

BYLAWS

ARTICLE I- NAME

The name of this organization, a support group of Stan Hywet Hall & Gardens, Inc., hereinafter referred to as Stan Hywet, and Stan Hywet Hall & Gardens Foundation, hereinafter referred to as the Foundation, shall be the Stan Hywet Needlework Guild, hereinafter referred to as the Guild.

ARTICLE II- PURPOSE

The purpose of the Guild shall be:

- a. to educate the members in various facets of stitchery techniques;
- b. to sponsor a needlework show for the benefit of Stan Hywet by contributing leadership and volunteer service;
- c. to stimulate interest in and support of textile restoration or reproduction projects for Stan Hywet, all of which shall be done in conjunction with Stan Hywet;
- d. to promote fellowship among needleworkers.

ARTICLE III- MEMBERSHIP

Section 1. All members who are younger than 80 years of age shall also be members of Stan Hywet Hall & Gardens. Those 80 years or older shall be considered Heritage members of the Stan Hywet Needlework Guild and will be encouraged, but not required, to maintain their membership in Stan Hywet Hall & Gardens as part of their Guild requirements.

Section 2. All **active** members shall:

- a. pay membership dues;
 - b. attend no fewer than two regular meetings including class participation for the day;
 - c. participate in no fewer than two guild activities, one of which must involve Stitchery Showcase or a Guild sanctioned special event/Ohio Mart activity; both of which may involve Stitchery Showcase or a Guild sanctioned special event/Ohio Mart activity;
 - d. submit a written report of fulfilled requirements with dues payment to the membership chairman by November 30 of each year;
- 5) be awarded the Tudor Rose pin in recognition of a minimum of 10 years membership (including the required 10 years of membership service).

Section 3. An **associate** member is one who has completed a minimum of two years as an active member and shall have submitted to the membership chairman a written request for a transfer to associate membership and:

- a. shall pay the required active membership dues plus \$10;
- b. may attend regular meetings and workshops on a space available basis;
- c. shall have neither voice nor vote;
- d. shall neither hold office nor serve as chairman of any Guild committee;

- e. are encouraged to participate in Guild activities, Stitchery Showcase and Guild sanctioned special events/Ohio Mart;
- f. may apply to the membership chairman, in writing, to become an active member and then shall be included in the next year's membership should space be available.

Section 4. All memberships shall be forfeited if dues are not paid by November 30 of any given year or if membership requirements are not met during the Guild's membership year. In the latter case, a letter of waiver of requirements from the member may be considered by the Membership Chair and the President if presented before November 30 (renewal date).

Section 5. Total membership for active and sustaining members shall be limited to 225.

ARTICLE IV- DUES AND FINANCES

Section 1. Annual dues shall be as follows: Active members, \$15; associate members \$25. Five percent (5%) of the total dues amount collected will be designated as our Memorial Fund from which monies will be taken to give to SHHG in honor of any SHNG members who die during the fiscal year. At the end of each fiscal year, any remaining funds in the Memorial Fund will be transferred to the SHHG Foundation Endowment Fund.

Section 2. Programs and meetings shall be self-supporting unless subsidizing funds are authorized by the Board of Directors or the membership.

Section 3. All moneys shall be deposited with the Foundation and all bills will be paid by the Foundation at the direction of the Guild treasurer.

Section 4. The fiscal year shall be from January 1 through December 31.

ARTICLE V- OFFICERS

Section 1. Officers

The officers shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. Term of office

- a. Elected officers shall assume their duties January 1 and shall serve for a term of one year and/or until their successors are elected, except that the term of the treasurer shall be for a term of two years.
- b. Elected officers may serve one consecutive term in the same office.
- c. No member shall hold more than one office at a time.

Section 3. Vacancies

- a. A vacancy in any office, except that of president, shall be filled by a majority vote of the Board of Directors provided that a quorum is present.
- b. In the event of a vacancy in the office of president, the vice-president shall succeed to the office of president.
- c. A person elected to fill more than half of an unexpired term shall be considered to have served a full term.

Section 4. Duties of officers

a. The president shall:

- 1) preside at all meetings of the Guild, the Board of Directors and the Executive Committee;
- 2) appoint Stitchery Showcase chair(s), a parliamentary advisor, a historian, and a newsletter editor;
- 3) appoint all committees except the Nominating Committee;
- 4) perform the duties as prescribed by these bylaws and by the parliamentary authority adopted by the Guild.

b. The vice-president shall:

- 1) preside in the absence or inability of the president to serve;
- 2) succeed to the office of president for the unexpired term in the event of a vacancy in that office;
- 3) serve as Needlework Guild liaison to the Friends of Stan Hywet Committee;
- 4) facilitate the mentoring of new members;
- 5) fulfill other duties as may be assigned by the president or Board of Directors.

c. The secretary shall:

- 1) be custodian of all records and keep archives files current;
- 2) record minutes of all meetings of the membership and of the Board of Directors;
- 3) provide a copy of the minutes to the board, committee members and Volunteer Program Manager of Stan Hywet;
- 4) conduct all general correspondence as directed by the president;
- 5) fulfill such other duties as may be assigned by the president or Board of Directors.

d. The treasurer shall:

- 1) be custodian of all funds and shall deposit same with the Foundation;
- 2) keep a record of all money received and disbursed;
- 3) authorize payment of all bills by the Foundation;
- 4) present a yearly financial summary of January 1 to December 31, to be published upon completion of the annual audit of the Foundation;
- 5) serve as chairman of the Finance Committee;
- 6) receive and reconcile monthly financial statements from the Foundation;
- 7) fulfill such other duties as may be assigned by the president or Board of Directors.

ARTICLE VI- NOMINATIONS AND ELECTIONS

Section 1. Nominations

At the board meeting in September the Board shall elect two members of its own body to serve on the Nominating Committee. At the annual meeting in November three members shall be elected from the general membership. Nominations presented from the floor must have had the consent of the nominees before the November meeting. The three nominees receiving the highest number

of votes shall serve on the committee. The committee shall elect its own chair. The term shall be one year and members may not serve a consecutive term.

Section 2. Elections

- a. The slate shall be announced in the June/July newsletter. Nominations from the floor shall be in order provided that a signed consent to serve if elected shall be submitted to the Nominating Committee chair no fewer than seven days prior to the September meeting when the election shall take place.
- b. The election of officers shall be by ballot except that, when there is only one candidate for each office, elections shall be by voice.
- c. A majority vote of the members present and voting shall elect.

ARTICLE VII- MEETINGS

Section 1. Regular meetings shall be held on the second Tuesday of the month in April, May, June, August, September and November.

Section 2. Meetings shall be open to members only, except when permission to attend has been granted by the Executive Committee. If a non-member is granted permission to attend the meeting AND take the workshop, the non-member will be assessed a teaching fee for the workshop equal to the amount of the current Stan Hywet Needlework Guild dues plus the amount of a single membership at Stan Hywet Hall & Gardens. If the non-member is a current member of Stan Hywet Hall & Gardens, the Stan Hywet membership portion of the teaching fee will be waived. If the membership role does not exceed its limit and the non-member chooses to become a member of both the Needlework Guild and Stan Hywet Hall & Gardens, the teaching fee will be applied to the membership fees. The attendee will be responsible for any kit fees charged.

Section 3. Special meetings may be called by the president and shall be called at the written request of a majority of the board. A call for a special meeting must state the business to be transacted, and no other business shall be introduced except that for which the special meeting was called.

Section 4. Members shall be notified of regular or special meetings no fewer than ten days before the date set for each meeting.

Section 5. Twenty-five percent (25%) of active members shall constitute a quorum.

Section 6. The regular meeting in November shall be known as the annual meeting.

ARTICLE VIII- BOARD OF DIRECTORS

Section 1. The members of the board shall be elected officers, the chairs of the standing and special committees, Parliamentary Advisor, Newsletter Editor, Stitchery Showcase Chair(s), and the Chair of the Nominating Committee.

Section 2. The board shall have general supervision of the affairs of the Guild.

Section 3. The board shall meet on a consistent Tuesday of the month set annually by the President, no fewer than three times a year.

Section 4. Special meetings may be called by the president and shall be called at the written request of a majority of the board. The purpose of the meeting shall be stated in the call. Except in cases of emergency, no fewer than three days notice shall be given.

Section 5. If a committee chair cannot attend a Board meeting, another member of that committee may represent that committee and participate in the Board meeting. Each office or committee shall have one Board seat and one vote.

Section 6. A quorum shall be a majority of the Board. A representative designated per Section 5 above shall count toward a quorum. Any one person may not fulfill more than one Board seat for purposes of a quorum.

ARTICLE IX- EXECUTIVE COMMITTEE

Section 1. Members of the Executive Committee shall be the elected officers.

Section 2. The Executive Committee shall conduct the business referred to it by the Board of Directors.

Section 3. The Executive Committee shall have the authority to act between meetings of the board, and actions of the committee shall be subject to ratification by the board.

Section 4. The Executive Committee shall meet at the call of the president.

ARTICLE X- COMMITTEES

Section 1. Standing Committees shall be:

- a. Finance: This committee consists of the treasurer and president who shall meet with the Foundation to establish a budget for each fiscal year.
- b. Hospitality
- c. Membership
- d. Program
- e. Communication
- f. Historian
- g. Sunshine
- h. Public Workshop
- i. Guild Education Fund
- j. Publicity
- k. Nominating

- l. Textile Conservation
- m. Fund Raiser Prize

Section 2. Such other special committees may be created as authorized by the president of the Board of Directors.

Section 3. The president shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE XI- DISSOLUTION

The Guild shall be dissolved at any regular meeting by an affirmative vote of two-thirds of the members present and voting provided notice to rescind the bylaws has been given at the previous regular meeting or mailed to every active member no fewer than thirty days prior to the meeting at which the dissolution is to be considered. Notice shall also be mailed to the CEO of Stan Hywet. All assets are assets of the Foundation.

ARTICLE XII- PARLIAMETARY AUTHORITY

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 in which they are not inconsistent with these bylaws or any special rules of order the Guild may adopt.

ARTICLE XIII- AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting of the Guild upon the recommendation of the Guild Board. A vote of 2/3 of the members present is required providing there is a quorum in attendance (see Article VII, Section 5 for definition of a quorum). Voting will take place only if proper notification of the membership was provided. That notification is notice at the previous meeting and/or the membership being aware of said changes in written form no fewer than thirty (30) days prior to the meeting at which the amendment/change is to be considered.

STANDING RULES

1. Meetings shall be held at Stan Hywet unless otherwise ordered by the Executive Committee.
2. Members may attend business meetings without participating in the program; however, this does not meet the membership requirement of attending two meetings.
3. Members not participating in a class shall leave or move to a separate meeting area after the business meeting unless guild business requires their presence.

4. Guild activities may include serving on a Committee, bringing snacks/dessert/food to Stitchery Showcase or meetings, hosting a teacher or judge, holding an office or teaching a workshop. Contact any board member or Committee chair to offer your assistance.
5. Stitchery Showcase/Guild sanctioned special events/Ohio Mart activities may include soliciting advertising, Fund Raiser Committee, hostessing, demonstrations, Stitcher's Fair tent, Children's Corner or other designated activities.
6. Programs shall be finalized in August for board approval and presented to members at September's regular meeting.
7. All teachers will be scheduled at least a year in advance of each Guild year.
8. No persons associated with the Guild now, or in the past, or in the future, will be allowed to give anyone a membership book, names, addresses, or phone numbers, without the consent of the president and/or Board of Directors.
9. Members who teach for a Guild meeting shall receive as follows:
 - a. Mini-workshop - \$50 plus kit costs
 - b. Programs - \$100 plus kit costs (If taught by more than one person, the fee shall be divided.)
 - c. The board may approve higher amounts at the request of the Program Committee.
10. Shops or guilds that wish to share an out-of-town teacher shall share the transportation fee.
11. All fund raising activities must have prior approval of the Board of Directors.
 - a. No visiting teacher for the Guild will be allowed to sell his/her designs (in any form) if said teacher sells commercially to shops within the area. This includes selling of books, publications, and/or kits of said teacher by a local shop electronically. If said teacher only sells his/her designs through his/her classes and on his/her own website, selling at the time of teaching for SHNG will be allowed.
 - b. The sale of any teacher's merchandise will require the donation of a prearranged/approved percentage of sales to the Guild. Such sales will be considered a fund-raising project for the Guild to benefit either the Textile Conservation Fund or the Guild Education Fund (teacher's choice).
 - c. In any case of merchandise sales, Ohio sales tax will be charged and reported in compliance with SHHG and will in no way jeopardize the organization's non-profit status.
12. One hundred percent of the donations to the Conservation, Restoration and Reproduction Projects and the net proceeds from the Fund-Raising Opportunity Project will be donated to the Stan Hywet Needlework Guild's Textile Conservation Fund. The remaining net proceeds from Stitchery Showcase will be donated to the Guild Education Fund.
13. At the November board meeting each officer and committee chairman shall have three copies of an annual report for distribution as follows: 1. President, 2. Secretary, 3. Committee notebook.

14. A final report shall be submitted by each chairman of a special committee to both the president and secretary after completion of the assignment.
15. Upon the death of an active or associate member of the Stan Hywet Needlework Guild, the Guild treasurer will direct the Foundation to donate the current amount of Associate dues to the Textile Conservation Fund of Stan Hywet as a memorial in the name of the deceased. By vote of the Guild Board, direction for an amount exceeding the designated donation amount can be donated. A memorial card will be sent to the family of the deceased indicating that this has been done.
16. A chair of the Fund-Raiser Prize Committee will be appointed by the President for the following Guild year.
17. The standing rules pertaining to Stitchery Showcase are as follows:
 - a. All items must be done with a threaded needle on a ground.
 - b. At least 50% of the work must be hand stitched.
 - c. Entries must be received in their final form.
 - d. Stitcher's name must appear on the entry form.
 - e. Multiple participation on a project shall be entered under a group name.
 - f. Articles must have been completed within the last five years.
 - g. An item may only be entered in only one Stitchery Showcase.
 - h. The Stitchery Showcase Committee reserves the right to determine the category or to reject any entry.
 - i. The Stitchery Showcase Committee may submit additional guidelines for the showcase subject to the approval of the Board of Directors.
 - j. Judges shall receive \$300 plus transportation costs.
 - k. Guild members who judge the student category shall do so without payment and this service shall be counted as a showcase activity.
 - l. No articles, other than those connected with the Guild shall be sold during the Stitchery Showcase, unless such articles have been approved by the Board of Directors.
 - m. Stitchery Showcase Committee shall operate on a budget established with the Foundation's business office.
 - n. No strollers or unauthorized cameras will be allowed in the auditorium during showcase days.
18. The Marjory B. Wheeler Service Pin may be awarded annually to a member in good standing in recognition of outstanding service to the Stan Hywet Needlework Guild. This tribute will be presented at the November meeting for the Guild year in which it is awarded. Names of candidates for this award may be submitted by any current Needlework Guild member. The candidates will be considered by a committee comprised of the Membership Chairperson, the Guild Advisor and a person from the general membership appointed by the President. This award may also honor a deceased member of the Guild, in which case the pin will be given to a family member in memoriam.

19. Annual dues shall be \$15 for active members and \$25 for associate members. Dues are the same throughout the year. For new members joining on or after September 1, their membership will be extended through the following membership year.
20. Members are encouraged to received the Guild newsletter by email if available. If a member chooses to have the newsletter mailed by USPS and has an email account, a \$10.00 surcharge will be assessed to their annual membership. Newsletters will be mailed at no cost to members without an email account.

MEMBERSHIP REQUIREMENTS SUMMARIZED FROM THE BYLAWS AND STANDING RULES

For continued membership in the guild, it is your responsibility to fulfill the following requirements:

1. Each member must attend **two** regular meetings of the guild. These are March, April, May, June, August, September and November.
2. Each active member must volunteer in at least **two** Guild activities, one of which **must** involve working directly on Stitchery Showcase/Guild sanctioned special events/Ohio Mart. Both may be for Showcase/Guild sanctioned special events/Ohio Mart.
3. Each member **must** be a current member of Stan Hywet Hall & Gardens Foundation unless exempted by age.
4. **Guild activities** may include serving on a Committee, brings snacks/dessert/food to Stitchery Showcase/Ohio Mart or meetings, hosting a teacher or judge, holding an office, teaching a workshop or participating in a Guild sanctioned special event. Contact any board member or Committee chair to offer your assistance. **Stitchery Showcase/Guild sanctioned special events/Ohio Mart** activities may include soliciting advertising, Fund-Raiser Committee, hostessing, demonstrations, Stitcher's Fair tent, Children's Corner or other designated activities.
5. During the month of September you will receive your dues statement for next year. At this time, you will be expected to report on your meetings attended and volunteer activities for the year. Mail this form, with your renewal dues, to the membership chairman by the November 30 deadline. Requests for a change of status should be sent in writing to the Membership Chair.

VOLUNTEER TRACKING

Our volunteer service is tracked by Stan Hywet Hall and Gardens and assists them in their on-going efforts. Please remember to sign in with your hours when attending any meetings.