

WESTERN NORTH CAROLINA FIBERS/HANDWEAVERS GUILD, INC.

CONSTITUTION

ARTICLE I NAME

The Name of the Corporation shall be: The Western North Carolina Fibers/Handweavers Guild, Incorporated.

ARTICLE II OBJECTIVES AND PURPOSE

To promote participation in, and appreciation of, fine craftsmanship as related to textile arts.

ARTICLE III MEMBERSHIP

Section 1. Membership shall be open to all persons interested in the Objectives and Purpose of the Corporation. Any applicant may become a member by payment of annual dues, as required by Article I of the BY-LAWS. A record of the Corporation Members, giving their names and addresses shall be maintained and a copy of this record issued to the Membership each year.

Section 2. Members may participate in all Guild activities, and be eligible to vote and hold office.

Section 3. Full time students enrolled in a fiber related college program may join as a student member. These members may participate in guild activities with payment of a reduced rate student membership. Reduced rate student members do not have the right to vote or hold office.

ARTICLE IV OFFICERS

Section 1. The Officers of the Guild shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, and up to two At-Large Directors.

Section 2. The Officers and At-Large Directors shall serve for one year.

ARTICLE V BOARD OF DIRECTORS

The Board of Directors shall consist of all Officers as described in Article IV. Only those persons are eligible to vote at Board of Directors Meetings.

ARTICLE VI MEETINGS

Section 1. Regular Meetings shall be held monthly, with the exception of December and January. Minutes for Meetings will be taken and presented to Membership in the newsletter or read at next meeting. A Treasurer's Report will also be given to Membership in the same manner.

Section 2. The Annual Meeting shall be held at the November Meeting. At each Annual Meeting all the Officers and one Director shall be elected.

Section 3. At least one Board of Directors Meeting a year shall be called with at least ten days notice.

Section 4. Special Meetings may be called by the Board of Directors provided due notice is given. Special Meetings may be handled electronically, by such means as, but not limited to: e-mail, conference call or fax.

Section 5. The Annual Budget shall be presented to the Membership at a Meeting and in the newsletter.

ARTICLE VII RESTRICTION ON OPERATION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

Section 2. No part of the activities of the Corporation shall involve the use of propaganda or the performance of any other activity whose purpose is to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted:

[a] by a Corporation exempt from Federal Income Tax under section 501(c)(4) of the Internal Revenue Code of 1956 or under the corresponding provision of any future US Internal Revenue Code

[b] by a Corporation contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1987 or under the corresponding provision of any future US Internal Revenue Code.

ARTICLE VIII DISSOLUTION AND DISPOSITION OF CORPORATE ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization[s] organized and operated exclusively for charitable or educational purposes as in the spirit of Article II of this document. Such organization[s] shall need to qualify as an exempt organization under section 501(c) (4) of the Internal Revenue Code of 1988 (or the corresponding provisions of any

future United States Revenue Law). The Board of Directors shall determine this disposition. Any such assets not so disposed of, shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX COMMITTEES

The Board of Directors is empowered to appoint the Chairs of Committees as deemed necessary.

ARTICLE X QUORUM

A Quorum for the transaction of business calling for a Quorum of the Membership of the Corporation in any regular, special or annual meeting shall consist of twenty-five percent of Members in good standing.

ARTICLE XI AMENDMENT OF CONSTITUTION

This Constitution may be amended or repealed and/or a new Constitution may be adopted at any duly called regular or special meeting of the Members of the Corporation, by resolution adopted by the affirmative vote of two thirds of the Members present, provided there is a quorum. No amendment, repeal or adoption shall be made at any such meeting unless the notice of such meeting shall specify the proposed alteration, amendment, repeal or adoption of Constitution as the purpose [or one of the purposes] of such Meeting.

BY-LAWS

ARTICLE I DUES

Section 1. The amount of dues shall be established by the Board of Directors, payable annually by the end of the first meeting in February. A late fee shall be assessed continuing members after that date. Individuals joining the Guild for the first time shall pay full dues if they join before July first. After July first, prospective members shall be required to pay one-half of the annual dues.

Section 2. Payment of dues shall constitute an individual being a Member in good standing, able to Vote on matters brought before the Guild.

Section 3. Payment of dues to the Guild shall permit that Member to take advantage of special prices for Guild sponsored workshops and scholarships.

Section 4. Dues for Student Members shall be set at half of the regular member amount.

ARTICLE II DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 1. Duties of Officers

A] President: The President shall preside at Guild Meetings and Board of Directors Meetings. The President shall perform all duties incident to the office of President. The President shall call Board of Directors Meetings and appoint committee chairs as needed. The President shall be able to sign any legal documents, such as checks, contracts or other binding agreements.

B] First Vice President: The First VP shall assume the duties of the President in the event the President is absent or unable to fulfill the responsibilities of the office.

C] Second Vice President: The Second VP shall assume the duties of the President in the event both the President and the First VP are absent or unable to fulfill the responsibilities of the office.

D] Secretary: The Secretary shall keep and publish detailed minutes of all General Meetings. The Secretary shall keep minutes for Board of Directors Meetings and Special Meetings. The Secretary shall have custody of the seal, handle correspondence and have charge of such books and papers as are determined appropriate by the Board of Directors.

E] Treasurer: The Treasurer shall keep full and accurate accounts of the books of the Corporation and publish monthly reports in the Guild newsletter. The Treasurer shall deposit to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, all funds of the Corporation not otherwise employed. All checks of the Corporation shall be signed by the Treasurer or the President. The Treasurer shall, with the advice of the Board of Directors and Committee Chairs, present an annual budget in writing to the Board of Directors and the membership.

An audit shall take place no later than January 31 of each calendar year.

Treasurer's records must be made available within seven days of a request made by any member to any member of the Board.

F] At-Large Directors: The At-Large Director[s] shall serve as members of the Board of Directors. They shall represent the Guild membership, and perform duties as assigned by the Board of Directors.

Section 2. Duties of the Board of Directors

A] Members of the Board of Directors shall attend Board of Directors Meetings. If the notice of a Board of Directors Meeting is less than specified in Article IV, Section 3 and 4 of the Constitution, a Board Member who does not protest before the opening of said meeting shall be deemed to have waived the right of that notice. A majority of the Members of the Board of Directors [Five] shall constitute a quorum for the transaction of business at a Board of Directors Meeting. Any meeting of the Board of Directors may be adjourned to another time and place by a majority vote of Officers and Directors present. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than thirty days. A Board of Directors Meeting may be conducted electronically, by such means as, but not limited to: e-mail, conference call or fax.

B] The Board of Directors is granted contingency powers to make decisions for The Western North Carolina Fibers/Handweavers Guild, Inc. when matters arise that require decisions between business meetings of the membership. The Board of Directors may hold Special Meetings for this purpose upon reasonable notice by reasonable means.

C] The Board of Directors may remove any Officer by a two thirds vote of all Directors. If for any reason an office should become vacant, such vacancy shall be filled by the Board of Directors.

D] At the discretion of the President, any Member of the Guild may be invited to attend a Board of Directors Meeting.

ARTICLE III NOMINATIONS FOR OFFICERS AND DIRECTORS

At least two months prior to the Annual Meeting the President shall appoint a Nominating Committee. The Committee shall select and present a slate of Officers and At-Large Directors. The slate shall be presented to the membership one month prior to the Annual Meeting. Candidates may also be nominated from the floor at the Annual Meeting, with the prior consent of that nominee.

ARTICLE IV VOTING

Voting will take place at general business meetings or Board of Directors Meetings with a single vote allowed to each Member in good standing, Absentee Votes received electronically, by such means as, but not limited to: e-mail, conference call, US mail or fax, shall be accepted providing a motion has been made and members are given sufficient time to consider the issue.

ARTICLE V COMMITTEES

Section 1. From time to time in the effort to further the objectives and purposes of the Western North Carolina Fibers/Handweavers Guild, Inc. it may be is necessary to establish temporary or permanent Committees. The President and/or The Board of Directors shall appoint the Committee Chair from the general membership and submit a description of the expected functions of the Committee.

Section 2. Committee Chairs and Members of the Committees shall arrange and coordinate necessary activities to complete their assignments in furthering the Objectives and Purpose of the Corporation.

Section 3. The Board of Directors may establish Ad Hoc Committees as it deems necessary.

Section 4. Funding for Committees shall be recommended by the Board of Directors.

Section 5. At the discretion of the President, Committee Chairs may be asked to attend a Board of Directors Meeting.

ARTICLE VI AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and/or new By-Laws may be adopted at any duly called regular or special meeting of the Members of the Corporation, by resolution adopted by the affirmative vote of two thirds of Members present, provided there is a quorum. No amendment, repeal or adoption shall be made at any such meeting unless the notice of such meeting shall specify the proposed alteration, amendment, repeal or adoption of the By-Laws as the purpose of such meeting.

THE CONSTITUTION AND BY-LAWS of The Western North Carolina Fibers/Handweavers Guild, Inc. were accepted on 14 August, 2010