

**THE LONE STAR CHAPTER OF  
AMERICAN NEEDLEPOINT GUILD, INC.  
BYLAWS**

**ARTICLE I -- Name**

The name of this organization shall be The Lone Star Chapter of the American Needlepoint Guild, Inc. (ANG).

**ARTICLE II -- Object**

**Section 1.** The object and purpose of this non-profit Chapter is exclusively for education and cultural development through participation in and encouragement of interest in the art of needlepoint as defined by ANG. This Chapter is intended to be a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

**Section 2.** The object of this Chapter shall be promoted through personal contact, communications, meetings and exhibitions of needlepoint.

**ARTICLE III -- Members**

**Section 1.** Any person who subscribes to the objectives of this Chapter may become a member, subject to compliance with the provisions of these bylaws. This Chapter is nondiscriminatory as to race, color, sex, religion or national origin.

**Section 2.** Members in good standing shall have all the obligations and privileges of membership including the rights to take part in debate, make motions, vote, and hold office.

**Section 3.** A member in good standing upholds the objectives of the organization and is current in payment of ANG National dues, Chapter dues and any other fees that may be due to either ANG or the Chapter. A member must have their National dues current in order to pay Lone Star Chapter dues and be a member of this Chapter.

**ARTICLE IV -- Finances**

**Section 1.** The fiscal year of this Chapter shall be from May 1 of each calendar year through April 30 of the following year.

**Section 2.** The Lone Star Executive Board, with approval of the membership shall set annual dues for Chapter membership, and the ANG Board of Directors shall set dues for ANG National membership.

**Section 3.** Chapter dues shall be collected by the Membership Chairman and are due annually by May 31st. Dues not paid by May 31st will be delinquent. An individual member who is delinquent in the payment of annual dues shall be dropped from the membership rolls.

**Section 4.** National ANG dues shall be paid directly to the National Guild membership office by the date listed on the dues notice. National dues must be paid before chapter membership is valid.

## **Section 5. Annual Budget**

- A. The Treasurer shall prepare the Annual Budget, with the help of the other elected officers and committee chairman, and present the budget to the Membership for approval, no later than the June meetings. In the incoming Treasurer's first term, the outgoing Treasurer will assist in preparing the Annual Budget.
- B. The Executive Board shall approve any non-budgeted item up to \$500.00 and for any budgeted item that exceeds the budgeted amount by \$50.00.
- C. Only the membership may authorize the expenditure of any non-budgeted funds in excess of \$500.00.
  - (1) The membership will be notified verbally or in writing at least thirty (30) days prior to the meetings at which the vote will be taken.
  - (2) The notice shall include the amount and purpose of the expenditure.
  - (3) The approval shall be by a majority vote of the total members present and voting at the Chapter meetings, day and night.

## **Section 6. Special Projects and Special Project Budgets**

When any Special Project is proposed, the Community Outreach Chairman, with the assistance of the Executive Board, shall present the project, an outline of how the project is to be accomplished, and a project budget to the membership for approval. The Special Projects Budget will be constrained by the same requirements as the Annual Budget.

# **ARTICLE V -- Officers and Elections**

## **Section 1. Officers**

- A. The elected officers of this Chapter shall be a President, First Vice President, First Vice President Elect, Second Vice President, Day Secretary, Night Secretary and Treasurer.
- B. Officers shall be elected by ballot annually at the April meetings for a term of one year, except for the Treasurer who shall be elected at the April meetings in odd numbered years for a term of two years.
- C. Write in candidates are permitted.
- D. A majority vote of those in attendance and voting at the April meetings shall constitute election to office.
- E. No member shall hold more than one elected office at a time.
- F. No member shall be eligible to serve a third consecutive term in the same office.
- G. Elected officers shall assume their official duties at the May meeting and shall serve for a term of one year or until the election of their successors. The Treasurer shall serve from the May meeting in the year of election for a term of two years or until the election of a successor.

- H. The First Vice President shall assume the responsibilities of the President in the absence of the President.

### **Section 2. Vacancies in office**

A vacancy in any elected office, other than the President and the First Vice President, shall be filled for the unexpired term by a majority vote of the Executive Board on a recommendation of the remaining elected officers.

### **Section 3. Method for Submitting Resignations**

An officer unable or unwilling to complete their term of office shall submit a signed letter of resignation to the Executive Board. The resignation will become effective on the date the Board accepts the resignation. The letter of resignation and date of its acceptance shall be recorded in the Board minutes.

### **Section 4. Nominations**

- A. A Nominating Committee shall be composed of five (5) members. The Executive Board, at the board meeting before the January general meeting, shall appoint two members from the Executive Board and three members will be elected by the membership at the January general meeting. The Nominating Committee shall serve for a term of one year.
- B. At the discretion of the Nominating Committee one or more eligible members may be nominated to serve in any one office.
- C. The Nominating Committee shall report the names of the nominees to the membership at least thirty (30) days prior to the date of election. The nominees for President and Treasurer shall have served one year on the Executive Board prior to nomination to these offices.
- D. At the April meetings, prior to the election, additional nominations from the floor shall be requested. Only those persons who have signified their consent to serve if elected may be nominated.
- E. A vacancy in the Nominating Committee shall be filled by the President with the approval of the Executive Board.

## **ARTICLE VI -- Duties of Officers**

### **Section 1. Elected Officers**

- A. All elected officers shall be voting members of the Executive Board. Newly elected officers should meet with their predecessors prior to May 1st and shall be prepared to assume their duties by the May meeting.
- B. The **PRESIDENT** shall:
  - (1) Preside at one Chapter meeting (day or night) and is responsible for the agenda used at both meetings.
  - (2) Coordinate the work of the officers and committees.

- (3) Appoint an auditing committee, not to include the Treasurer or the President, to review the Treasurer's books annually, and whenever there is a change of Treasurer. The committee shall submit its report at the next scheduled Chapter meeting for action by the membership.
- (4) Appoint all committee chairmen and be responsible for directing the business of the Chapter.
- (5) Be a signatory on the chapter's bank account(s).
- (6) Be an ex-officio member of all committees except the Audit Committee and Nominating Committee.
- (7) Call, make the agenda, and preside at meetings of the Executive Board.
- (8) Serve as the Chapter's Internet Representative to the National ANG, or shall appoint a member to fill this position.
- (9) Submit all required reports to the Area Representative, the Vice President of Membership, and ANG membership office when due.

C. The **FIRST VICE PRESIDENT** shall:

- (1) Be Chairman of the Programs Committee.
- (2) Be an aide to the President and assume the duties of the President in the absence of the President.
- (3) Fill the term of President should the President move or resign.
- (4) Obtain a meeting place for daytime Chapter meetings and arrange for the room setup.
- (5) Help the Community Outreach Chairman, each year in which a major project is not in progress, devise a project of needlework to be donated to a local charity.
- (6) Coordinate programs with the Education Chairman.

D. The **FIRST VICE PRESIDENT ELECT** shall:

- (1) Be Vice Chairman of the Programs Committee.
- (2) Act as an aide for the First Vice President and assume the duties of the Vice President in the absence of the Vice President.
- (3) Plan the programs for the next fiscal year.
- (4) Fill the term of Vice-President should the Vice-President move or resign.
- (5) Automatically advance to the First Vice President position the next fiscal year.

E. The **SECOND VICE PRESIDENT** shall:

- (1) Preside at one Chapter meeting (day or night) following the agenda established by the President.

- (2) Be responsible for coordinating the activities of the meeting she/he chairs.
- (3) Obtain a meeting place for nighttime Chapter meetings and arrange for the appropriate room setup.

F. The **DAY SECRETARY** shall:

- (1) Record the minutes of all day meetings of the Chapter and the Executive Board. Minutes shall be kept in binders for that purpose with one binder for the Chapter meetings and one for the Executive Board.
- (2) Hold the binders of minutes for both the Day Chapter meetings and the Night Chapter meetings, written during the Day Secretary's term of office and turn them over to the Education Chairman for permanent archival upon leaving office.
- (3) Read the minutes of the previous day Chapter meeting at Chapter day meetings and read minutes of the previous Executive Board meeting at Executive Board meetings.
- (4) Send communications as directed by the President, the Executive Board, or the Membership.
- (5) Provide a copy of the Chapter Bylaws and Standing Rules to each new member and to all members when changes to the Bylaws or Standing Rules have been approved by the Chapter.

G. The **NIGHT SECRETARY** shall:

- (1) Record the minutes of all night meetings of the Chapter.
- (2) Read the minutes of the previous night Chapter meeting at Chapter night meetings.
- (3) Provide the approved night Chapter meeting minutes to the Day Secretary for inclusion in the Minutes Binder.

H. The **TREASURER** shall:

- (1) Be the custodian of all Chapter funds.
- (2) Keep a full and accurate account of receipts and expenditures.
- (3) Provide a financial report at all Chapter meetings and Executive Board meetings.
- (4) Prepare the Annual Budget, with the help of the other elected officers and committee chairman, and present the budget to the Membership for approval, no later than the June general meetings. In the incoming Treasurer's first term, the outgoing Treasurer will assist in preparing the Annual Budget.
- (5) Submit all financial records to the Audit Committee annually.
- (6) Prepare an annual financial report that includes copies of the required IRS filings, a copy of the check register, a transaction report itemized by budget category, and a budget report comparing actual and approved budgets for the year. This report shall be presented annually to the executive board within 60 days following the close of the fiscal year.

In the case of a treasurer's final year in office, the outgoing treasurer will be responsible for the annual financial report and the required filings to the IRS for that year. The IRS filings should include the name and the address of the new treasurer. A change of address should also be filed with the Texas Comptroller of Public Accounts.

**Section 2.** All officers shall perform the duties prescribed by these bylaws, special or standing rules of order that have been adopted, or by the parliamentary authority adopted by the Chapter and any additional duties assigned from time to time by the President or the Executive Board.

## **ARTICLE VII -- Meetings**

**Section 1.** Regular meetings of the Chapter shall be held on the first Thursday of the month for the day meeting and the first Wednesday preceding the first Thursday of the month for the night meeting, except for the month of December, or unless ordered by the Chapter.

**Section 2.** Workshops, exhibits and other activities of the Chapter shall be scheduled at the discretion of the Executive Board.

**Section 3.** The regular meetings in April shall be known as the Annual meetings and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

**Section 4.** Special meetings of the Chapter may be called at the request of the Executive Board or at the request of fifteen members or 30% of the members, whichever is fewer, except in the case of emergency a minimum of one week notice will be given to all members along with the business to be transacted at the special meetings. Only the business given in the call of the meeting shall be conducted in the special meeting.

**Section 5.** Ten members in good standing shall constitute a quorum. Where there is a quorum a majority of those present shall determine matters brought before Chapter meetings.

## **ARTICLE VIII -- Executive Board**

**Section 1.** The Executive Board shall consist of the Elected Officers and Standing Committee Chairmen.

**Section 2.** The duties of the Executive Board shall be to:

- A. Conduct the business of the Chapter between meetings of the membership and to perform any business delegated to it by the membership.
- B. Propose changes in the membership dues to the membership.
- C. Promote adopted projects.

**Section 3.** The Executive Board shall meet at least quarterly. Special meetings of the Executive Board shall be held at the request of the President or at the request of three (3) of its members.

**Section 4.** A majority of the members of the Executive Board shall constitute a quorum.

## ARTICLE IX -- Standing and Special Committees

### Section 1. Standing Committees

- A. The Standing Committees of the Chapter shall be Communications, Community Outreach, Education, Historian, Membership, Parliamentarian, Past President, and StitchAway.
- B. The Standing Committee chairmen shall appoint a Vice Chairman for their committee. The Vice Chairman may attend the Executive Board meetings in the absence of the committee chairman and vote in the absence of the Committee Chairman.
- C. The duties of the Standing Committees shall be established in the Standing Rules of the Chapter.

**Section 2.** Special committees as may be needed to promote the objectives of the Chapter may be established by the President, the Executive Board or by the Membership.

**Section 3.** The President shall be an ex-officio member of all committees except the Nominating Committee and the Audit Committee.

## ARTICLE X -- Dissolution

Upon dissolution of the Chapter, after paying or adequately providing for the debts and obligations of the Chapter, the remaining assets shall be distributed to ANG, an organization exempt under Section 501(c)(3) of the Internal Revenue Code or as amended hereafter. None of the funds shall revert to any individual member.

## ARTICLE XI -- Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases in which they are not inconsistent with these bylaws or any special Rules of Order that have been or may be adopted.

## ARTICLE XII -- Amendments

**Section 1.** These bylaws may be amended at any regular membership meetings of the Chapter by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed amendment(s) have been submitted to the membership at least thirty (30) days in advance.

**Section 2.** No bylaws amendment affecting the object or purpose of ANG shall be permitted.

**Section 3.** Any bylaws amendment(s) adopted by ANG that necessitates amendment(s) to the Chapter bylaws shall automatically be incorporated in the Chapter bylaws and the membership informed of such change(s) at the next regular meetings.

Adopted by \_\_\_\_\_  
(Chapter Name)

on this date: \_\_\_\_\_

\_\_\_\_\_  
(location of chapter: city and State)

\_\_\_\_\_  
(Chapter President's name printed)

\_\_\_\_\_  
(Chapter President' signature) ANG Membership # \_\_\_\_\_

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\_\_\_\_\_  
Chapter President's address

\_\_\_\_\_  
City

\_\_\_\_\_  
State

\_\_\_\_\_  
Zip Code

(\_\_\_\_\_) \_\_\_\_\_  
Chapter President's phone number

\_\_\_\_\_  
Chapter President's email address

Approved by \_\_\_\_\_  
(National ANG Bylaws Chair)

Date : \_\_\_\_\_