

WEAVERS OF WESTERN MASS BYLAWS

Initial WWM Bylaws adopted May 18, 2016, amended October 26, 2016 and May 11, 2022

ARTICLE I: NAME & LOCATION

As set forth in the Articles of Organization, Article I.

1.1 Name. The name of the corporation shall be: Weavers of Western Mass, Inc. (hereinafter “Corporation” or “guild”).

1.2 Principal Location. The principal office of this Corporation shall be situated in the Commonwealth of Massachusetts at such specific location as the Executive Board shall determine.

ARTICLE II: PURPOSE

Section 1. Purpose.

As set forth in the Articles of Organization, Article II.

Said Corporation is organized and operated for the following general purposes:

2.1 Exclusively as an educational organization for the education of its members, expressly for studying, teaching, promoting, and disseminating the techniques and ideas of hand weaving within the meaning of a non-profit Corporation 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.2 To exercise such of the rights, powers, duties and authority of a non-profit Corporation organized under the Commonwealth of Massachusetts General Laws, Chapter 180 (M.G.L., Chapter 180), which are consistent with the preceding paragraph.

Section 2. Mission Statement.

2.2.1 Educate and promote weaving knowledge and experience.

2.2.2 Foster a broader appreciation of weaving by the public.

2.2.3 Foster an atmosphere of friendship and community amongst members.

2.2.4 Engage in any other lawful business activity which may be authorized by the Executive Board and permitted by the Commonwealth of Massachusetts.

ARTICLE III: MEMBERSHIP

Section 1. Qualifications and Classifications.

Membership in this guild shall be composed of individual members.

3.1.1 Yearly Dues. Every member shall pay yearly dues in such amount and in such manner as the Officers determine. Dues may be waived for an individual, approved by a majority vote of the Officers. Those who join after March will have their dues applied to the following year.

3.1.2 Delinquent Dues. A member who is delinquent in payment of dues by the November meeting shall immediately forfeit all the rights and privileges of membership, and be dropped from the membership list.

3.1.3 Membership Duration. The program year is from June 1 through May 31.

3.1.4 Membership List. A current membership list shall be maintained and made available to the entire membership as needed.

3.1.5 Voting. Each member shall have one vote on matters submitted to the membership for action or approval.

3.1.6 Individual Membership. Individual membership is required for full privileges, including participation in the study groups, workshops, library, activities, leadership service (as officers, directors, committee members, study group leaders, etc.), volunteering of time and talent for the general good, and voting.

3.1.7 Other Classifications of Membership. The Officers may approve other types of membership as needed.

3.1.7.1 Honorary Lifetime Membership. For those who have contributed in an extraordinary way to furthering the aims of the guild, are granted all the rights of membership at no cost. Recommendation for this membership must

be made to, and approved by, a majority vote of the Officers.

3.1.7.2 Complimentary Membership. Recommendation for this membership must be made to, and approved by, a majority vote of the Officers. Significant donations of weaving-related equipment/books/yarn could qualify a non-member for this designation.

3.1.8 Guests. As set forth in the Rules & Regulations, Article III, Section 2.

ARTICLE IV: OFFICERS

Section 1. Authority of the Officers.

4.1.1 The elected Officers shall have full power and authority to conduct, manage, and control the business and affairs of the guild between guild meetings subject to any limitations of the Articles of Organization, the M.G.L. Ch. 180, or these Bylaws.

4.1.2 The Officers shall be members of the Executive Board along with select Committee Chairs. As set forth in the Rules & Regulations, Article VII, Section 1.

Section 2. Voting Privileges.

4.2.1 The elected Officers of the guild shall be a President, a Vice-President, a Secretary, and a Treasurer. Each Officer position shall have one vote.

4.2.2 The immediate Past President continues as an Officer of the guild for a term of one year and has one vote.

Section 3. Qualifications.

To be eligible for elected office a person must be a member of the guild and at least 18 years of age.

Section 4. Term of Office.

The immediate Past President and the elected Officers shall assume office at the end of the annual meeting after the election, for a term of one year. There is no limit to how many consecutive terms officers may serve.

Section 5. Vacancy in Elected Office.

4.5.1 The Nominating Committee shall solicit the membership for any vacancies for Officers.

4.5.2 In the case of a vacancy before the end of a term in the office of President, the Vice-President shall serve as President for the remainder of the term or until the Nominating Committee presents a candidate to the Executive Board for appointment to the position of President.

Section 6. Duties of the Officers.

4.6.1 Establish Yearly Dues. Determine the yearly dues based on the budget for the ensuing year to be announced at the annual meeting.

4.6.2 Select Committee Chairs to Comprise Executive Board. Determine which committee chairs to be members of the Executive Board.

4.6.3 Annual Audit. Approve of the selection of a third party auditor.

4.6.4 Honorary Lifetime Membership. Approve lifetime honorary memberships by a majority vote.

Section 7. Removal from Elected Office.

Any Officer may be removed by the affirmative vote of two-thirds of the votes cast at a guild business meeting whenever the membership judges the best interests of the guild would be served thereby.

Section 8. Job Descriptions of the Officers.

4.8.1. Past President.

4.8.1.1 Provide continuity.

4.8.1.2 Act as a sounding board to the newly elected President or Vice-President.

4.8.1.3 Understand and present bylaw information to the Executive Board as needed.

4.8.1.4 Be a member of the Nominating Committee.

4.8.1.5 As set forth in the Rules & Regulations, Article IV, Section 4.8.1.

4.8.2. President.

4.8.2.1 Be chief executive officer and preside at all regular guild meetings.

4.8.2.2 Call all Executive Board meetings as needed.

4.8.2.3 Be an ex-officio member of all standing committees, except for the Nominating Committee.

4.8.2.4 Provide agendas for all guild business meetings and Executive Board meetings.

4.8.2.5 Facilitate in-depth discussion on any new business put before the Executive Board.

4.8.2.6 All pertinent electronic and paper records should be provided to the next guild President.

4.8.2.7 As set forth in the Rules & Regulations, Article IV, Section 4.8.2.

4.8.3. Vice-President.

4.8.3.1 Will preside at guild business meeting in the absence of the President.

4.8.3.2 Help facilitate in-depth discussion on any new business put before the Executive Board.

4.8.3.3 All pertinent electronic and paper records should be provided to the next guild Vice-President.

4.8.3.4 As set forth in the Rules & Regulations, Article IV, Section 4.8.3.

4.8.4. Secretary.

4.8.4.1 Maintain all pertinent electronic and paper copies of the guild's current legal documents. At year's end, append the current year's records to the guild's permanent records shelved in a locked cabinet. Provide these records to the next guild Secretary.

4.8.4.2 Record minutes of all monthly guild business meetings. Send guild business meeting minutes to the Newsletter Editor to send to the membership. The minutes will need to be "Approved" or "Approved with Corrections" at the next guild business meeting.

4.8.4.3 Record and send minutes of all Executive Board meetings to the Executive Board members.

4.8.4.4 Prepare an attendance sheet for all monthly guild meetings.

4.8.4.5 Maintain a record of all articles voted on by the guild.

4.8.4.6 Keep a copy of the current guild membership list and all newsletters with attachments on file.

4.8.4.7 Write guild correspondence as requested by the Executive Board.

4.8.4.8 As set forth in the Rules & Regulations, Article IV, Section 4.8.4.

4.8.5. Treasurer.

4.8.5.1 Maintain all pertinent electronic and paper copies of the guild's current year's financial transactions and documents. At year's end, append the current year's records to the guild's permanent records shelved in a locked cabinet. Provide these records to the next guild Treasurer.

4.8.5.2 Assist in preparing a proposed budget for the ensuing year for approval by the Executive Board.

4.8.5.3 Prepare a monthly financial report to send to the membership by the Newsletter Editor.

4.8.5.4 Prepare all financial records for the guild's annual audit to be performed at the close of the annual meeting. Deliver all records to the approved third party appointee.

4.8.5.5 Disburse funds for the guild's expenses subject to the approval of the Executive Board.

4.8.5.6 Deposit all funds of the guild in a local bank as directed by the Executive Board. The checking account will require two signatories each program year: the President or Vice-President and the Treasurer. Each will have the authority to receive and disburse the guild's funds and to sign documents requiring the signature of a principal Officer.

4.8.5.7 Complete and file electronically the yearly IRS Form 990-N. Print a copy for guild's permanent records.

4.8.5.8 The Treasurer will pay any bill or invoice presented to her/him with receipts. Any bill or invoice over a set

sum as set forth in the Rules & Regulations determined by the Executive Board which is not included in a budget or is deemed not an ordinary expense or not a necessary expense will need written approval by the Treasurer and President or Vice-President (*see last page for ordinary or necessary expense definitions).

4.8.5.9 As set forth in the Rules & Regulations, Article IV, Section 4.8.5.

ARTICLE V: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

5.1.1 Membership. The Nominating Committee shall consist of three persons, the Nominating Committee Chair, the current Past President and one other member at large. In the event of the Past President having already served a one-year term, another member at large will be selected. The President will solicit and secure the Chair and member(s) at large at the September guild meeting.

5.1.2 Duties.

5.1.2.1 Solicit and publish the proposed slate of Officer positions to the membership prior to the annual meeting where the vote will be taken.

5.1.2.2 Prepare the ballot for the membership to use when voting. Provide space for “Write-in” nominations on the ballot. In the case of absentee ballots, ballots can be mailed to the address indicated on the ballot, to be received prior to the annual meeting.

5.1.2.3 Preside over the vote as it is being taken and tallied at the annual meeting.

5.1.2.4 Publish results of the vote in the first guild newsletter of the ensuing year.

5.1.2.5 Find a replacement in the event of a vacancy at any point during the program year for an Officer position.

5.1.2.6 As set forth in the Rules & Regulations, Article V, Section 1.

Section 2. Election of Officer Positions.

5.2.1 Voting. Election shall be by a majority of the votes cast at the annual meeting and those votes received by mail or electronic transmission and tallied by the Nominating Committee prior to the annual meeting.

ARTICLE VI: MEETINGS

Section 1. Annual Meeting.

6.1.1 Annual Meeting Schedule. The annual meeting of the membership shall be held at the last guild meeting of the program year and will be designated as such by the Program Committee.

6.1.2 Business of the Annual Meeting. The annual meeting shall be for the purpose of electing and installing the Officers, receiving final committee reports, presentation of the programming for the ensuing year, and transacting other business appropriate to the membership.

Section 2. Quorum.

The presence of 25% of the membership at an annual or monthly guild meeting shall constitute a quorum.

Section 3. Voting.

Votes at the annual meeting or monthly guild meetings may be taken by voice, by a show of hands or by written ballot at the annual meeting, or by mailing ballots to the address indicated on the ballot, to be received prior to the annual meeting.

Section 4. Monthly Guild Meetings.

6.4.1 Monthly Guild Meeting Location. The Executive Board has the authority to change the location of any monthly guild meeting.

6.4.2 Guild Meeting Calendar. The Executive Board, with recommendations from the Program Committee, has the authority to set the calendar and change the date of any monthly guild meeting.

6.4.2.1 As set forth in the Rules & Regulations, Article VI, Section 4.

6.4.3 Guild Business Meeting. The guild business meeting shall be held for the purpose of reviewing and approving

the minutes of the previous guild meeting; discussion of committee reports; any old and new business to be brought before the membership for discussion or approval; and transacting other business as may properly come before it. Guild business meetings shall be held at least three times a program year.

Section 5. Guild Meeting Cancellations.

As set forth in the Rules & Regulations, Article VI, Section 4.

ARTICLE VII: EXECUTIVE BOARD

Section 1. Composition of the Executive Board.

Members of the Executive Board shall be the Officers of the guild and select Committee Chairs.

7.1.1 Officers. The Officers and Past President are members of the Executive Board, each shall have one vote.

7.1.2 Select Committee Chairs. The Committee Chairs who will comprise the Executive Board shall be chosen by the Officers from the current list of Committee Chairs. Each Committee Chair member shall have one vote.

7.1.2.1 As set forth in the Rules & Regulations, Article VII, Section 1.

Section 2. Power, Authority and Duties of the Executive Board.

7.2.1 Power and Authority. The Executive Board shall have full power and authority of the business and affairs of the guild between guild meetings.

7.2.2 Duties. The Executive Board shall conduct, manage and control the business and affairs of the guild, and to make such rules and regulations consistent with law, the Articles of Incorporation, and the Bylaws, as they may deem best.

7.2.2.1 Financial Oversight. Manage in such a manner as they may deem best, all funds of the guild and to disburse said funds in compliance with the provisions of the federal and state laws governing nonprofit corporations.

7.2.2.2 Budget and Fundraising Oversight. Schedule occasional fundraising through fiber and mission-related events. Work closely with the Program Chair, Workshop Leader and Auction Chair to ensure income and expenses are on track with the guild's projected budget.

7.2.2.3 Annual Budget. Develop a budget for the ensuing year to be presented at the September meeting.

7.2.2.4 Annual Audit. Approve the annual audit findings to be presented at the first guild business meeting of the ensuing year.

7.2.2.5 Change to Monthly Guild Meeting Date. Change any scheduled monthly guild meeting date for just cause, including but not limited to one or more of the following: that it falls on a religious, national, or Northampton Public School holiday, annual Hill Institute Exhibition, or cancellation.

7.2.2.6 Governance. Govern over all other old or new business that would come before the guild as they may deem best.

7.2.2.7 Guild Weaving Exhibit Commission. A commission will be collected from the sale of each hand woven item made by guild members sold at a guild exhibit. The Executive Board will calculate the percentage of the commission.

7.2.2.8 Vacancy in Elected Office. In the case of a vacancy in the office of President, the Vice-President shall serve as President for the remainder of the term or until the Nominating Committee presents a candidate to the Executive Board for appointment to the position of President.

7.2.2.9 Amendments to Bylaws. Consider and make recommendations on proposed Bylaw amendments or revisions offered by members. The full text of the proposed amendment or revision will be presented to the Executive Board for deliberation. Such amendments, along with written recommendations of the Executive Board, shall be sent to the membership prior to the meeting where the vote will be taken.

Section 3. Term of office.

The Executive Board will serve for one program year, June 1 through May 31.

Section 3. Meetings of the Executive Board.

A regular meeting of the Executive Board shall be held at least twice each program year on call of the President. Meetings may be in person, by electronic transmissions, or by other means.

Section 4. Quorum.

A majority of the Executive Board members, including at least three Officers, shall constitute a quorum.

Section 5. Vote Required.

Adoption of a motion shall require the affirmative vote of a majority of the members of the Executive Board present.

Section 6. Vacancy in the Executive Board.

7.6.1 Elected Officer. As set forth in these Bylaws, Article IV, Section 5.

7.6.2 Committee Chair. A vacancy in a Committee Chair position constituting the Executive Board will be filled by appointment by the President confirmed by the majority of the Executive Board. A Committee Chair appointed to fill a vacancy shall be appointed for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected, appointed, or installed.

Section 7. Removal from the Executive Board.

7.7.1 Elected Officer. As set forth in these Bylaws, Article IV, Section 7.

7.7.2 Committee Chair. Any Committee Chair member of the Executive Board may be removed by the affirmative vote of two-thirds of the Officers whenever in its judgment the best interests of the guild would be served thereby.

Section 8. Compensation.

No Executive Board member shall receive compensation for serving the guild in such capacity.

Section 9. Contracts, Deposits, and Assets.

7.9.1 Contracts. The Executive Board shall approve all contracts and authorizes the Program Chair to enter into contracts on behalf of the guild, and such authority is confined to specific instances.

7.9.2 Deposits. All funds of the guild shall be deposited to the credit of the guild in such banks or other depositories as the Treasurer may select with the approval of the Executive Board.

7.9.3 Assets. All income shall be deposited into the "General" fund. A member making a donation, exclusive of yearly dues, may specify a use subject to the approval of the Executive Board.

ARTICLE VIII: EDUCATION

Our mission statement to educate and promote weaving knowledge and experience is achieved through our monthly programming, workshops, study groups, and by having an extensive library.

Section 1. Monthly Programs.

The Program Committee will secure monthly programming. As set forth in the Rules & Regulations, Article IX, Section 2.

Section 2. Workshops.

Workshops will approved by the membership and offered to the membership first. If not filled by current members, non-members may attend the workshop by becoming a member and paying dues plus the registration fee. As set forth in the Rules & Regulations, Article IX, Section 2.

Section 3. Study Groups.

Members may form study groups. Any member may choose to chair a study group of their choice if there is interest. As set forth in the Rules & Regulations, Article IX, Section 2.

Section 4. Library.

The guild shall maintain a library of hand weaving and related materials for the benefit and use of the membership. As set forth in the Rules & Regulations, Article IX, Section 2.

Section 5. Weaving Exhibits.

The guild may organize an exhibit of hand woven items for the benefit of the public. As set forth in the Rules & Regulations, Article IX, Section 2.

ARTICLE IX: COMMITTEES

Section 1. Standing and Special Committees.

The Executive Board may establish such standing and special committees as it deems appropriate with such duties and responsibilities as it shall designate, as permitted under the M.G.L. Ch.180.

9.1.1 Standing Committees. As set forth in the Rules & Regulations, Article IX, Section 1.

9.1.2 Accountability.

9.1.2.1 The Executive Board may refer to the proper committee any matter affecting the guild or any operations needing study, recommendation or action.

9.1.2.2 All standing and special committee chairs are subordinate and responsible to the Executive Board and shall be responsible to the President between monthly guild meetings.

9.1.2.3 The standing and special committees shall send committee reports to the Newsletter Editor to be sent to the membership.

9.1.3 Ex-officio Members. The President shall be an ex-officio member of all standing and special committees except the Nominating Committee.

9.1.4 Term. The term for all standing and special committee members shall be one year or at the discretion of the Executive Board with the exception of the Program Chair who may serve a second consecutive year if re-elected with a maximum of two consecutive years in office.

Section 2. Standing Committees Duties.

As set forth in the Rules & Regulations, Article IX, Section 3.

ARTICLE X: ELECTRONIC MEETINGS

The Officers, Executive Board, standing and special committees are authorized to meet in person, by telephone conference, or through electronic communications media so long as all members may participate during the meeting.

ARTICLE XI: REGISTERED OFFICE, REGISTERED AGENT & FISCAL YEAR

As set forth in the Articles of Organization, Article XI.

Section 1. Registered Office and Registered Agent.

11.1.1 The principal office and physical address of the Corporation is c/o Hill Institute, 83 Pine Street, Florence, Massachusetts, 01062-1924.

11.1.2 The address of the initial registered agent is Elaine Palmer, 11 Dayton Lane, Amherst, MA 01002.

11.1.3 Either the registered office or the registered agent may be changed by the Executive Board in the manner permitted by law.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall be June 1 through May 31.

ARTICLE XII: INDEMNIFICATION

As set forth in the Articles of Organization, Article XII.

The Corporation shall indemnify to the fullest extent permitted by law any person who is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was an Officer, Executive Board member, member, or agent of the Corporation except that this provision for indemnification shall not apply in any one or more of the following circumstances:

12.1 Whenever the requests for indemnification pertain to or arise out of acts claimed, characterized, or fairly described as malfeasance or recklessness;

12.2 Whenever there is insurance coverage from any source which may be held or viewed as having primary

responsibility for the coverage of the subject expenses;

12.3 Any expenses submitted for indemnification which are viewed by a majority of the remaining unaffected members of the Executive Board as unreasonable, or disproportionate, or unnecessary.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the guild in all cases to which they are applicable and consistent with these Bylaws or any special rules of order the guild may adopt.

ARTICLE XIV: DISSOLUTION

As set forth in the Articles of Organization, Article XIV.

The Executive Board of this Corporation shall have the right on the vote of a majority of the Executive Board and with the approval of a majority of members present and voting at a meeting to dissolve the Corporation. Upon the dissolution of the Corporation, the Executive Board shall pay or make provision for the payment of all liabilities of the Corporation pursuant to M.G.L., Chapter 180. Members shall approve the disposal of all marketable assets of the Corporation to be sold at a fair market price. The proceeds of sale and what assets are not sold will be donated to a non-profit tax-exempt organization organized and operated for the promotion of hand weaving.

ARTICLE XV: AMENDMENT OF BYLAWS

Section 1. Correlation with Articles of Organization.

Article I, Article II, Article XI, Article XII, and Article XIV of the guild's Bylaws shall be identical to the corresponding articles of the Articles of Organization.

Section 2. Procedure for Amendments to the Bylaws.

The Executive Board of the guild shall consider and make recommendations on proposed Bylaw amendments or revisions offered by members. The full text of the proposed amendment or revision will be presented to the Executive Board for deliberation. Such amendments, along with written recommendations of the Executive Board, shall be sent to the membership prior to the meeting where the vote will be taken, approved by a two-thirds vote of members present. The new updated Bylaws will be published with the next newsletter.

Compiled by the Executive Board of the Weavers of Western Mass, Inc. (WWM) and approved by a majority vote of those guild members present at the WWM Annual Meeting, May 18, 2016. Amended by the Executive Board of the Weavers of Western Mass, Inc. (WWM) and approved by a majority vote of those guild members present at the WWM Guild Meeting, October 26, 2016. Amended by the Executive Board of the Weavers of Western Mass and approved unanimously by guild members voting by electronic means for adoption effective May 11, 2022.

Sharon Costello, Secretary, Amended May 11, 2022

*<https://www.irs.gov/uac/Form-2106,-Employee-Business-Expenses-1>

- An ordinary expense is one that is common and accepted in your field of trade, business, or profession.
- A necessary expense is one that is helpful and appropriate for your business. An expense does not have to be required to be considered necessary.