Review Committee.** There shall be a By-laws Review Committee composed of two regular or life members appointed by the President to serve a two-year term. The Committee shall receive any proposed amendments to the By-laws, and shall ensure that they are in proper form and published in the newsletter prior to the Conference Business Meeting. If such amendments are approved by the membership, the Committee shall ensure that the By-laws are properly updated to reflect the amendments. Proposed amendments must be submitted to the By-laws Review Committee at least 90 days prior to the start of the Conference.

#### **ARTICLE IX – PARLIAMENTARY AUTHORITY**

Roberts' Rules of Order shall govern all meetings to which they are applicable and inconsistent with these By-laws.

#### **ARTICLE X – AMENDMENTS**

These By-laws may be amended at any biennial meeting by a two-thirds vote of members present, provided notice was given not less than one month before this meeting. Voting may be in person or by alternative means established by the Board of Directors, as set forth in Article VI, Section 4 of these By-laws.

#### **ARTICLE XI – DISSOLUTION OF ORGANIZATION**

In the event that CHT is dissolved for any reason and at any time, the current Officers of the Corporation shall, after paying all liabilities, dispose of all assets of Contemporary Handweavers of Texas, Incorporated, in such a manner that is consistent with the purposes of the Corporation.