

Arizona Federation of Weavers and Spinners Guilds, Inc.

An Arizona Non-Profit Corporation

BYLAWS (Revised January 25, 2025)

ARTICLE I – NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this organization shall be ARIZONA FEDERATION OF WEAVERS AND SPINNERS GUILDS, INCORPORATED. The principal office of the corporation shall be the address of the Statutory Agent of the Federation.

ARTICLE II – PURPOSE

To encourage interest and education in all types of fiber arts through cooperative activities among the member Guilds.

ARTICLE III – CORPORATION MEMBERS

Membership shall be open to any fiber arts guild consisting of two (2) or more members within the state of Arizona that endorses the purposes of the Federation and agrees to abide by the will of the majority of the Board of Directors. Such Guilds may submit an application for membership and may be accepted into the Federation as a conditional non-voting member until the next regularly scheduled meeting of the Board of Directors, at which time a vote by the full Board of Directors will be taken to accept the Guild into membership. A vote of two-thirds (2/3) of those present and eligible to vote is required for acceptance into the Federation.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Elected Officers

President, Vice-President, Secretary and Treasurer. Vice-President, Secretary and Treasurer shall be voting members. The President shall cast the deciding vote in a tie.

Section 2 – Voting Representative

One voting Representative from each member Guild shall be chosen by the member Guild. The Corporation Secretary shall be informed of the name of the voting Representative within 45 days of each Guild's annual election. A voting Representative should only represent one Guild unless an exception is approved by the Board of the Federation and disclosed to the Guilds involved.

Section 3 – Alternates and Proxies

Each Board member should designate an alternate to attend meetings in her/his absence, otherwise a proxy may be given to another member of the Guild or to any Board member except the President. A proxy should be used as an exception, not as a normal course of business.

Section 4 – Vacancies and Resignations

In case of a vacancy in any elected office, the Executive Committee shall have the authority to fill such vacancy for the balance of the term. Vacancies in Guild representatives shall be filled by the Guild in question.

Section 5 – Powers and Duties

The Board of Directors shall have general power to manage and control activities and property of the corporation, subject to the limitations and prohibitions set forth in the ARTICLES OF INCORPORATION and Arizona State Law. Voting power shall lie only with Officers and voting Representatives or their proxies.

Section 6 – Compensation

Directors shall not receive any compensation for their service as Directors of the corporation.

Section 7 – Term of Office

A term of office is two (2) years. Elected offices and Representatives shall not serve more than two (2) consecutive terms (four years total) within a specific office.

ARTICLE V – OFFICERS ELECTION TERMS OF OFFICE

Section 1 – Officers

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The officers, plus the immediate Past-President, shall serve as the Executive Committee.

Section 2 – Election

Two officers of the corporation shall be elected biennially, in alternating years, at the annual meetings of the Board of Directors. The President and Secretary shall be elected in odd-numbered years and the Vice-President and Treasurer shall be elected in even-numbered years. A slate of officers shall be presented by the Nominating Committee. Nominations from the floor may be made if the candidate's approval has been received in person or in writing.

Section 3 - Assumption of Office

Offices elected shall assume their duties on July 1 of that year to coincide with the fiscal year as specified in Article IX of the ARTICLES OF INCORPORATION.

Section 4 – Removal from Office

Any officer of the corporation may be removed by a two-thirds (2/3) majority vote of the Board of Directors for just cause. Such officer must be given written notice of specific cause for removal at least seven days prior to the votes of the Board and afforded an opportunity to present their point of view.

ARTICLE VI – DUTIES OF OFFICERS

Section 1 – President

The President shall preside at all meetings, appoint all committee chairpersons, be ex-officio member on all committees except the Nominating Committee, and call at least three (3) Board meetings a year.

Section 2 – Vice-President

In the absence of the President, the Vice-President shall assume the duties of that office.

Section 3 – Secretary

The Secretary shall record the minutes of all Board meetings and Executive Committee meetings and be responsible for all records of the corporation. The Secretary shall notify members of the meetings, collect rosters from member Guilds, take care of general correspondence and provide minutes of the meetings to each Guild.

Section 4 – Treasurer

The Treasurer shall be responsible for all money payable to the corporation. The Treasurer will disburse monies up to the amount of \$500.00. All expenses over that amount will be at the direction of the Executive Committee. The Treasurer shall prepare a financial statement for distribution at each meeting and prepare the books for biennial audit. The Treasurer will also prepare a monthly statement of finances for the President. Checks may be signed by the Treasurer or other designated officers. A reimbursement form with attached receipt must be submitted to the Treasurer for disbursement.

Section 5 – Immediate Past-President

The immediate Past-President shall act in an advisory capacity and be a non-voting member of the Board.

ARTICLE VII – STATUTORY AGENT

Section 1 – Appointment

The Statutory Agent shall be appointed by the Executive Committee with approval of the Board of Directors to hold office until resignation or removal.

Section 2 – Conform to Requirements

The Statutory Agent must conform to the requirements of the Arizona State Corporation Commission for the purpose of receiving official mail.

ARTICLE VIII – CONTRACTS

Any contract of instrument necessary for the business of the corporation shall be signed by the President or by any other office authorized by the Board of Directors and by the Secretary.

ARTICLE IX – COMMITTEES

Section 1 – Executive Committee

The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer, and the Immediate Past-President. The Executive Committee shall exercise all the powers of the Board of Directors during the intervals between meetings of the Board. The Executive Committee will as act as the Publications Committee.

Section 2 – Nominating Committee

The Nominating Committee consisting of three (3) members shall be appointed six (6) months prior to the annual meeting and will announce the slate of two (2) officers in the notice of the Annual Meeting, with President and Secretary to be nominated in odd numbered years and Vice-President and Treasurer nominated in even years, respectively.

Section 3 – Other Committees

The President may establish such other committees as deemed necessary.

ARTICLE X – MEETINGS

Section 1 – place of meeting

The Board of Directors may hold their meetings at such places within the State of Arizona as the board may from time to time determine, or via a virtual medium as needed.

Section 2 – Regular Meetings

Regular meetings shall be held no less frequently than three (3) times a year.

Section 3 – Annual Meeting

The Annual meeting shall be held in April of each year as stated in the ARTICLES OF INCORPORATION (Article IX).

Section 4 – Special Meetings

Special Meetings may be held upon the call of the President and must be called on receipt of a written request of any Board member, stating the reason for such meeting. Notice of such a meeting shall be given to each Board member by the President or Secretary, at least seven (7) days before the meeting.

Section 5 – Quorum

Fifty-one percent (51%) of the voting Board members shall constitute a quorum. Lacking a quorum, the meeting may be adjourned until a quorum is obtained.

Section 6 – E-Mail

Should circumstances necessitate a vote of the full Board by e-mail, the Secretary shall both solicit the vote and record the replies and notify the Executive Board as to the count. Guild representatives not having e-mail or requesting written communication shall have such communication via the Post Office. The Secretary shall attend this matter on behalf of the Executive Board.

Section 7 – Robert’s Rules of Order

Robert’s Rules of Order shall govern the corporation in all cases to which the ‘Rules’ are applicable and in which they are not inconsistent with the ARTICLES OF INCORPORATION, the Arizona State Statutes, and these Bylaws. The President shall become familiar with these guidelines, as listed.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by affirmative vote of two-thirds (2/3) of the Board members present and constituting a quorum at any regular meeting after the amendment have been presented and read at a previous meeting.

These Bylaws were amended at a meeting of the full Board of Directors on January 13, 2024, and accepted and approved at a meeting of the full Board of Directors on January 25, 2025.