Approved by National ANG February 2022

CHAPTER MODEL BYLAWS

<name of chapter> CHAPTER OF
AMERICAN NEEDLEPOINT GUILD, INC.
BYLAWS
As < Approved or Amended> on <Date>

ARTICLE I -- Name

The name of this organization shall be the <name of chapter> Chapter of American Needlepoint Guild, Inc. (ANG).

ARTICLE II -- Objectives

Section 1. The objectives and purpose of this Chapter shall be exclusively for education and cultural development through participation in and encouragement of interest in the art of needlepoint as defined by ANG.

Section 2. The objectives of this chapter shall be promoted through personal contact, communications, meetings and exhibitions of needlepoint.

Section 3. The objectives may also be promoted through study of needlepoint's history, uses and forms, and through the encouragement of individual creativity in adapting its forms to modern usage.

Section 4. Although the ANG National organization is a registered 501(c)(3) non-profit tax-exempt group, each Chapter is allowed to determine whether it files individually for official 501(c)(3) status. (Choose either a. or b. below and append it after the above sentence.)

a. **The <Chapter name> has chosen not to file for 501(c)(3) status, and thus will be considered solely as a non-profit group as defined by the <"State" or "Commonwealth"> of <name of State or Commonwealth.> OR**
b. **The <Chapter name> has chosen to file for this status, and thus is considered both a non-profit group as defined by the <"State" or "Commonwealth"> of <name of state or commonwealth,> and a tax-exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code, as amended.**

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 non-discriminatory as to race, color, ethnicity, gender, sexual orientation, marital status, socio-economic status, age, physical abilities, religious beliefs, political beliefs, or other ideologies.

Section 2. A member in good standing upholds the objectives of the organization and is current in payment of ANG dues, Chapter dues and any other fees which may be due to either ANG or the Chapter.

Section 3. 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 4: Only members in good standing shall be entitled to participate in ANG and /or Chapter sponsored educational opportunities, unless advertised as open to the general public.

Section 5: Members who are delinquent in the payment of annual dues by the date stated in Article IV, Section <number> of these Bylaws shall be dropped from the membership roster.

ARTICLE IV -- Finances

Section 1. The fiscal year of this Chapter shall be from <month and day> to <month and day> .

Section 2. Annual dues for Chapter membership shall be set by the Chapter Board of Directors with approval of the membership. National dues for ANG membership shall be set by the ANG Board of Directors.

Section 3. Chapter dues shall be paid to the Chapter Treasurer on or before <date>, and shall be delinquent on <date>.

Section 4. Any member choosing to terminate Chapter membership will forfeit Chapter dues paid for that fiscal year.

Section 5. National ANG dues shall be paid directly to the National ANG headquarters by January 1 and shall be considered delinquent on February 1. National dues must be paid before chapter membership is valid; failure to pay national ANG dues shall invalidate Chapter membership.

Section 6. All funds received by the Chapter by way of income, gifts, or other means shall be deposited in suitable Chapter accounts and disbursed as directed in the Chapter's annual budget.

ARTICLE V –Nominations, Elections and Officers

Section 1. Nominations

A. A Nominating Committee shall be composed of three (3) members who shall be elected by the membership at the <month> meeting, and shall serve for a term of one year.

B. **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 meeting immediately prior to the annual meeting.**

C. **At the annual meeting, additional nominations from the floor shall be requested. Only those persons who have signified their consent to serve if elected may be nominated**.

D. A vacancy in the Nominating Committee shall be filled by the President with the approval of the Board of Directors of the Chapter.

Section 2. Elections and Officers

A. The elected officers of the Chapter shall be a <_____>, <_____>, <_____>, <_____> …

B. **Officers shall be elected by ballot or a show of hands at the annual meeting. Write-ins are permitted. If there is only one candidate for an office, the election may be by acclamation.**

C. **A majority of the votes cast by those present and voting shall constitute election to office.**

D. No member shall hold more than one office at a time.

E. No member shall be eligible to serve more than < number of terms > consecutive terms in the same office.

F. Elected officers shall assume their official duties on < *date or meeting* > and shall serve for a term of < *years* >or until the election of their successors.

G. The < *officer* > shall assume the responsibilities of the President in the absence of the President.

Section 3. Vacancies in office

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

B. A vacancy in the office of the President shall be filled by the <Vice President, or other designated officer> for the unexpired term or until such time as a new candidate can be identified, and an election held. A special election may be called if the standard election cycle is deemed too distant.

Section 4. Method for submitting resignations

Any officer who is unable or unwilling to complete the term of office, shall submit a signed letter of resignation to the Board of Directors. 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 of Director's minutes.

ARTICLE VI -- Duties of Officers

Section 1. Elected Officers

A. All elected officers shall be voting members of the Board of Directors.

B. The President shall:

(1) Preside at all meetings of the Chapter.

(2) **Coordinate the work of the officers and committees**.

(3) **Appoint an auditing committee, not to include the Treasurer, 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 committee chairmen, as needed, with the approval of the Board of Directors.

(5) Be a cosigner on the chapter's bank account(s).

(6) Be an ex-officio member of all committees except the Nominating and

Audit Committees.

(7) Call meetings of the Board of Directors.

(8) Serve as the Chapter's Internet Representative to the National ANG, or 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 Vice President shall:

(1) A**ssume the duties of the President in the absence of the President.**

(**2) Shall fill the unexpired term of the President should the President resign or become incapable of fulfilling the duties of that office.**

(3) Be Chairman of the <Committee>.

(4) Be an aide to the President.

D. The Secretary shall:

(1) Prepare the minutes of all meetings of the Chapter Membership and Board of Directors.

a. Minutes shall be retained for the life of the Chapter, and may be saved on paper or electronically or both.

b. Upon election of a new secretary, turn over all previous minutes to the new secretary at the beginning of the new secretary's term of office.

(2**) Present the minutes of the previous Chapter meeting for approval at the subsequent Chapter meeting, and present the minutes of the previous Board of Directors meeting for approval at the subsequent Board of Directors meeting**.

(3) Send communications as directed by the President, the Board of Directors, or the Membership.

(4) 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.

E. The Treasurer shall:

(1) Be the custodian of all chapter funds.

(2) Keep a full and accurate account of receipts and expenditures.

(3) Present a financial report at every Chapter meeting and Board of Directors meeting.

(4) Prepare an annual budget, with the help of the other elected officers,

And present the budget to the Membership for approval no later than the < month > meeting.

(5) Provide a dues reminder to members at least 30 days before their Chapter dues are due.

(6) Submit all financial records to the auditing committee annually.

Section 2. All officers shall perform the duties prescribed by these bylaws, special or standing rules of order which 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 Board of Directors.

Section 3. An elected officer may be removed from office for neglect of duty in office, abuse of their authority, or other misconduct by a 2/3 vote of the members present and voting at a regular membership meeting, or at a

special session called for this purpose at which there is a quorum.

ARTICLE VII -- Meetings

Section 1. Regular meetings of the Chapter shall be held < *frequency* > unless otherwise ordered by the Chapter.

Section 2. The regular meeting in <*month*> shall be known as the Annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

Section 3. A special meeting of the Chapter may be called at the request of the Board of Directors or at the request of five members or 30% of the members, whichever is fewer. Except in the case of emergency, a minimum of <number of days> advance notice will be given to all members along with the business to be transacted at the special meeting.

Section 4. < *Number or percentage* > members in good standing shall constitute a quorum. Once a quorum has been established, membership votes may be held on topics presented to the membership at least <days> in advance of the meeting. Unless otherwise stipulated in the Chapter Bylaws or Standing Rules, acceptance or rejection of those issues shall be determined by a majority vote of those present and voting.

ARTICLE VIII -- Board of Directors

Section 1. The Board of Directors shall consist of the Elected Officers, <the Immediate Past President>, and Standing Committee Chairs.

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

A. Conduct the business of the Chapter between meetings of the membership.

B. Propose changes in the membership dues to the membership, as needed.

C. Promote adopted projects.

Section 3. The Board of Directors shall meet < *frequency* >. Special meetings of the Board of Directors 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 voting members of the Board of Directors shall constitute a quorum.

ARTICLE IX -- Standing and Special Committees

Section 1. Standing Committees

A. The Standing Committees of the Chapter shall be <list standing committees in alphabetical order>

B. 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 Board of Directors, or by the Membership.

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

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 which have been or may be adopted.

ARTICLE XII – Amendments

Section 1. Proposed amendments to these bylaws must be submitted for review and approval by the ANG National Bylaws Chair prior to presentation to the Chapter membership for their approval.

Section 2. Chapter bylaws may be amended at any regular membership meeting 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 3. No bylaws amendment affecting the objective or purpose of ANG shall be permitted.

Section 4. 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 meeting.

Adopted by_____ on this date:_____

(Chapter Name)

_____

(location of chapter: city and State)

_____

(Chapter President's name printed)

_____ _____

(Chapter President' signature) ANG Membership #

_____

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 :_____