

By-Laws of the Southeast Fiber Forum Association

Article I: NAME

The name of this Association shall be the Southeast Fiber Forum Association.

Article II: PURPOSE

To foster cooperation among individuals and organized groups in the fiber related activities in the Southeast region of the United States of America.

To encourage creativity and excellence of craftsmanship in the fiber arts.

To remain a non-profit, non-commercial, and non-political Association.

Article III: MEMBERSHIP

Section 1. Any person or organization interested in the fiber related activities of the Association and who wishes to support participation in the appreciation of fine craftsmanship as related to the textile arts may become affiliated with the Association upon payment of dues.

Section 2. Dues shall be five dollars (\$5.00) for a lifetime membership. Current addresses will be the responsibility of each member to be sent to the Executive Secretary.

Section 3. Dues for guild or organizations will be Twenty-Five dollars (\$25.00)

Section 4. The Membership Chairman is responsible for maintaining a current list of individual and Guild memberships.

Article IV: THE SOUTHEAST FIBER FORUM ASSOCIATION

Section 1. The Association shall sponsor a Southeast Fiber Forum hereafter referred to as the Forum, in or near the Southeast region of the United States of America.

Section 2. The Forum shall be planned, organized and conducted by a local fiber guild, hereafter known as the Host Guild. Said Host Guild becomes a working committee under the auspices of the Southeast Fiber Forum Association.

Section 3. Local fiber guilds wishing to conduct a Forum shall make application in writing to the Executive Secretary of the Association, preferably two years before the date of the proposed Forum. The application should certify that the guild has the consent and cooperation of the majority of its members. The Board of Directors shall have the authority to accept or reject applications.

Section 4. When a guild's application has been accepted, the Association shall assist the Host Guild with information, advice and with an honorarium. The honorarium amount will be determined by the Board of

Directors when the application is considered.

Article V: MEETINGS

There shall be a Business Meeting of the Association at each Forum. At this meeting Directors of the Board will be elected, reports of the officers and committees are received, and any other business will be transacted.

A quorum at the Business meeting shall consist of those registered members in attendance at that meeting.

Article VI: BOARD OF DIRECTORS

Section I. The control of the Association shall be vested in a Board of Directors composed of seven members-- the presiding officer of the immediate past forum, the presiding officer of the current forum, the presiding officer of the next years' forum, the Executive Secretary, and three regularly elected members, one of whom shall be the treasurer. The regularly elected members must represent different geographical areas. All will have voting privileges. If there are cooperating presiding officers of a Host Guild, each of the two has one half vote.

Section 2. The regularly elected directors shall be chosen by the membership at the Business Meeting. Nominees shall be presented by the Nominating Committee. Nominations may be made from the floor, provided the consent of the nominee has been secured in advance. Each of the regularly elected directors will serve a term limit of four years.

The Treasurer and two members of the Board who are elected from the membership will at the first meeting of the Association be elected for terms of service as follows. The first elected will serve a three year term; the second a two year term; and the third, a one year term. Thereafter the Association will elect one director each year, one of whom will be designated the treasurer and will serve for a term of four years.

No elected Director may serve more than two consecutive terms, but will be eligible to serve again after an absence of one term.

Section 3. The Board of Directors shall meet immediately after the Business Meeting for the purpose of electing the chairman who shall be the chief executive officer of the Association. Other meetings of the board shall be held at such time and place as shall be deemed advisable by a majority of the Board members, due notice being given each Board member ten days in advance.

Section 4. The Board of Directors may by a two-thirds vote of all directors remove any officer. If for any reason an office should become vacant, such vacancy shall be filled by the Board of Directors until the next Business Meeting.

Section 5. The Board of Directors may elect any other officers they deem necessary.

Article VII: OFFICERS AND THEIR DUTIES

CHAIRMAN OF THE BOARD shall be the chief executive officer of the Association; shall preside at all meetings of the Board and at the Business Meetings. He/she may execute any agreement after favorable consideration by the Board as respects the Association and have the general powers and duties usually incident to the office of Chairman. The Chairman shall be an ex officio member of all committees appointed or designated by the Board of Directors except the Nominating Committee.

EXECUTIVE SECRETARY shall be elected by the membership for a term of four years. He/She shall be a member of the Board of Directors and record the minutes of all Board meetings and Business Meetings, answer all correspondence, and assist the Host Guild when needed with information on past conferences. The Executive Secretary shall be an ex officio member of all committees appointed or designated by the Board of Directors except the Nominating Committee.

The TREASURER shall deposit all funds belonging to the organization, dispense funds as authorized by the Board of Directors and these By-Laws, make a financial report to the Board of Directors and to the members at the Business Meeting.

The MEMBERSHIP Chair shall keep up to date records of all members, including the individual members and member guilds, and shall provide this information to the Forum chair or his/her designate as necessary to plan and execute each forum.

COMMITTEES: Standing committees may be appointed by the Board of Directors at their option or discretion.

NOMINATING COMMITTEE of three members from different geographical areas, none of whom is a Board member, shall be appointed by the Chairman of the Board. The committee shall present a slate of nominees for Directors to be elected at the Business Meeting and also nominees for Executive Secretary when necessary.

Article VIII: FINANCES

Section I. All checks or demands for money and notes of the Association shall be signed by the Treasurer. The signature of another member of the Association should be kept at the bank where funds are kept so that these funds would be available in case of an emergency.

Section 2. The fiscal year of the Association shall January 1 to December 31

Section 3. Money shall be deposited in an insured institution. Money may be used for the following purposes:

1. Regular expenses incurred between Forums necessary to carry out the general purposes of the Association. These shall include, but are not limited to, postage, phone calls, and supplies.
2. Honorarium to the Host Guild, the amount to be determined by the Board of Directors.
3. Any necessary expenses needed by the Association in organizing, maintaining or defending the Association which may require legal fees, taxes, or any other appropriate expenses.
4. Any special grants, awards, or loans designated by the Board of Directors after investigation and evaluation or requests for such grants, awards or loans.
5. Board members shall not receive, as such, any compensation for their board responsibilities.

Section 4. An audit of the financial records of the association shall be made at least every three years and/or at the time there is a change of the Treasurer. The audit shall be conducted by a committee of three Southeast Fiber

Forum Members none of whom are current officers. At least one audit committee member should have knowledge or experience in accounting or bookkeeping practices.

Article IX: AMENDMENTS

These By-laws may be amended or repealed or new By-laws may be adopted at any regular Business Meeting or a special called meeting of the members. Members must be duly notified at least 30 days in advance of any such special meeting with the notice specifying the proposed alteration, amendment, repeal or adoption of the by-laws to be considered. A two-thirds affirmative vote of the members present will be required for the adoption of any such resolution.

Article X: RESTRICTION ON OPERATIONS

Section. I. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as already set forth in the purpose of the Association and as set forth in Article VIII.

Section 2. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1987 (or corresponding provision of any future United States Internal Revenue Law.)

Article XI: DISSOLUTION AND DISPOSITION OF THE ASSOCIATION

Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organizations(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Code of 1986 (or the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine. 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 organizations(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XII: EFFECTIVE DATE

These By-laws shall go into effect immediately upon their adoption, with the proviso that the Directors and any other officers are elected by the members present at a meeting of the Forum called for this purpose during the current Forum.

Modified and approved at the SFFA business meeting April 6th 2013