

GREAT LAKES REGION
THE EMBROIDERERS' GUILD OF AMERICA, INC.

2010 BYLAWS

ARTICLE I: NAME: USE OF EGA'S TRADEMARK

The name of this organization shall be the Great Lakes Region (GLR) of The Embroiderers' Guild of America, Inc. (EGA). While this Region is recognized as a region by EGA, the Region and its member chapters may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.," the stylized needle and thimble logo and design, and the letters "EGA", under standards approved by EGA. All use of such registered trademarks shall be discontinued upon suspension, withdrawal of recognition, resignation or dissolution of this Region.

ARTICLE II: OBJECT

The purpose of this Region shall be to foster the highest standards of excellence in the practice of the art of embroidery through an active program of education and study, and to preserve the heritage of the art of embroidery, to serve as a link between chapters and the national organization, to aid in effective cooperation and communication among its member chapters, and to provide for progression of leadership.

ARTICLE III: MEMBERSHIP

Section 1. Membership The Great Lakes Region shall be composed of the chapters within the geographic boundaries as defined by the EGA Board of Directors. Each chapter shall be considered part of the Region from the date of formal acceptance of its petition for charter by the EGA Board of Directors. Membership in a chapter confers membership in its respective region. Any person, regardless of race, gender, religion, national or ethnic origin, may become a member of an individual chapter upon application and payment of dues.

Section 2: Representative. Each chapter of the Region shall elect or appoint one representative to attend Region meetings. This representative shall be considered a member of the Region Board. Each Chapter shall have one vote.

Section 3: Dues.

A. Region dues as established by the Region Board shall be paid by the Chapter Treasurer to the Region Treasurer simultaneously with the dues paid to EGA and according to the schedule set by EGA. Dues rates may not be changed without at least sixty (60) days notice to the member chapters, either by direct mail or digitally, via the GLR newsletter. A two-thirds (2/3) vote of the voting representatives of the member chapters is required to effect a change in dues rates.

B. When dues are not paid by the chapter, said chapter shall not be eligible for special benefits or events as defined in the GLR Policies and Procedures.

C. GLR members with a plural membership in a chapter within GLR shall pay region dues only in their primary chapter. Members holding plural membership, whose primary chapter is outside GLR, shall pay GLR dues to the member's plural chapter within the GLR.

D. Transfer and plural members shall be accepted by this Region upon notification and payment of chapter dues and appropriate region dues, provided the member's current national dues have been paid through the primary chapter.

ARTICLE IV: OFFICERS

Section 1: Elected Officers

A: Officers. The elected officers of the region shall include a Director, an Assistant Director, a Secretary, and a Treasurer. Officers shall be members of a chapter within the region. The Director shall serve as a member of the EGA Board of Directors.

B: Term of Office. A term of office shall be two (2) years, commencing at the close of the Annual Meeting held in even-numbered years.

C: Officer Restrictions. No officer shall be eligible to hold more than one GLR elective office at a time, nor may they serve consecutive terms in the same office. A member accepting nomination to serve as Region Director must have served at least one term on the Executive Board of Directors. Successive elected directors shall not come from the same chapter, nor shall any members of the Executive Committee come from the same chapter.

D: Vacancy. If a vacancy in an elected office occurs, that vacancy shall be filled by election by the Executive Committee from a slate of candidates presented by the Nominating Committee. If a vacancy in the office of Region Director occurs, it is to be filled by the Assistant Director. If the Assistant Director is unwilling or unable to fill the Region Director vacancy, the vacancy shall be filled as stated above.

Section 2: Nominating Committee

A: Nominating Committee: The Nominating Committee, elected by the Region Board, shall consist of five members and the first and second alternates.

B: Term of Office. The term of office for members of the Nominating Committee shall be two (2) years, commencing at the close of the Annual Meeting held in even-numbered years.

C: Restriction. A Nominating Committee member may not serve more than one term consecutively.

Section 3. Nominating Committee Duties

A: Conduct the Election for GLR Officers. The Nominating Committee shall propose one candidate for each office to be filled in even-numbered years. Consent to serve shall have been obtained in writing from each proposed candidate before placing that candidate's name on the slate.

B: Conduct the Election for the Nominating Committee. The Nominating Committee shall propose not less than seven candidates for the succeeding Nominating Committee in odd-numbered years. Consent to serve shall have been obtained in writing from each proposed candidate before placing that candidate's name on the slate. GLR chapters may submit candidates for the Nominating Committee, having obtained the consent of the nominees first. All names submitted as candidates for the Nominating Committee by the chapters will appear on the slate.

C: National Nominating Committee Nominations. The GLR Nominating Committee shall make every effort to submit to the EGA Secretary, not later than July of odd-numbered years, the name of a candidate for the National Nominating Committee.

D: Nominating Committee Report. The Committee shall distribute its report by May 10 of odd-numbered years. The report shall include the names and a brief biography of the proposed candidates.

Section 4. Elections.

A. Periodicity of Elections. All elections shall be held at the Semiannual Meeting in odd-numbered years, or not less than sixty (60) days before the officers assume office.

B: Election of the Officers. When there is only one candidate for an office, election shall be by count of the votes cast by members of the Region Board present and Region Board members voting by proxy. Election shall be by written ballot when there is more than one candidate for an office.

C: Election of the Nominating Committee. Each chapter shall be entitled to vote for five persons for the Nominating Committee. The five candidates for Nominating Committee from different chapters receiving the highest number of votes from the Region Board present and Region Board members voting by proxy shall constitute the Nominating Committee. The two persons receiving the next highest number of votes shall serve as alternate members of the Nominating Committee.

D: Election of the Nominating Committee Chairman. The person receiving the highest number of votes from the election for members of the Nominating Committee shall serve as Chairman of the Nominating Committee.

E: Floor Nominations. Nominations from the floor may be presented at the Semiannual Meeting. Consent to serve shall have been obtained in writing from a floor-nominated candidate before placing that candidate's name on the slate.

ARTICLE V: MEETINGS

Section 1: Periodicity of Meetings. There shall be two meetings each year.

A: Annual Meeting. The Annual Meeting shall be held at the time of the GLR seminar, or in the event there is no GLR seminar, a date in April to be coordinated between the Region Board and the host chapter.

B: Semiannual Meeting. The Semiannual Meeting shall be held in the fall prior to November 1, the date to be coordinated between the Director and the host chapter.

Section 2: Scope of Meetings. The Annual and Semiannual Meetings shall be held to receive reports from the officers and committees, present the audit report, adopt a budget, elect as appropriate, amend bylaws, and conduct any other pertinent business.

Section 3: Notification of Meetings. Written notice of the Annual and Semiannual Meetings and call to meeting shall be published in the Region Newsletter not less than sixty (60) days prior to the meeting.

Section 4: Special or Called Meetings. Special or called meetings may be held upon the request of the Director, two or more members of the Executive Committee, or a majority of the members of the Region Board. Written notice shall be given at least thirty (30) days before the meeting, and no business may be transacted other than that advertised. Notice of any action taken shall be reported to the Region Board at the next regularly scheduled meeting.

Section 5: Voting at Meetings.

A: Chapter Vote. Each chapter shall have one vote. This vote may be cast in person or by proxy. In the case of the slate for the Nominating Committee, a chapter may cast votes for up to five candidates.

B: Determination of Chapter Intent. The voting representative shall attempt to ascertain a consensus from the chapter on the issues scheduled for debate. This shall provide a frame of reference on which to predicate the representative's vote and shall most fairly represent the expressed opinions of the members of the chapter represented.

C: Proxy Vote. The voting representative shall mail or deliver in person the duly executed proxy to the Credentials Chairman prior to the issuance of a voting card. The proxy shall address election of Officers, election of the Nominating Committee, or amendments to the bylaws.

Section 6: Quorum for Meetings. The quorum for regular and special meetings shall be thirty-three percent (33%) of the members of the Region Board.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1: Composition of Executive Committee. The Executive Committee shall be composed of the elected officers of the Region: Director, Assistant Director, Secretary and Treasurer. The appointed Parliamentarian shall serve without vote.

Section 2: Scope of Executive Committee. The Executive Committee shall supervise the affairs of the region between Region Board meetings and shall perform other duties specified by the Region Board. Any action taken by the Executive Committee must be reported to the Region Board.

Section 3: Meetings of Executive Committee. The Executive Committee shall meet at the discretion of the Director or upon the written request of two or more of its members. The committee members should agree on a recognized and accepted means of communication to be used.

Section 4: Quorum for Executive Committee Meeting. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VII: EXECUTIVE BOARD OF DIRECTORS

Section 1: Composition of Executive Board of Directors. The Executive Board of Directors shall be comprised of the elected officers, the Nominating Committee Chairman, the State Liaisons, and the Standing Committee Chairmen. Each has specifically assigned duties as outlined in the GLR Policies and Procedures. Each member of the Board shall have one vote with each State Liaison and Standing Committee entitled to only one vote. The Parliamentarian shall serve without vote.

Section 2: Executive Board of Directors Term of Office. The term for appointed members of the Executive Board of Directors shall be concurrent with the term of the Region Director who appointed them.

Section 3: Scope of Executive Board of Directors. The Executive Board of Directors shall oversee the business of the Region and report its actions to the Region Board. The Executive Board shall supervise the affairs of the region, fix the days of the meetings, conduct such business as is necessary to the operation of the Region and perform other duties specified by the Region Board.

Section 4: Meetings of the Executive Board of Directors. The Executive Board of Directors shall meet in concert with regularly scheduled Region Board meetings or at the discretion of the Director.

Section 5: Special or Called Meetings of the Executive Board of Directors. Special or called meetings may be held upon request of twenty-five percent (25%) of the members of the Executive Board of Directors. Written notice shall be given at least thirty (30) days before the meeting, and no business may be transacted other than that which was specified in the notice.

Section 6: Quorum for Executive Board of Directors Meetings. A majority of the Executive Board of Directors shall constitute a quorum for all meetings.

ARTICLE VIII: REGION BOARD

Section 1: Composition of Region Board. The Region Board shall be comprised of the elected officers, the Nominating Committee Chairman, the State Liaisons, the Standing Committee chairmen and one representative from each member chapter. Each member of the Region Board shall have one vote. The parliamentarian shall serve without vote.

Section 2: Scope of Region Board. The Region Board shall formulate policy and set procedures as it deems necessary.

Section 3: Meetings of the Region Board. As stated in *Article V: Meetings* of these Bylaws.

Section 4: Quorum for Region Board Meetings. The quorum for regular and special meetings shall be thirty-three percent (33%) of the members of the Region Board.

Section 5: Voting without a Meeting. Should action without a meeting of the Region Board be required, written assent to conduct a vote without a meeting must be obtained from two-thirds (2/3) of the Executive Committee. The Committee members should agree on a recognized and accepted means of communication to be used.

ARTICLE IX: COMMITTEES

Section 1: Standing Committees.

A: Identification of Standing Committees. The standing committees of the region shall be Bylaws, Education, and Seminar.

B: Appointment of Standing Committees. Standing Committee Chairmen shall be appointed by the Director, pending approval by the Executive Committee.

C: Director Ex Officio Member. The Director shall be an ex officio member of all committees except the Nominating Committee.

Section 2: Special Committees. Special committees shall be appointed by the Region Director as the Region or the Region Board deem necessary.

ARTICLE X: FISCAL POLICIES

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

Section 2. The books and accounts of the Region shall be kept in accordance with sound accounting practices. Region financial records shall be audited each year, either professionally or by an audit committee appointed by the Region Director. The GLR Treasurer shall furnish EGA and the GLR Region Director a report of the finances of the Region by February 15 of each year.

Section 3. No one may profit from membership in an EGA chapter, however, an EGA chapter may contract with an individual member in their professional capacity. EGA prohibits the use of membership lists other than for EGA purposes.

Section 4: Annual Budget.

A. The Region Treasurer, with guidance from the Executive Committee, shall prepare and present a budget to the Region Board for approval no later than the meeting prior to the effective date of the budget.

B. The Executive Board of Directors and/or the Executive Committee shall not spend any non-budgeted funds in excess of \$300 during the fiscal year. The Region Board may approve expenditures in excess of this amount provided:

1. The Region Board is notified in writing at least thirty (30) days prior to the meeting at which the vote is taken,
2. The written notice includes the amount and purpose of the expenditure, and
3. Approval is by a two-thirds (2/3) vote of the members present at the Region Board meeting.

Section 5: Donations. Donations of monies by the Region may be made to any organization which is in compliance with section 501(c)(3) of the United States Internal Revenue Code and which the Region, by a two-thirds (2/3) vote, has designated as the recipient. Notice of such a proposed donation shall be submitted in writing to the Region Board at least thirty (30) days prior to the meeting at which a vote is to be taken.

Section 6: Dissolution. In the event of dissolution of the Region, all of its assets and funds remaining after payment or provision for payment of all debts and liabilities of the Region shall be distributed to one or more organizations which have been in existence for a period of two (2) years, which are in compliance with Section 501(c)(3) of the United States Internal Revenue Code, and which the Region has designated as a recipient by a two-thirds (2/3) vote. Notification to the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

Section 7: Indemnification of Directors or Officers.

The following Indemnification shall be included in Region Bylaws. 9/95

The Indemnification of Directors and Officers in Article X, National EGA Bylaws, specifies that EGA may indemnify the region director, director-elect, assistant director, secretary, treasurer, and any other elected officers of this region as described in Section 2.D., Article IV of the National EGA Bylaws.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current *Robert's Rules of Order Newly Revised* shall govern the Region in all cases applicable and in which they are not inconsistent with the Great Lakes Region Bylaws, the Bylaws of the Embroiderers' Guild of America, Inc., any special rules of order the Region may adopt, or any statutes applicable to this organization.

ARTICLE XII: AMENDMENT OF BYLAWS

Section 1. Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the Region Bylaws shall be incorporated automatically into the Region Bylaws and the membership shall be informed of such changes at the next regular meeting.

Section 2. These bylaws may be amended by a two-thirds (2/3) vote of the voting representatives of the member chapters at any Region meeting, provided the proposed amendment has been submitted in writing to the membership at least thirty (30) days before the meeting and the proposed amendment has received the approval of The Embroiderers' Guild of America, Inc., prior to the meeting.