

BY-LAWS OF THE HERITAGE BASKETRY GUILD, INC.

Article I Name, Purpose & Organization

Section 1: The name of this organization shall be the Heritage Basketry Guild, Inc. *on 7/18/17 in the state of OH. Renewed 3/17/22.*

Section 2: The purpose of the guild is to:

- Promote the cultural, educational and recreational enrichment of the community through baskets.
- Provide the community with an association of people interested in baskets and willing to work together for mutual benefit in promoting the learning, participation and enjoyment of various baskets.

Section 3: This organization is:

- Organized exclusively for charitable, religious, educational, and/or scientific purposes under Section 501(c)(4) of the Internal Revenue Code/per IRS determination letter, April 6, 2011 with an effective date of March 6, 2010.
- A Domestic Non-Profit Corp-Articles (ARN) per State of Ohio Document Number: 201720102818, July 18, 2017.

ARTICLE II Membership

Section 1: The membership shall be open to basket weavers who meet the following requirements:

- Understand the basic basket weaving terminology.
- Have a desire to participate in the guild activities.
- Are willing to abide by the Guild's By-Laws.
- Are at least 16 years of age.

Section 2: Visitors may attend two meetings within the current membership year before they must become a member.

Section 3: Membership dues:

- The amount of the annual dues will be determined on a yearly basis by the board at the November board meeting.
- The board shall bring recommendation for annual dues to the Guild membership to be voted on at the November meeting.
- Annual dues of members must be paid to the Membership Chairperson no later than the January meeting of each year, or upon joining the Guild.
- Members will be charged the full price of the annual dues no matter what month of that year they join the Guild.

Section 4: Termination of membership:

- Failure to pay dues is cause for termination of membership.
- A member may lose good standing status and have membership terminated for conduct detrimental to the Guild and/or not following the rules of membership set forth in these bylaws. If a member loses their

membership they will not be allowed to rejoin the Guild. The following process for member termination will be followed:

Step 1: A written proposal from a current member requesting the termination of another member must be received by the president of the board with specific facts and circumstances justifying the request.

- The president will present the proposal to the board. The affected member is NOT notified of potential action at this time.

Step 2: The board will vote on whether there is sufficient justification to proceed with the termination request. Five out of seven votes are required for the motion to carry.

- If the board votes there is not sufficient justification to proceed with the request, the complainant is notified. The affected member is NEVER notified.
- If the board votes that there is sufficient justification to proceed with the request, the affected member is notified of the request for membership termination, via phone by a board member.
 - The affected member will be given the opportunity to discuss the complaint, in writing or verbally, with the board. After the board has heard the affected member's account of circumstances, or if the member declines to discuss the circumstances, the board will hold another vote on whether or not to proceed with termination actions. Five out of seven votes are needed for motion to carry.
 - If the board votes that there is not sufficient justification to proceed with the termination request the complainant and the affected member are notified that no action will be taken.
 - If the board votes that there is sufficient justification to proceed with the request the complainant and the affected member are notified.

Step 3: The proposal must then be sent, in writing, to the membership at large and notified that there will be a closed ballot vote on the recommendation at the next meeting. A majority vote of members present will carry or deny the motion. All members will be advised of the vote outcome.

Step 4: Whatever the determination is a certified letter will be sent to the complainant and the affected member.

ARTICLE III Meetings

Section 1: Guild meetings shall be held on the first Monday of each month 6:30-9:00PM, unless the Monday falls on a Federal holiday in which case the meeting will be held on the second Monday of that month.

- The dates for the meetings will be decided by the Board of Directors at the November board meeting and report to Guild Membership.

Section 2: A typical meeting will consist of a business portion, a workshop portion and refreshments.

- The business portion of the meeting will be held approximately at 7:00PM.

Section 3: The October meeting will include a "members market" where members may sell any type of items to other Guild members.

Section 4: The December meeting will be the annual party. All members who have previously paid their dues for the current year, as well as future members who have paid their dues for the upcoming year are welcome to attend the party.

- A party committee chair will be selected at the September meeting. The committee chair shall:
 - Report planning progress to the guild at the October and November meetings.
 - Bring any financial request for food, supplies and Guild member gifts to the Board.
 - Obtain a Guild member gift. (Only current year members will receive a gift from the Guild.)
 - Provide the entrée and coordinate other menu items.
 - Plan party activities to include a gift exchange.

Section 5: Members will be notified through emails, text messages, and/or phone calls if a meeting is changed or cancelled due to unplanned circumstances (e.g., weather, building emergencies, etc.)

Section 6: Special meetings of the Guild may be called by three members of the Board of Directors provided the members are notified, as above, not less than seven (7) days prior to the meeting.

Section 7: A simple majority (>50%) of total membership shall constitute a quorum for the transaction of business.

- If a quorum of members is present a simple majority vote is sufficient to pass or fail a motion.
- If a quorum of members is not present the motion should be tabled until the next meeting.

Section 8: Guild meetings are for members and guests 16 years of age and older.

ARTICLE IV Teaching

Section 1: The Guild will offer workshops taught by either Guild members or guest instructors. Teachers are to respect the design copyrights of other teachers by not reproducing copies of patterns without the approval of the original teacher.

Section 2: The cost for member taught workshops will be at the discretion of the teacher; and should be set to cover the teacher's expenses, to include: supplies, their time building kits, writing instructions, photocopying, and any specialty items (e.g., special handles, bases, embellishments, etc.)

- The cost of the kits and/or supplies must be paid no later than the receipt of the items.
- Individuals who request a kit and/or supplies are responsible for the cost of the items even if they cannot attend the workshop-unless otherwise arranged with the teacher.
- If a member fails to pay for a kit, then in the future this member may not order a kit without prepaying for the kit.

Section 3: A sample basket must be on display no later than the meeting before it will be taught; however, two months before it is taught is preferred. All information about the basket (cost of the kit, dimensions, weave techniques, photo, deadline for ordering a kit or items, contact information, etc.) shall be provided to the Teacher Liaison no later than the first time it is displayed. A teaching form can be obtained from the Teacher Liaison or from the Guild website.

Section 4: A list of supplies and any advance weaving preparation will be included with the information provided to the Teacher Liaison.

Section 5: Additional supplies or specialty items (e.g. special handles, bases, embellishments, etc.) may be supplied at an additional cost by the teacher, but must be ordered by the deadline set by the teacher.

Section 6: When a guest instructor teaches the entire Guild, all of his/her travel expenses may be paid from the Guild treasury if the board approves of the expense before the offer is made to the teacher. If the travel expenses are not covered by the treasury, the travel expenses will be included in the price of the kits.

- Travel expenses may be reduced if a Guild member volunteers to host the teacher overnight.

Article V Board of Directors

Section 1: The board of Directors shall consist of the Officers of the Guild.

Section 2: The board shall meet annually with current year officers and newly elected officers in November of each year, and otherwise as deemed necessary by the board officers. Board meetings may be held before Guild meetings from 5:45PM to 6:30PM.

Section 3: A quorum needed to pass or fail any proposal shall consist of five voting Board members.

Article VI Officers

Section 1: There shall be seven elected officers: (1) President (2) Vice-President (3) Treasurer (4) Secretary (5) Membership Chairperson (6) Teacher Liaison (7) Fall Weave Chairperson.

Section 2: The duties of the officers follow:

A. The President shall:

- Be elected for a two-year term, with the election taking place in October and the term beginning in January the next year.
- Be an ex-officio member of other committees. (*ex-officio- a position someone automatically gains because of another job or position he/she already holds*).
- Call board meetings as deemed required.
- Lead the business portion of the meeting following an established agenda and using Roberts Rules of Order.
- Ensure a meeting agenda is sent to the Guild not later than one week before the meeting.
- Follow the annual schedule of Guild events as explained in these by-laws and summarized in the attached chart.
- Work with the board officers to ensure duties are performed as described in these by-laws.
- Ensure regular and timely communication with Guild members.
- Act as liaison with the meeting venue to establish meeting dates, times, and fees, etc.
- Appoint special committees with a chairperson as deemed necessary. Help define the duties of said committee.
- PROVIDE NECESSARY TRAINING, SUPPORT, AND A CONTINUITY BOOK FOR THE NEXT ELECTED PRESIDENT TO ENSURE A SMOOTH TRANSION AT THE END OF HIS/HER TERM.

B. The Vice President shall:

- Be elected for a two-year term, with the election taking place in October and the term beginning in January the next year.
- Perform the duties of the President in his/her absence or disability with all the powers and restrictions of the office of President.
- Work with the Treasurer on financial matters as required and be a back-up signatory on the Guild financial accounts.
- Will keep record of logins/password information for nonfinancial i.e. (Cheddar-up, website) with president.
- Be willing to occasionally perform duties as may be assigned to him/her by the Board.
- Be responsible for the refreshment portion of the meeting and as such will provide:
 - A sign-up sheet for refreshments in November of the current year for the following year.
 - Reminders to volunteers who have signed up to provide meeting refreshments.
 - Supplies, as needed.
- Be in charge of name tags, meeting attendance sheets, and other appropriate paperwork displayed at Guild meetings.
- Provide necessary training, support, and a continuity book for the next Vice-President to ensure a smooth transition at the end of his/her term.

C. The Secretary shall:

- Be elected for a two-year term, with the election taking place in October and the term beginning in January of the next year.
- Record the minutes of all Guild and Board meetings.
- Be in charge of keeping the minutes including attendees/non-attendees and visitors and other non-financial and non-committee documentation.
- Distribute the minutes via email to the President to review. President will distribute to all guild members.
- Responsible for website updates with a volunteer website manager.
- Provide necessary training, support and a continuity book for the next elected secretary to ensure a smooth transition at the end of his/her term.

D. The Membership Chairperson shall:

- Be elected for a two-year term, with the election taking place in October and the term beginning in January the next year.
- Be in charge of obtaining contact information for each member for the guild roster.
- Collect dues and forward them to the treasurer.
 - Dues are collected in November, December, and January; as well as when new members join.
- Issue membership cards and receipts to dues-paying members annually.
- Prepare and publish a member roster annually. Directory may be emailed.
- Keep membership information current and the updated information distributed to Guild members.
- Report new membership activity to the board within 30 days.
- Make contact at the beginning of the year:
 - With members delinquent in paying their current year dues.
 - With prior year members who have not paid and invite them to rejoin.
- Provide necessary training, support and a continuity book for the next elected membership chairperson to ensure a smooth transition at the end of his/her term.

E. The Treasurer shall:

- Be elected for a two-year term, with the election taking place in October and the term beginning in January the next year.
- Maintain the funds, receipts and disbursements of the Guild.
- Reconcile the checking account and report the financial activity to the Board monthly.
- Bring the Guild checkbook to meetings and reimburse members' expenses in a timely manner.
- Keep a full and accurate account of the finances of the Guild and shall report a true statement of its assets and liabilities.
- Produce a financial report to the general membership of the Guild at the January, April, July and November meetings.
- Produce a year-end financial report as of the close of each fiscal year (12/31), state income, disbursements and ending balance to be briefed to the board members, with an explanation of financial responsibilities in January of each year.
- File State sales tax two (2) times a year.
- File all IRS tax forms.
- File forms yearly as follows: OHIO Charitable Trust Form (May 15th), Form 990 (May 15th) and Form 1099 (January 31).
- Provide necessary training, support, and a continuity book for the next elected treasurer to ensure a smooth transition at the end of his/her term.

F. The Teacher Liaison shall:

- Be elected for a two-year term, with the election taking place in October and the term beginning in January the next year.
- Arrange for and coordinate member-taught classes during the Guild meetings and will provide:
 - A sign-up sheet for teachers in November of the current year for the following year.
 - Reminder to volunteers who have signed up to teach.
- Submit monthly class information to the Secretary/ Website manager for inclusion on the website not later than one month before class.
- Broadcast via email information regarding Guild projects.
- Choose Guild weaving projects based on members' input.
- Arrange for and coordinate special classes taught by guest teachers.
- Coordinate any classes scheduled by the previous Teacher Liaison.
- Research and share weaving opportunities with Guild members and Website manager.
- Provide necessary training, support, and a continuity book for the next elected teacher liaison to ensure a smooth transition at the end of his/her term.

G. The Fall Weave Chairperson shall:

- Be elected for a two-year term beginning at the end of the current year Fall Weave.
- Direct the activities of the Fall Weave Committee.
- Appoint sub-committees as needed to ensure a successful weave-in.
- Keep the Board up to date with regard to the plans for the weave-in.
- Request proposals and coordinate the jury process for teachers desiring to teach at the Fall Weave.
- Bring to the Board any financial requests from the committee. (i.e. Venue contracts, etc.)

- Maintain a financial record of expenditures for the Fall Weave.
- Work with the selected venue to host the Fall Weave.
- Keep a database of contacts of weavers, teachers, venue points of contact and any other points of contact for the weave-in to be passed to the next Fall Weave Chair.
- Promote the weave by providing paper/electronic flyers. Promote on FB page, Guild website and/or other digital media.
- Conduct a lessons-learned meeting after the Fall Weave, including the next Fall Weave chairperson if applicable.
 - Report lessons-learned to the board via evaluations, etc.
- Provide necessary training, support, and a continuity book for the next elected Fall Weave chairperson to ensure a smooth transition at the end of his/her term.

Section 3: Vacancies in any office shall be filled by the President with approval by the Board of Directors.

ARTICLE VII Elections

Section 1: Nominations and Election schedule:

- The president will appoint a Nominations Chairperson for the offices of President, Vice-President, Secretary, Treasurer, Teacher Liaison, and Membership (in appropriate years) at the August meeting.
 - The Chairperson may enlist the aid of other members as needed.
 - A slate of nominees will be presented to the Guild at the September meeting.
 - Nominations for the various officers may be made from the floor at the September meeting.
 - Elections will be held at the October meeting.
- Nominations for Fall Weave Chairperson will be solicited in **June of a year ending with an EVEN number**, with an election held in July.

Section 2: Election timing and terms of office are as stated:

- The President, Treasurer and Teacher Liaison shall be elected for a two-year term, with the election taking place in October of **a year end with an even number** and beginning their term in January of the next year.
- The Vice President, Secretary and Membership Chairperson shall be elected for a two-year term, with the election taking place in October of **a year ending with an odd number** and beginning their term in January of the next year.
- The Fall Weave Chairperson shall be elected for a two-year term, with the election taking place in **July of a year ending with an even number** and beginning their term at the end of the current year Fall Weave.

Section 3: There are no limits on the number of terms a member can be elected to a board position.

ARTICLE VIII Financial Management

Section 1: The financial books shall be reviewed in the month of January by the President and VP.

Section 2: The Year-end Financial Report will be presented by the Treasurer at the January Guild meeting.

Section 3: Financial restrictions:

- Money shall not be disbursed except as the organization is authorized to pay compensation for approved services rendered and for the furtherance of the purposes set forth above.
- ALL expenditures that will routinely recur (happen over and over) i.e. rent quarterly, insurance yearly, Fall Weave venue, must be approved by the board and brought to the Guild members for a vote.
- ALL reimbursement requests **MUST** be accompanied by a receipt/receipts.
- SEE Sunshine Manager Duties below.

ARTICLE IX Volunteer Roles

Section 1: Website Manager Duties

- Maintains the Guild Website by posting upcoming events, meetings, birthdays, special events, etc.
- Ensures all internet expenses are forwarded to the treasurer for payment
- Maintains a current online listing of meeting dates, teachers and refreshment volunteers.
- Works with the officers to ensure the information is up-to-date and accurate.
- Protects members' personal information.
- Other guilds can promote their weaves on our Facebook page. NO ADVERTISING/SELLING of wares by anyone on our Facebook page.

Section 2: Sunshine Manager Duties

- Upon notification of a member's needs; sends congratulatory, get-well, thinking of you, or sympathy cards.
- Upon notification of a member's death, or the death of a member's spouse or child, sends a board approved gift (flowers, gift or donation) to the member or the member's family.
 - Gifts are to be \$100 or less, unless pre-approved by the board.
- Stationary, postage, and gifts are reimbursed by the Guild.

ARTICLE X Amendments

These By-laws:

- Shall be reviewed annually by the board at the November board meeting.
 - If minor changes (other than typos) are deemed necessary the President may recommend corrections to the Guild for a vote.
 - If major changes are deemed necessary, a committee shall be appointed by the President to review and recommend changes.
- May be amended by a simple majority (>50%) of the total membership present at any regular business meeting, provided notice of such proposed amendment has been announced at a previous regular meeting or the membership has been given notice two (2) weeks prior to the meeting.
- The Secretary is responsible for maintaining the most current copy of the by-laws, distributing copies to the members, and providing a PDF version available to the website manager for posting.

ARTICLE XI Disbanding

In the event of the dissolution of the Guild and after all obligations have been met, the remaining funds will be used exclusively for exempt purposes, such as charitable, religious, education, and/or scientific purposes. Members will vote to determine which organization, 501(c)(4), will receive any remaining funds.

ARTICLE XII Parliamentary Authority

Where these By-Laws are silent, the current edition of Robert's Rules of Order will speak.

Established September 16, 1993 in Dayton, OH.

Amended November 2013

Amended February 2018

Amended December 4 2024 (By-Laws committee members: Cindy Holland, Julie Ovington, Darlene Collins, Renee McBride, Elaine Puckett.)

Amended November 8 2025 by present guild members 11/3/25 meeting: added to Article IX Section 1 bullet 6: Other guilds can promote their weaves on our Facebook page. NO ADVERTISING/SELLING of wares by anyone on our Facebook page.