

CYBERPOINTERS CHAPTER OF AMERICAN NEEDLEPOINT GUILD, INC. BYLAWS

ARTICLE I. NAME

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

ARTICLE II. OBJECTIVES

Section 1. The objectives and purpose of this Chapter shall be exclusively for education and cultural development through participation in and encouragement of interest in the art of needlepoint as defined by ANG.

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

Section 3. The objectives may also be promoted by the study of needlepoint's history, uses, and forms and the encouragement of individual creativity in adapting its forms to modern usage.

Section 4. Although the ANG National organization is a registered 501(c)(3) non-profit tax-exempt group, each chapter is allowed to determine whether it files individually for official 501(c)(3) status. The CyberPointers Chapter has chosen to file for this status and thus is considered both a non-profit group as defined by the State of Illinois, and a tax-exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code, as amended.

ARTICLE III. MEMBER

Section 1. Any person who subscribes to the objectives of this Chapter may become a member, subject to compliance with the provisions of these bylaws. This Chapter is non-discriminatory as to race, color, ethnicity, gender, sexual orientation, marital status, socio-economic status, age, physical abilities, religious beliefs, political beliefs, or other ideologies.

Section 2. A member in good standing upholds the objectives of the organization and is current in payment of ANG dues, Chapter dues, and any other fees that may be due to either ANG or the Chapter.

Section 3. 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.

Section 4: Only members in good standing shall be entitled to participate in ANG and /or Chapter sponsored educational opportunities, unless advertised as open to the general public.

ARTICLE IV. FINANCES

Section 1. The fiscal year of this Chapter shall be from January 1 to December 31.

Section 2. Annual dues for Chapter membership shall be set by the Chapter Board of Directors with approval of the membership. 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 by the date established by the Chapter Board of Directors as stated in the Standing Rules. Members who have not paid their dues by the date due shall be dropped from the membership rolls within the timeframe established in the Standing Rules.

Section 4. Dues reminders will be distributed through the email platform by the Membership chair in accordance with the renewal cycle specified in the Standing Rules.

Section 5. Any member choosing to terminate Chapter membership will forfeit Chapter dues paid for that fiscal year.

Section 6. National dues shall be paid directly to the National ANG headquarters by the date established by National ANG headquarters. National dues must be paid before chapter membership is valid; failure to pay national ANG dues shall invalidate Chapter membership.

ARTICLE V. NOMINATIONS, OFFICERS, AND ELECTIONS,

Section 1. 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. Nominations

- A. Members of the Nominating Committee shall be appointed by the Board of Directors no later than the November general 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.
- C. The Nominating Committee shall nominate one eligible person for each office to be filled and shall report the names of the nominees to the membership no later than the Chapter meeting immediately prior to the annual meeting for elected officers.
- D. At the annual meeting, additional nominations from the floor shall be requested. Only those

people who have signified their consent to serve if elected may be nominated.

- E. A vacancy in the Nominating Committee shall be filled by the President with the approval of the Board of Directors of the Chapter.

Section 3. Elections and Officers.

- A. The elected officers of the Chapter shall be the President, Vice President - Internet, Vice President - Education, Secretary, and Treasurer.
- B. Officers shall be elected by electronic poll at the Annual Meeting. The President, Vice President – Education, and Secretary shall be elected in the odd-numbered years for a term of two years; the 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. A majority vote of those in attendance and voting at the Annual Meeting shall constitute election to office.
- F. 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 4. Vacancies in Office

- A. A vacancy in any elected office other than the President shall be filled for the unexpired term by a majority vote of the Board of Directors on a recommendation of the remaining elected officers.
- B. A vacancy in the office of the President shall be filled by the Vice President - Internet for the unexpired term or until such time as a new candidate can be identified, and an election held. A special election may be called if the standard election cycle is deemed too distant.

Section 5. 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 on the date 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.

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.

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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 and Audit 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 fulfil this duty, the President to verify completion.
- C. The duties of the 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.
- D. The duties of the 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 Vice President - Internet.
 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 and archived permanently, with access by the Board of Directors
 2. 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. Three days are allowed for corrections; if no corrections are submitted, the minutes are approved by default.
 3. Sending communications as directed by the President, the Board of Directors, or the Membership.
- 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, the Chapter's Standing Rules, or by the parliamentary authority adopted by the Chapter and any additional duties assigned from time to time by the President or Board of Directors.

Section 3. An elected officer may be removed from office for neglect of duty in office, abuse of their authority, or other misconduct by a 2/3 vote of the members present and voting at a regular membership meeting, or at a special session called for this purpose at which there is a quorum.

ARTICLE VII. MEETINGS

Section 1. Regular meetings of the Chapter shall be held beginning on the first Thursday and lasting through the next Monday of each odd-numbered month unless otherwise ordered by the Chapter. The meetings are held via the email platform specified in the Standing Rules. Meeting agendas and officer and committee reports are posted in the Files area during each meeting.

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 from 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. Attendance is established by means of a daily poll and attendees are asked to vote each day of the meeting. Once a quorum has been established, membership votes may be held on topics presented to the membership by 10:59 PM Central time, whether standard or daylight saving time, on the Friday of the meeting. Unless otherwise stipulated in the Chapter Bylaws or Standing Rules, acceptance or rejection of those issues shall be determined by a majority vote of those present and voting.

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 Chairs. 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 as follows:

- A. Conduct the business of the Chapter between meetings of the membership.
- B. Propose changes in the membership dues to the membership, as needed.
- C. Promote adopted projects.
- D. Provide access to Bylaws and Standing Rules through CyberPointers' website and the email platform described in the Standing Rules.

Section 3. The Board of Directors shall meet bimonthly beginning on the first Thursday and lasting through the next Monday of each even-numbered month. Special meetings of the Board of Directors shall be held at the request of the President or at the request of three Board members. The meetings are held via the email platform specified in the Standing Rules.

Section 4. A majority of the voting members of the Board of Directors shall constitute a quorum. Attendance is established by means of a daily poll and attendees are asked to vote each day of the meeting. Once a quorum has been established, votes may be held on topics presented to the Board by 10:59 PM Central time on the Friday of the meeting.

Section 5. The Standing Committee Chairs, except for the Nominating Committee Chair, shall be voting members of the Board of Directors.

Section 6. The Standing Committee Chairs may not vote on the appointments of Committee Chairs.

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 Chairmen shall be appointed/reappointed every two years by the President, with approval of the elected members of the Board, based on the schedule in the Standing Rules.
- C. Appointed Standing Committee Chair positions, aside from the Nominating Committee Chair,

shall expire on the first day of the month following the Annual Meeting.

- D. No Committee Chairman may serve three consecutive terms in any one position.

Section 2.

- A. The Standing Committees of the Chapter shall be:
1. Education
 2. Hospitality
 3. Internet/Technology
 4. Membership
 5. Nominating
 6. Publicity
 7. Registrar,
- B. The duties of the Standing Committees shall be established in the adopted Standing Rules of the Chapter.

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 and the Audit 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. PARLIAMENTARY 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 these bylaws or any special Rules of Order which have been or may be adopted.

ARTICLE XII. AMENDMENTS

Section 1. Proposed amendments to these bylaws must be submitted for review and approval by the

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ANG National Bylaws Chair prior to presentation to the Chapter membership for their approval.

Section 2. Chapter bylaws may be amended at any regular membership meeting of the Chapter by a 2/3 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 3. No bylaws amendment affecting the objective or purpose of ANG shall be permitted.

Section 4. 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.

Adopted by CyberPointers on this date: 5/25/202

(chapter name)

Online only _____

(location of chapter: city and state)

Nancy Holub

Chapter President's signature

50536212

President's ANG membership #

Chapter President's address 3800 Dupont Circle #303

Virginia Beach

City

Virginia

State

23455-2982

Zip Code plus four

Chapter President's email address nancyholub56@gmail.com

Approved by

Joyce W. Klejbut

National ANG Bylaws Chairman

June 4, 2025

Date