

**By-Laws of the Madison Weavers Guild  
Proposed changes for November 2024**

**Mission Statement**

The mission of the Madison Weavers Guild is to educate its members and the community in the art of hand weaving and promote interest, appreciation, and skill in weaving and related fiber arts.

**Article 1. Membership**

Section 1.1

Membership shall be open to all individuals interested in supporting weaving, who pay dues at established rates, and abide by standing rules established by the organization. Membership is not limited by age, race, color, creed, gender, national origin, religious affiliation or sexual orientation.

Section 1.2

From time to time, at the discretion of the members of the Madison Weavers Guild, honorary life-time membership may be granted to individuals in recognition of exemplary contributions to the organization. All rights and privileges of regular membership shall apply except for voting unless dues are paid.

Section 1.3

Each member in good standing, with dues paid for the year, shall be entitled to one vote in all matters before its members. Matters shall be determined by a majority of members present who are qualified to vote, unless otherwise specified by the By-Laws, Articles of Incorporation, or Wisconsin statutes.

Section 1.4

Monthly meetings shall be held from September through May, weather permitting. Election of board members shall take place at the Annual Meeting in April.

Section 1.5

Members shall have priority consideration for workshop enrollments. Membership is required for participation in any exhibition or sales event under the Guild's auspices.

**Article 2. Dues**

Proposed Section 2.1

Annual dues for members are for the period September 1 through August 31. Renewal dues not paid by Oct 1 will incur an additional \$15 late fee. Dues not paid by November 1 shall result in the member's name being removed from the Membership Roster and group email list.

Section 2.2

The schedule of dues shall be determined by the membership and may include discounted rates for students and new members. Dues paid in April or May by new members who started attending meetings in March or later shall extend through the following year.

**Article 3. Board of Directors**

Section 3.1

The Board of Directors shall have the powers, common to such boards, to carry out the purposes and policies of the Guild, within the limits of these By-Laws. It shall determine the hour and place of regular Guild meetings, oversee the year's programming, make recommendations to the Guild, and be subject to the orders of the Guild. The board has the fiduciary responsibility to ensure sound, ethical, and legal governance and financial management.

### Proposed Section 3.2

The Board of Directors shall consist of: President, Secretary, Treasurer, Membership Chair, Program Chair, Workshop Chair, Exhibit Chair, Sales Chair, Historian, Newsletter Editor, and Web-Site Manager. Positions may be combined as expedient, but there shall be a minimum of five (5) members. Co-chairs for any committee may be appointed by the current committee chair, with board approval, for the remainder of the term, after which they can stand for election as co-chairs. Co-chairs will be considered full members of the board and be subject to all pertinent by-laws. Each committee retains only one vote in board decisions, regardless of co-chair status.

### Section 3.3

The board shall present to the membership at the March meeting a slate of candidates for election to the board. The election shall take place at the Annual Meeting in April. The newly elected directors shall take office at the end of the May meeting and shall serve for one year or until their successors take office.

### Section 3.4

A member's seat on the board may be vacated prior to the expiration of term by resignation or removal. Resignations are to be written and shall be effective upon receipt by the President of the board. Removal of a board member shall require a majority vote of the Guild members. The board may fill a vacant position by appointing a replacement for the balance of the year.

### Section 3.5

The board shall meet at times and places determined by the board. Board members may meet electronically (including, but not limited to, telephone and email) and vote electronically at board meetings. Any action which may be taken at a meeting of the board members may be taken without a meeting provided the process in Section 3.6 is followed. All directors shall be given reasonable notice of each meeting's time, place, and any significant agenda items.

### Section 3.6

A quorum shall consist of a majority of the current board members, and decisions shall be made by a majority of the board members present. Decisions to spend \$300.00 or more for the total cost of a program or workshop shall require a majority vote of the current board members. Actions taken without a meeting shall require a two-thirds vote of current board members to: (1) agree in writing to consider the slated matter electronically, prior to doing so; and (2) vote in writing on the matter. Each board member shall have one (1) vote irrespective of the number of positions held. Substantive actions taken by the board shall be reported to the membership.

### Section 3.7

Standing committees include the Program Committee, the Workshop Committee, the Exhibit Committee, and the Sales Committee. The board may establish other committees as it deems necessary and useful to carry out the purposes of the Guild. Membership in the committees shall be organized by the chairs of those committees. There shall be no minimum number of members required for any committee.

### Section 3.8

Directors shall receive no compensation for serving on the board.

### Section 3.9

Chapter 181 of the Wisconsin Statutes relating to indemnification of directors and officers is incorporated into these By-laws by reference.

## **Article 4. Duties of Board Members**

### **Proposed 4.1 President**

The President shall be responsible for coordination of the activities of the board,

preside over meetings of the board and business portions of the meetings of the membership, and oversee the implementation of committee work. The President shall have the power to call special meetings of the organization and appoint non-elected chairs of committees.

#### Section 4.2 **Secretary**

The Secretary shall take minutes of all meetings of the organization, keep records of the meeting minutes, document meeting attendance, maintain correspondence, notify local media of Guild meetings and events, and provide information as needed to the Newsletter Editor and Web-site Manager in a timely manner.

#### Proposed Section 4.3 **Treasurer**

The Treasurer shall have charge of the Guild's funds, maintain accounts receivable and payable in a timely manner, and maintain an up-to-date record of the transactions and reconciliation with monthly bank statements. The Treasurer shall submit a year-to-date financial report to the membership at the Annual Meeting, provide monthly financial statements to the board and any other reports as requested. All funds of the Guild shall be spent for activities of the Guild, in keeping with its purposes. The Treasurer is authorized to make payments for programs and workshops approved by the board. Other expenditures, including reimbursements to members for out-of-pocket Guild expenses, in excess of \$100 shall require approval by the board.

The Treasurer shall inform the Membership Chair of payments received for memberships and shall inform the Workshop Chair of payment received for workshops. The Treasurer shall file State and Federal tax documents required under 501(c)(3) status and applicable federal and state income tax laws.

#### Proposed Section 4.4 **Membership Chair**

The Membership Chair shall encourage and facilitate membership in the Guild, welcome new members and visitors and provide them and prospective members with information about the Guild and make follow-up contact. The Chair will also maintain the membership roster and group email list and submit membership information to the board and website manager. Welcome packets for new members shall include a Membership Roster and copy of the By-Laws.

#### Section 4.5 **Program Chair**

The Program Chair shall head the committee that plans and organizes monthly programs for the Guild meetings. The Program and Workshop committees shall work together each year to ascertain member interest. The Program Chair shall keep the Newsletter Editor and Web-site Manager informed of the program calendar and any updates. The Program Chair shall perform the duties of the President during his or her absence or inability to act.

#### Section 4.6 **Workshop Chair**

The Workshop Chair shall head the committee that plans and organizes the workshops about weaving and other related fiber arts for the year. The Program and Workshop committees shall work together each year to ascertain member interest. The Workshop Chair shall submit a calendar of upcoming events and updates to the Newsletter Editor and Web-site Manager.

#### Section 4.7 **Exhibit Chair**

The Exhibit Chair shall head the committee that plans and organizes public exhibits of members' work and weaving demonstrations. The Exhibit Chair shall keep members informed of any invitations to exhibit or demonstrate weaving and shall coordinate member participation. The Exhibit Chair shall keep the Newsletter Editor and Web-site Manager informed of events.

#### Proposed 4.8 **Sales Chair**

The sales Chair shall head the committee that coordinates participation in sales events

such as the annual Art Fair on the Square, and Fine Arts and Crafts sales (FAC Sales) sponsored by the Guild. The sales committee has a treasurer and bank account and as a part of MWG, Inc uses the same EIN. The sales treasurer facilitates revenue and expenses of the Fine Arts and Crafts Sales and annual Art Fair on the Square and presents financial reports twice a year. The Sales committee has authorization to pay for services that are needed to administer the FAC Sales and finances. The Sales Chair shall announce upcoming events to the membership, the Newsletter Editor and Web-site manager.

**Section 4.9 Historian**

The Historian shall maintain official and unofficial documents, papers, samples, historical records of the organization and shall provide and disseminate said documents as appropriate.

**Section 4.10 Newsletter Editor**

The Newsletter Editor shall construct and edit a monthly digital newsletter including upcoming programs and events, general information, and membership news, during the months of September through May. The Newsletter Editor shall send out other information as requested by the board.

**Proposed Section 4.11 Web-site Manager**

The Web-site Manager shall maintain and update the Guild's web presence, providing information about the Guild for both members and others interested in the Guild. In the case of problems with the website, the web-site manager coordinates with the web-site host/administrator under contract to resolve the problems.

**Article 5. Amendments**

Madison Weavers Guild's By-Laws and Articles of Incorporation may be amended at any regular meeting of the organization by a two-thirds vote of the Guild members present, provided the proposed amendment has been submitted in writing at to each member not less than fourteen (14) days before the meeting. All Guild members shall be notified that an amendment is on the agenda.

These By-Laws were approved at a meeting of the Madison Weavers Guild, Inc. on

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Date

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Linda Farrelly, Secretary