ANG Chapter Model Bylaws Instructions

For new and existing Chapters
As amended 24 February 2022
American Needlepoint Guild, Inc.

Congratulations on either forming a new Chapter of the American Needlepoint Guild, or revising your existing bylaws. This document will help you write your bylaws or amend them if you are an existing chapter.

Let's look at why your chapter needs bylaws.

1. Your chapter is part of the larger ANG national organization. This means there are some sections that are required by the IRS.
2. Bylaws are a legal contract between an organization and its members.
3. Bylaws identify who may be a member, which officers are required, and how they are elected.
4. Your bylaws will have sections which you write specifically to meet the needs of your chapter.

What is the difference between *required language* and *standard language*?

You must include all *required language* in your chapters' bylaws. The ANG national board requires these sections, which are indicated in the Model **in bold type**.

Standard language is what you find in most chapter bylaws. Those sections may be changed or omitted after consulting the ANG National Bylaws Chairman. Examples are the sections on chapter officer duties. These sections are not bolded in the Model.

After you download the sample Model Chapter Bylaws, make some basic changes:

1. delete the words "Chapter Model Bylaws" on the first page, and
2. insert the name of your chapter on the top of the page. You must have received instructions about naming your chapter before you complete your bylaws.
3. delete the footer at the bottom of the pages.

Next, follow these instructions Article by Article and section by section, referring to the model bylaws.
Throughout the model these symbols: <__> indicate that a decision must be made. Substitute the chapter's choice in the <_____> symbol.

Articles I -- Name

Insert the name of your chapter in place of <name of chapter>.

Article II – Objectives

Sections 1 and 2 are required.

Sections 3 is recommended, but not required.

Section 4 requires a decision: Do you wish your chapter to have tax-exempt status? If so, you must file for 501(c)(3) status with the IRS, and thereafter follow its requirements for tax filings. If you choose not to do so, you may register with your State or Commonwealth as simply a non-profit entity, which does NOT confer tax-exempt status.

Article III -- Members

Sections 1 through 3 are required.

Article IV – Finances

Section 1 requires a decision. What will the fiscal year of your chapter be? The fiscal year is important, because the beginning of the fiscal year is often when the new officers take office, and the chapter's treasury books are audited.

An *EXAMPLE* of a fiscal year is: *from May 1 of each calendar year through April 30 of the succeeding year.*

Section 2 is required.

Section 3 requires a decision. When does the chapter want to collect chapter dues? Some chapters collect all their members' dues on the same date. For example, they may collect dues at the beginning for the chapter's fiscal year. If you would like to collect all dues on one date use *example 1* below. Some chapters collect dues on the anniversary date of when the member joined the chapter. If the chapter would like to use that option, use the language in *example 2* below.

Example One: *Chapter dues shall be paid to the Chapter Treasurer on or before first day of the fiscal year and shall be delinquent on that date.*

Advantages of collecting dues from all members on the same date: Record keeping may be easier. Dues notices will go out to the entire chapter at the same time. The newsletter can be used effectively to remind members that dues will be due in amount of time. The disadvantage is when new members join their dues may need to be prorated until the next fiscal year.

Example Two: *Chapter dues shall be paid to the Chapter Treasurer, on the before the members anniversary date of the joining the chapter and shall be delinquent on that anniversary date.*

The disadvantage is the treasurer or assigned officer or membership chairman/committee must keep track of all the member's anniversary dates

Section 4 is standard.
Section 5 is required**.**

Secction 6 is standard**.**

Article V – Officers, Nominations and Elections

Section 1 – Nominations

This section provides for a nominating committee and for the nomination procedures.

A. The nominating committee should be elected by the membership at one of the chapter meetings. The President should not be a member of the nominating committee. This section requires a decision. In which month does the chapter wish to elect the nominating committee? That month replaces the <month> meeting. The committee is going to need enough time to do its work. One suggestion is that the nominating committee be elected at the annual meeting which is when the officers are elected. This will give the committee a year (or more) to evaluate the needs of the chapter and observe who might be the future leaders of the chapter. If the chapter does not wish to elect the nominating committee so far in advance, insert a month that is at 3 - 4 months before the elections.

EXAMPLES:

1. *A Nominating Committee shall be composed of three members who shall be elected by the membership at the annual meeting and shall serve a term of one year.*
2. *A Nominating Committee shall be composed of three (3) members who shall be elected by the membership at the January meeting and shall serve until the annual meeting.*

B. Is required. Note that the slate must be presented no later than the meeting immediately prior to the meeting at which the elections will take place (i.e. the annual meeting). That month may be named in this section.

EXAMPLE: If the annual meeting is the meeting in April (and the chapter meets every month), this section could read: *"The Nominating Committee shall nominate one (1) eligible person for each office to be filled and shall report the names of the nominees to the membership no later than the March meeting."*

The newsletter may be used to announce the candidates, but the slate also has to announced at a meeting.

C. This section is required. It allows for additional nominations from the floor at

the <month>, before the balloting takes place. Fill in the: <month> with month of the annual meeting.

EXAMPLE: "At the April meeting, additional nominations from the floor shall be requested. Only those persons who have signified their consent to serve if elected may be nominated."

Note: if the person is at the meeting, a verbal consent is sufficient, if the member is not at the meeting, a letter signifying consent may be given to the nominating committee or to any member who will be attending the meeting. So many people have cell phones, a member may be called to accept a nomination, during the meeting

D. is standard**.**

Section 2 Elections

A. Here is a place you need to make some decisions. What will be the elected officer positions in your chapter? You will probably need a *President, Vice President, Secretary and Treasurer.* A vice president is usually needed to assume the duties of the president in the absence of the president. A secretary is required because minutes of both the board and membership meetings must be taken. Minutes are the legal and historical records of the chapter.

Not all chapters need the same officers. You may add more. Other officers the chapter may want to include are a second vice president, a president elect, or a corresponding secretary. There may be others. Remember your chapter membership will grow. By planning now for that growth, key officers will already be in place.

Both the vice president and secretary may have other duties. For *Example:* the vice president may also be the chairman of the membership committee or the program committee. In addition to taking the minutes of each meeting, the secretary may be responsible for all chapter correspondence and/or for making up a chapter roster book. As the chapter grows additional officers or standing committee chairmen may be needed to spread out the work load. More about duties of the officers is in Article VI.

B is required. It provides for the method of voting. A ballot vote which by definition means a secret vote protects the minority and also means the president may vote. The chapter may want to elect with a raise of hands, in which case the President does not vote, unless her vote can change the outcome (by making or breaking a tie) If there is only one candidate for an office, the election maybe by acclamation.

C. Is required.

This section is very important because it states the required vote to elect the officers. *"A majority vote of those in attendance and voting at the annual meeting shall constitute election to office."* Please note the required phrase is: "majority vote of those in attendance and voting". The requirement should NOT be a "majority vote of those in attendance". A member has the duty to vote but cannot be compelled to vote. If the requirement is majority of those in attendance, the abstention becomes a negative vote.

D. Is standard**.** Note: Two offices maybe combined into one, if stated in the bylaws. For example, a chapter may have a secretary/treasurer as one office.

E. This section provides for the number of terms a member may serve in an office.
Examples:

1. *No member shall be eligible to serve a third consecutive term in the same office"*. This means a member may serve two terms consecutively but may not run for another term in that office, until they have been out of that office for at least one term.
2. "*No member shall be eligible to serve more than two consecutive terms in the same office."* This means a member may serve in the same office for two terms which must be consecutively and never hold that office again.

If the chapter does not want to restrict the number of terms or would like to decrease or increase the number of terms, this is the place to do it.

F. This section provides for:
When the officers will assume their offices and the number of years in a term.
This calls for a decision to fill in the < month >, which is when the officers with start their term.
Examples:

1. *The elected officers shall assume their official duties at the end of the annual meeting and shall serve for a term of one year* ***or until the election of their successors."***
2. *The elected officers shall assume their duties on September 1 and shall serve for a term of one year* ***or until the election of their successors."***

The phrase; "or until the election of their successors", is required.

Some chapters elect officers every other year.

Example*: Elected officers shall assume their official duties on May 1 in the even numbered years and shall serve for a term of two years* ***or until the election of their***

successors.

Some chapters like to stagger the elections, so that some of the officers are elected in the odd numbered years and the others in the even numbered years

Example: *Officers shall assume office at the April meeting, the president and vice president shall be elected in the even numbered years for a term of two years* ***or until the election of their successors****. The secretary and treasurer shall be elected in the odd numbered years for a term of two years* ***or until the election of their successors.***

G. This section provides for another member to take the place of the president at a single meeting or multiple (maybe she is ill or out of town) or if the president resigns the office. The chapter has to decide how to fill in this blank: "< name of officer> shall assume the duties of the President in the absence of the President."

For most chapters it will be: *"The Vice President shall assume the duties of the President in the absence of the President"*. However, the blank may be filled with any other officer such as the 2Nd Vice President or the President Elect, etc.

Section 3 is standard

Section 4 is standard.

Additional comments about the election procedures.

- Proxy voting is prohibited.
- Voting by email is prohibited.
- An electronic voting site such as Survey Monkey, may be used as long as the votes remain secret and the members have the ability to write in a vote candidate. Electronic voting must be provided for in the bylaws.
- Write in votes shall be permitted, if voting by ballot.
- Balloting by (snail) mail is permitted but must be provided for in the bylaws. If your chapter wishes to vote by mail and you would like help writing those provisions, contact the Bylaws Chairman for help. The chapter may not accept ballots through the mail and also at the annual meeting, unless strict guidelines are in place. Chapters likely to use mail in ballots are those which have a large variation of attendance seasonally or are spread out geographically. Chapters with a day group and a night group often votes by mail ballot.
- Any questions should be addressed to the ANG Bylaw Chairman

Article VI – Duties of the Officers

Section 1 Elected Officers

A. This is required language.

B. **The President Shall:**

Items 1, 2, 3, 4, 5 and 7 are standard language among the chapters; you do not need to make any decisions or changes to this section

Item 5 (further explanation) This section provides for the president to be able to sign checks on the chapter's bank account(s). This section is meant to provide the chapter a way for the bills to be paid if the treasurer is unable to pay the bills, if for example she is on vacation. This section does not require that both the treasurer and the president sign each check.

Item 6 Ex officio means *"by virtue of office*". The president may be an ex officio member of any committee with the exception of the nominating committee and auditing committee. If the chapter would like the president to be a member of all the committees (except the nominating committee and auditing committee) leave this language in; if not, delete this section.

Additional comments about *ex officio*.
When the president is made ex officio member of all committees, it enables her to attend, make motions and vote during committee meetings, if she wishes to.
This gives the president the opportunity to be familiar with the committee's work and influence their actions. This applies only to the president of the chapter. The vice president does not have the authority to attend a committee meeting in the absence of the president.
However, the president is not obligated to attend committee meetings.
The quorum of a committee is a majority of the committee members. The president is not counted as a member of a committee for the purpose of calculating the number of the quorum nor is counted to satisfy the quorum.

Items 8and 9 are required language

Information about the Internet Representative Each chapter has its own email address which is an alias address of one member of the chapter, the Internet Representative.

The Internet Representative of the chapter volunteers their personal address to be the one to which the chapter alias points. The Representative will receive messages from the ANG Web site which may come from the general public or may come from members moving to their area and inquiring about chapter activities, meeting dates, programs, etc. The national ANG may send information to all chapters, via the Internet Representative. The Internet Representative must also agree to check their email often and receive messages from ANG officers and staff directed to the chapter and its individual officers. The Internet Rep agrees to forward those messages to the appropriate person promptly and to reply when asked. In most cases, the Internet Rep is the chapter president, but if the president does not have a computer, she appoints a member to be the Rep.

C. **The Vice President shall:**

Items 1 and 2 are required.

If the chapter would like to give the vice president additional duties other than those listed in Items 1 and 2, those duties should be listed here. However, if the chapter wants a different officer to assume the president's duties, remove this sentence and put it under the duties of the other officer. This might be necessary if there is more than one vice president or there is a president elect.

The chapter may want the vice president to be the chairman of a committee, such as the membership or program committee.

EXAMPLES: If the chapter would like the vice president to chair a committee: *Be the Chairman of the Program Committee or*
Be Chairman of the Social Committee.

Items 3 and 4 are standard language among the chapters, and no decisions or changes are required to this section.

Additional duties may be added as desired.

More information about the phrase "absence of the President". A president may be absence from a meeting now and then when she is ill or on vacation. A president may be gone seasonally (i.e. for multiple months) or may have to resign. Regardless the Vice President (or the other designated officer) assumes the duties of the president.

D. **The Secretary shall:**

Section 1 a and b. are required. This section gives the chapter options for how the meeting minutes will be retained.

2. is required. However, the minutes may be posted or sent electronically. The membership still has the responsibility to approve all minutes. Therefore any unapproved minutes must be clearly marked "draft". If the minutes are distributed in advance, it is the right of any one member to have the minutes read out loud at a chapter meeting.

3 is standard

4. is required; however, the duties listed here may be done by the secretary, a different officer of by a committee chairman (i.e. a membership chairman or a bylaws chairman). It does not matter who has the duty as long as somebody (listed in the bylaws) has the duty.

5. If the chapter would like to give the secretary additional duties add those duties here. *EXAMPLE: Annually prepare a roster book for each member, to include the names, addresses, phone numbers and email addresses of all members, and the list of officers and committee chairman.*

E. **The Treasurer shall:**

Items 1, 2, 3, 4 and 6 are required.

Item 5 is required but does not need to be a responsibility of the treasurer; it might be the responsibility of a vice president, a membership committee chairman or some other member. Regardless the duty must be included somewhere in the bylaws. If it is the responsibility of a vice president insert it under that officer's duties. If you want to give this responsibility to a committee chairman who is not an officer, add a section under standing committees indicating who will have the responsibility and the required language.

Sections 2 and 3 are required.

VII – Meetings

Section 1 is required**.** This section requires the chapter to decide when it is going to meet. Most chapters meet once a month or every other month. The meeting day of the month but not the exact date of each month, listed in the bylaws.

EXAMPLES:

1. *Regular meetings of the Chapter shall be held the first Tuesday evening of each month, unless otherwise ordered by the Chapter.*

2. *Regular meetings of the Chapter shall be held in the odd months on Saturday morning of each month, unless otherwise ordered by the Chapter.*

3. *Regular meetings of the Chapter shall be held the second Monday morning of each month, except in the months of July and August, unless otherwise ordered by the Chapter.*

4. *Regular meetings of the Chapter shall be held, once a quarter as determined by the membership at the annual meeting, unless otherwise ordered by the Chapter.*

Things to consider when setting the day of the meetings. Do most of your members work during the day and, therefore, are only available to meet in the evening or on weekends? Or do many of your members no longer drive at night, or for other reasons prefer to meet during the day?
Does the chapter want to meet 12 months of the year? If a chapter has a large number of members who vacation in the South, to escape the cold and snowy weather of the North, perhaps the chapter does not wish to meet in January and February.
The chapter should try to meet at least once a quarter.

Note: you do not put in the exact hour of the meeting such as 7:00 pm or 10:00 am. You do not want to have to amend the bylaws if the chapter decides to meet at 7:30 pm one month or 5:00 pm during Little League Softball season, or if on one month a special speaker is available only on a different day of the month. The term "*unless otherwise ordered by the Chapter.*" allows the chapter to vote to change the time of day or the day of the month the chapter, will meet if a special reason exists. The change is for that meeting only. Perhaps the regular meeting day falls on a national holiday, the chapter may want to meet the next week. However, it is wise not to routinely change either the day or time. The hour the chapter meets may be listed in the Chapters Standing Rules (more about Standing Rules later on). Also, the location of the meetings also does not go in the bylaws

Social/Stitch-in meeting are not provided for in the bylaws. As no business is conducted, any rules the chapter would like regarding social/stitch-ins, may be in the chapter's standing rules.

Section 2 is required. Fill in the blank: < month > with the month the chapter has

decided to hold its annual meeting. This section must be consistent in all Articles and Sections when the “annual meeting” is mentioned. Such as **Article V. Section 1 B**

Section 3 is standard and may be modified to suit your chapter’s needs.

Section 4 This section concerns the quorum required. The quorum is the minimum number of members who must be present at a meeting to legally conduct business. If the chapter consistently does not meet the quorum, the quorum is too high. It is difficult to lower the quorum in the bylaws because to do so, the chapter must vote to lower the quorum at a meeting at which a quorum is present.

Members may find they have an occasional commitment which will prevent them from attending a meeting. Another thing to consider is whether the number of members attending the meetings fluctuates seasonally. In volunteer organizations such as the Guild (members are not legally bound to show up at each meeting, such as some legislative bodies) the quorum should be low; no more than 30% is recommended. If the chapter consistently gets more than the quorum at the meetings, the quorum becomes a "non-issue".

Note: A quorum is not needed for a stitching only, or social gathering of the members.

Do not confuse the quorum required with a voting requirement. Once a quorum has been established (i.e. the minimum number of members or more are in attendance), business including voting on issues may be conducted.

Most matters (motions) before the chapter will require a majority vote (the definition of majority is "more than half".
EXAMPLES: The motion to approve the minutes requires a majority vote. The motion to "invite the local EGA chapter for a pot luck dinner", requires a majority vote".

Some matters require a 2/3 vote. *EXAMPLES:* The motion to *close debate* and take an immediate vote on the pending motion requires a 2/3 vote. To *change something previously decided* by the chapter takes a 2/3 vote. The following motion requires 2/3 vote: "*I move that the decision (motion) made at last month's meeting, to have a picnic at the home of the president, be changed to have the picnic at the Shady Tree Park".*

Occasionally, a matter which is very important may require that each member receive notice that the motion is going to be discussed and voted on at a particular meeting and it also requires a 2/3 vote (we call this 2/3 with notice). The best *EXAMPLE* of this is when amending the bylaws.

Article VIII – Board of Directors

Section 1 This section provides for the chapter's board of directors. Most chapters use the language that is in the model; however, changes may be made. For example, some chapters like to include the immediate past president on the board, to provide for some continuity. If this is the case the language in the model does not need to be changed. Some chapters do not require the immediate past president to serve on the board because she may have been on the board in other positions for many years and is ready for a break. In that case "immediate past president" is just deleted from the sentence. The standing committee chairmen need to be on the board because they will be proposing ideas and actions to the chapter. These ideas may be discussed and fine-tuned by the board before they are submitted to the membership.

Section 2 is required.

Section 3 This section provides for when the board will meet. The board should try meet at least once a quarter.

EXAMPLES:

1. *The Board of Directors shall meet each month before the regularly scheduled chapter meetings.*
2. *The Board of Directors shall meet on the fourth Monday evening of the odd numbered month.*
3. *The Board of Directors shall meet once each quarter on dates to be determined by the president.*

The second sentence of this section is standard.

Section 4 is standard but rarely needs to changed.

Article IX – Standing and Special Committees
All sections are required.

Section 1 A This section provides for the standing committees. Since the standing committees exist for the life of the chapter (or until the bylaws are amended to change them), the committees must be listed in the bylaws. *EXAMPLES: Membership, Program, Hospitality, Social, Historian, Librarian, Bylaws, Newsletter, Internet/Website, Community Outreach, etc.*
Not all chapters will need all of these committees; some chapters may have others that are not listed here. The chapter needs to choose which committees they think are necessary and list them in this section.

NOTE: some of the standing committee chairman may be officers. *For Example:* Review **Article VI – Duties of the Officers**: **Section 1**. Elected Officers; you may find that the vice president has been given the responsibility of program chairman. However, the fact, that an officer is the chairman, is <u>not</u> mentioned in this section. In this section (Article IX, Section 1 A, the committees are listed but no mention of who the chairman shall be is included)

The standing rules (sometimes called policies and procedures of the chapter) is a document which is subordinate to the bylaws. The duties of the standing committee may change over time. The standing rules are easier to change than the bylaws. To amend the "standing rules" a 2/3 vote is required at any regularly scheduled chapter meeting or a majority vote if notice of the purposed change(s) is given a month in advance.
EXAMPLES of things which might be included in the standing rules are: the time the chapter meetings will start, the details of each standing committees' responsibilities, policies about bringing guests (or children) to meetings, how reservations and payment of fees for a class taught by an outside teacher are to be handled.
Changes in the chapter's standing rules do not have to be approved by the ANG Bylaws Chairman. However, the ANG Bylaws Chairman is available to help with writing the standing rules.

Section 2. Is required.

Special (or ad hoc) committees are established to investigate or accomplish one specific task. Once that task has been completed the special committee is automatically dissolved. If the chapter is considering something but does not have enough information to make a decision, a committee may be formed to bring back more information at the next meeting (or other future date). Nothing wastes time more than a discussion, when the chapter does not have sufficient information to make a decision.
A motion to form a special committee should include who will be on the committee or the decision may be made by the president.
The motion may include instructions

EXAMPLE:

1. "I move a special committee of three members to be chosen by the president be formed to look into the cost of renting a bus to take Guild members to Seminar, and that they report back at the next meeting." Note the committee is only authorized to investigate and bring back information. The committee is not authorized to hire a bus. The committee will report to the membership that a bus will cost X number of dollars. The membership will then decide if they want to use treasury money to hire a bus, charge each member a fee for riding the bus, or the membership may decide that hiring a bus is not a good idea and vote to reject the idea.

Once a special committee has given its final report it is automatically dissolved.
Special committee chairman generally do not sit on the board.

Section 3 is required.

Article X – Dissolution

This section is required.

Article XI – Parliamentary Authority

This section is required.

What is a parliamentary authority (PA) and why do we need to have one? The parliamentary authority is a text of rules and procedures. The Guild's PA is the current edition of Robert's Rules of Order Newly Revised, the 12th edition (RONR 12th) which was published in the year 2020. It is impossible to include in a Chapter's bylaws provisions for every situation which might come up in the Chapter. When a situation arises, which is not covered in the Chapter's bylaws, or standing rules, it is said to be "silent" on the subject, so the chapter falls back to its PA. Much of what is included in the Chapters' model is from RONR 12th. By adopting RONR 12th as the Guild's parliamentary authority, the rules and procedures have uniformity among the chapters. Statute law requires nonprofit organizations to name a parliamentary authority.

The PA is subordinate to the chapter's bylaws and standing rules.

A book which may be helpful is *Robert's Rules of Order in Brief.* It was written by the same authorship team as RONR 12th edition. It can be found at Amazon.com and Barnes and Nobles.com.

Article XII – Amendments

All four sections are required.

The final page….can you believe it, you have written your chapter's bylaws!

The next step is to email (as an attachment) a copy of your bylaws to the ANG Bylaws Chairman. (bylaws@needlepoint.org) She will look them over and send them back with any comments. Once the electronic copy has been approved, the bylaws should be submitted to the membership for approval. After adoption by the membership, the chapter president will need to send a signed hard copy to the ANG Bylaws Chairman, who will sign the bylaws and make two copies. The original will be sent back to the chapter. One copy is sent to the Vice President of Membership and the ANG Bylaws Chairman keeps one copy for her records.

We need the chapter president's address because until now, most of the work has been done via email. The ANG Bylaws Chairman needs the President's address on file, so she can return the signed copy.

The last page requires the following:

Adopted by _____ on this date: _____
(chapter name)

_____
(location of chapter: city and State)

_____ _____
Chapter President's signature President's ANG membership #

_____
Chapter President's address

_____ _____ _____ _ _____
City State Zip Code plus four

Chapter President's email address _____

Approved by

_____ _____
(National ANG Bylaws Chairman) Date