

CYBERPOINTERS ANG CHAPTER OF AMERICAN NEEDLEPOINT GUILD, INC.
BYLAWS

ARTICLE I
NAME

The name of this organization shall be CyberPointers ANG Chapter of American Needlepoint Guild, Inc. ("ANG").

ARTICLE II
OBJECT

Section 1. The object and purpose of this nonprofit chapter ("Chapter") is exclusively for education and cultural development through participation in and encouragement of interest in the art of needlepoint as defined by ANG. This Chapter is intended to be a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Section 2. The object of this Chapter shall be promoted through personal contact, communications, meetings and exhibitions of needlepoint.

ARTICLE III
MEMBERS

Section 1. Any person who subscribes to the objectives of this Chapter may become a member, subject to compliance with the provisions of the Bylaws. This Chapter is nondiscriminatory as to race, color, sex, religion or national origin.

Section 2. Members in good standing shall have all the obligations and privileges of membership, including the rights to take part in debate, make motions, vote and hold office.

ARTICLE IV
FINANCES

Section 1. The fiscal year of this Chapter shall be from January 1 through December 31 of each calendar year.

Section 2. Annual dues for Chapter membership shall be set by the Chapter Board of Directors with approval of the membership, and national dues for ANG membership shall be set by the ANG Board of Directors.

Section 3. Chapter dues shall be paid to the Chapter Treasurer on or before January 31 and shall be delinquent on that date.

ARTICLE V
OFFICERS AND ELECTIONS

Section 1. *Eligibility.* All officers shall have sufficient computer skills and adequate access to a computer to perform their duties. This includes but is not limited to the use of email, word processing and spreadsheet applications.

Section 2. *Officers.*

- (a) The elected officers of the Chapter shall be the President, 1st Vice President/Internet, 2nd Vice President/Education, Secretary and Treasurer
- (b) Officers shall be elected by ballot at the Annual Meeting. The President, 2nd Vice President/Education and Secretary shall be elected in the odd-numbered years for a term of two years; the 1st Vice President/Internet and Treasurer shall be elected in the even-numbered years for a term of two years.
- (c) No member shall hold more than one office at a time.
- (d) No member shall be eligible to serve a third consecutive term in the same office
- (e) Write-in candidates are permitted.
- (f) A majority vote of those in attendance and voting at the Annual Meeting shall constitute election to office.
- (g) Elected officers shall assume their official duties on the first day of the month following the Annual Meeting and shall serve for a term of two years or until the election of their successors.

Section 3. *Vacancies in Office.* A vacancy in any elected office shall be filled for the unexpired term by a majority vote of the Board of Directors on a recommendation of the remaining elected officers.

Section 4. *Method for Submitting Resignations.* An officer, unable or unwilling to complete the term of office, shall submit a letter of resignation to the Board of Directors through the Board email list. The resignation will be effective at the time of submission. The letter of resignation and date of its acceptance shall be recorded in the Board of Director's meeting minutes. Self-removal from the Board email list shall be considered resignation from the Board.

Section 5. *Nominations.*

- (a) Members of the Nominating Committee shall be appointed by the Board no later than the December Board meeting and shall serve a term of two years.
 - 1. One member shall be appointed to the committee in the even-numbered years.
 - 2. Two members shall be appointed to the committee in the odd-numbered years.
- (b) No member shall be eligible to serve on the committee more than one term in a five-year period.

Provisio. In 2015, the Board shall appoint one member to serve a term of one year and two members to serve a term of two years.

ARTICLE VI
DUTIES OF OFFICERS

Section 1. *Elected Officers.*

- (a) All elected officers shall be voting members of the Board of Directors.
- (b) The duties of the President shall include but not be limited to:
 - 1. Presiding at all meetings of the Chapter.
 - 2. Coordinating the work of the officers and committees
 - 3. Appointing an auditing committee, not to include the Treasurer, to review the Treasurer's books annually, and whenever there is a change of Treasurer. The committee shall submit its report at the next scheduled Chapter meeting for action by the membership.
 - 4. Appointing committee chairmen, as needed, with the approval of the Board of Directors.
 - 5. Being a signatory on the Chapter's bank account(s).
 - 6. Being an ex officio member of all committees except the Nominating Committee.
 - 7. Calling meetings of the Board of Directors.
 - 8. Serving as the Chapter's Internet Representative to the National ANG or appointing a member to fill this position.
 - 9. Submitting all required reports to the Area Representative, the Vice President of Chapter/Areas and ANG membership office when due, or appointing a member to fulfill this duty, the President to verify completion.
- (c) The duties of the 1st Vice President/Internet shall include but not be limited to:
 - 1. Being an aide to the President.
 - 2. Assuming the duties of the President in the absence of the President.
 - 3. Chairing the Internet Committee.
 - 4. Interfacing with ANG on internet technology, requirements, and interaction with the ANG internet presences.
 - 5. Writing or supervising the development of all internet tools as determined by the Board of Directors.
- (d) The duties of the 2nd Vice President/Education shall include but not be limited to:
 - 1. Being an aide to the President.
 - 2. Assuming the duties of the President in the absence of the President and 1st Vice President.
 - 3. Chairing the Education Committee.
- (e) The duties of the Secretary shall include but not be limited to:
 - 1. Preparing the minutes of all meetings of the Chapter Membership and Board of Directors. Minutes shall be kept electronically for that purpose with one copy for the Chapter meetings and one for the Board of Directors meetings.

2. Maintaining an electronic copy of all the records of all the Chapter meetings from previous years and turning them over to the new Secretary at the beginning of the new Secretary's term of office.
 3. Posting the minutes of the previous Chapter meeting at Chapter meetings and posting minutes of the previous Board of Directors meeting at Board of Directors meetings.
 4. Sending communications as directed by the President, the Board of Directors or the Membership.
 5. Posting a link to an electronic copy of the Chapter Bylaws and Standing Rules at each membership meeting.
- (f) The duties of the Treasurer shall include but not be limited to:
1. Being the custodian of all Chapter funds.
 2. Keeping a full and accurate account of receipts and expenditures.
 3. Presenting a financial report at every Chapter meeting and Board of Directors meeting.
 4. Preparing an annual budget, with the help of other elected officers, and presenting the budget to the membership for approval no later than the meeting preceding the start of the fiscal year.
 5. Submitting all financial records to the auditing committee annually.
 6. Assisting as requested with pricing for education programs.
 7. Overseeing the filing of appropriate state and federal tax and other reporting forms.

Section 2. All officers shall perform the duties prescribed by these Bylaws, Special or Standing Rules of Order which have been adopted or by the parliamentary authority adopted by the Chapter, and any additional duties assigned from time to time by the President or the Board of Directors.

ARTICLE VII MEETINGS

Section 1. Regular meetings of the Chapter shall be held the first Thursday through the following Monday of each odd-numbered month unless otherwise ordered by the Chapter.

Section 2. In the case of a meeting cancellation or rescheduling, a notice will be posted in all Chapter forums, as well as on the main Chapter website. Rescheduled meetings will be given at least one week's notice.

Section 3. The regular meeting in March shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

Section 4. A special meeting of the Chapter may be called at the request of the Board of Directors or at the request of five members or 30% of the members, whichever is fewer. Except in the case of emergency, a minimum of one week's notice will be given to all members, along with the business to be transacted at the special meeting.

Section 5. Fifteen percent of the members in good standing shall constitute a quorum.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, the immediate past President and the Standing Committee Chairmen. The immediate past President shall serve on the Board for one year following completion of term as President as a consultant to other Board members and to assist as requested and able.

Section 2. The duties of the Board of Directors shall be to:

- (a) Conduct the business of the Chapter between meetings of the membership;
- (b) Propose changes in the membership dues to the membership, as needed and
- (c) Promote adopted projects

Section 3. The Board of Directors shall meet bimonthly during the first Thursday through the following Monday of each even-numbered month. Special meetings of the Board of Directors shall be held and the request of the President or at the request of three Board members.

Section 4. A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 5. *Removal of an Officer.*

- (a) Removal from office shall be for cause, which may be construed as but is not limited to a breach of the Chapter's Bylaws.
- (b) The officer under consideration for removal from office may submit a written document and may speak to, but may not vote on, the issue.
- (c) An elected officer may be removed from office for cause by a two-thirds vote of the Board of Directors present and voting, provided 10 days' pre-notice has been given, or by a three-fourths vote without notice.

ARTICLE IX STANDING AND SPECIAL COMMITTEES

Section 1.

- (a) All Standing Committee Chairmen shall have sufficient computer skills and adequate access to a computer to perform the duties of the committee. This may include but is not limited to the use of email, word processing and spreadsheet applications.
- (b) Appointed Standing Committee Chair positions shall expire on the first day of the month following the Annual Meeting. Appointed Standing Committee Chairmen shall be appointed/reappointed annually by the President, with approval of the Board.

Section 2.

- (a) The Standing Committees of the Chapter shall be:
 - 1. Education,
 - 2. Internet/Technology,
 - 3. Membership,
 - 4. Outreach,

5. Registrar,
 6. Publicity,
 7. Hospitality.
- (b) The duties of the Standing Committees shall be established in the Standing Rules of the Chapter.
- (c) The President, with Board approval, may name subcommittees of one or more persons to handle specific tasks.

Section 3. Special committees as may be needed to promote the objectives of the Chapter may be established by the President, the Board of Directors or by the membership.

Section 4. The President shall have the right to appoint a parliamentarian to assist during meetings and at other times as requested.

Section 5. The President shall be an ex officio member of all committees, except the Nominating Committee.

ARTICLE X DISSOLUTION

Upon dissolution of the Chapter, after paying or adequately providing for the debts and obligations of the Chapter, the remaining assets shall be distributed to ANG, an organization exempt under Section 501(c)(3) of the Internal Revenue Code or as amended hereafter. None of the funds shall revert to any individual member.

ARTICLE XI PARLIMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases in which they are not inconsistent with the Bylaws or any special Rules of Order which have been or may be adopted.

ARTICLE XII AMENDMENTS

Section 1. These Bylaws may be amended at any regular membership meeting of the Chapter by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment(s) has been submitted to the membership at least 30 days in advance.

Section 2. No Bylaws amendment affecting the object or purpose of ANG shall be permitted.

Section 3. Any Bylaws amendment(s) adopted by ANG that necessitates amendment(s) to the Chapter Bylaws shall automatically be incorporated in the Chapter Bylaws and the membership informed of such change(s) at the next regular meeting.

Amended September 2019