



**BY-LAWS OF
AMERICAN SEWING GUILD, INC.**

Amended July 26, 2005

**BY-LAWS OF
AMERICAN SEWING GUILD, INC.**

ARTICLE I NAME, PURPOSE 4

SECTION 1. NAME. 4

SECTION 2. PURPOSE. 4

ARTICLE II MEMBERSHIP 4

SECTION 1. CORPORATE. 4

SECTION 2. INDIVIDUAL. 4

ARTICLE III ANNUAL MEETING OF CORPORATE MEMBERS 5

SECTION 1. ANNUAL MEETING. 5

SECTION 2. NOTICE. 5

SECTION 3. QUORUM. 5

ARTICLE IV BOARD OF DIRECTORS 6

SECTION 1. COMPOSITION. 6

SECTION 2. DUTIES. 6

SECTION 3. NOMINATIONS AND ELECTIONS. 6

SECTION 4. VACANCIES AND REMOVAL. 6

SECTION 5. MEETINGS AND NOTICE. 7

SECTION 6. QUORUM. 7

SECTION 7. VOTING WITHOUT A MEETING. 7

SECTION 8. EXECUTIVE DIRECTOR. 7

ARTICLE V OFFICERS OF THE BOARD OF DIRECTORS 8

SECTION 1. COMPOSITION. 8

SECTION 2. ELECTIONS. 8

SECTION 3. CHAIRPERSON. 8

SECTION 4. SECRETARY. 8

SECTION 5. TREASURER. 8

SECTION 6. REMOVAL AND VACANCIES. 8

ARTICLE VI REGIONS 9

SECTION 1. PURPOSE. 9

SECTION 2. COMPOSITION. 9

SECTION 3. REGIONAL REPRESENTATIVE. 9

ARTICLE VII CHAPTERS 10

SECTION 1. NAME. 10

SECTION 2. ADMISSION. 10

SECTION 3. PURPOSE. 10

SECTION 4. DUTIES. 10

SECTION 5. CHAPTER ADVISORY BOARD (CAB). 10

SECTION 6. CHAPTER ANNUAL MEETINGS. 11

SECTION 7. SPECIAL MEETINGS. 11

SECTION 8. CHAPTER PROBATION AND DISSOLUTION. 12

ARTICLE VIII FISCAL POLICIES	12
SECTION 1. FISCAL YEAR.	12
SECTION 2. FINANCIAL REPORT.	12
ARTICLE IX USE OF TRADEMARKS	12
ARTICLE X BY-LAW AMENDMENTS AND REVIEW	12
SECTION 1. AMENDMENT.....	12
SECTION 2. NOTICE OF PROPOSED AMENDMENT.....	12
SECTION 3. AMENDMENT SPONSORSHIP.	13
ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS	13
ARTICLE XII PARLIAMENTARY AUTHORITY	13

BY-LAWS OF THE AMERICAN SEWING GUILD, INC.

Article I Name, Purpose

Section 1. Name.

The name of this Corporation is the American Sewing Guild, Inc. hereafter known as ASG.

Section 2. Purpose.

The purposes for which the ASG is organized are:

- A.** To engage in activities for educational and charitable purposes primarily in furtherance of sewing and related crafts; and
- B.** To engage in any other activities to advance the foregoing purposes and consistent with any provision of its certificate of incorporation and its tax exemption under section 501(c)(3) of the Internal Revenue Code.

Article II Membership

Section 1. Corporate.

Corporate Members include Directors, Regions and Chartered Chapters. For Regions and Chartered Chapters in good standing, voting is delegated to the Regional Representatives and Chartered Chapter Presidents. Each Director, Regional Representative and Chartered Chapter President shall have one vote per issue presented to the Corporate Members for consideration.

Section 2. Individual.

Any person interested in or actively promoting sewing and paying all dues and obligations to the ASG shall be an Individual Member and entitled to all services of the ASG. Membership must be non-discriminatory with regard to race, creed, color, age, sex or national origin. Membership is non-transferable to another individual. Individual Members shall not have any voting rights for issues that are presented to the Corporate Members for consideration.

A. Applicants.

Every applicant for membership shall agree to comply with these by-laws and policies and procedures of the ASG and to accept the rights, privileges, duties, responsibilities, obligations applicable by law and set forth in these by-laws. Application for membership shall be made on a form provided by the ASG and accompanied by dues for the current year and sent to ASG Headquarters for processing.

B. Chapter Members.

Every applicant for membership shall choose a Chapter and shall have all rights and responsibilities applicable to Chapter Members.

C. Membership Year.

The membership year for each Member shall be one (1) year beginning with the first day of the month after ASG Headquarters processes a Member's dues and membership form.

D. Termination of Membership:

Membership shall be terminated:

- (1) by written resignation,
- (2) by default in payment of dues,
- (3) for violation of any laws governing the ASG or for violation of the ethics set forth in these by-laws or in the policies and procedures of the ASG, or
- (4) by the death of the individual holding the membership.

E. Return of Property.

Any Chapter property shall be returned to the Chapter within fifteen (15) days of the termination.

Article III Annual Meeting of Corporate Members

Section 1. Annual Meeting.

The Annual Meeting of Corporate Members of the ASG for the purpose of electing Directors, receiving reports and amending by-laws, shall be held each year at such time and place as shall be designated by the Board of Directors (Directors).

Section 2. Notice.

Written notice shall state the place, date and hour of the meeting. A copy of the notice of any meeting shall be given, personally or by mail, to each Corporate Member. If the notice is given personally or by first class mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage prepaid, directed to the Member at her/his address as it appears on the record of Members.

Section 3. Quorum.

Quorum is half (1/2) plus one of the total Corporate Members voting in person or by proxy.

Article IV Board of Directors

Section 1. Composition.

The Board of Directors shall have no fewer than three (3) Directors. The Directors shall establish the number of Directors of the ASG.

Section 2. Duties.

The Directors shall manage all affairs of the ASG. They shall formulate such policies and procedures as they deem necessary. The Directors may create standing and special committees and task forces whose functions shall be set forth in the individual resolutions creating such committees.

Section 3. Nominations and Elections.

A. *Nominating Committee.*

The Chairperson of the Directors shall appoint a nominating committee. This committee will consist of one (1) Director, one (1) Regional Representative and one (1) Chapter President of a Chartered Chapter, none of whom are current candidates.

B. *Candidates.*

The nominating committee shall nominate Director candidates who meet the qualifications for Directors and who have submitted an application and information as requested by the nominating committee. No other candidates shall be submitted for a vote.

C. *Elections.*

At the annual meeting, all Corporate Members have one (1) vote for each Director to be elected. The votes may be cast in person at the Annual Meeting of Corporate Members or by proxy under terms set forth in the election rules. The Directors with the most votes shall be elected.

D. *Terms of Office.*

Directors shall serve for a three (3) year term. Directors take office immediately upon election. A Director shall serve no more than two (2) terms. Directors' terms are staggered so that approximately one third (1/3) of the Directors are elected each year as determined by the ASG.

Section 4. Vacancies and Removal.

A. *Removal from the Directors.*

A Director may be removed from the Board of Directors for any reason by vote of two-thirds (2/3) of all Directors with the Director subject to removal not participating in the vote.

B. *Resignation.*

A Director may resign by giving written notice to the Directors. The resignation takes effect immediately upon receipt of such notice.

C. Vacancies.

Vacancies on the Board of Directors shall be filled at a special meeting of the Directors called for this purpose. The vacancy shall be filled by a majority vote of the remaining Directors and the newly appointed Director will serve the balance of the unexpired term. In such a situation, if one-half (1/2) of the term has expired by the time the new Director has been appointed, the unexpired term does not count toward the Director term limit.

Section 5. Meetings and Notice.

A. Regular Meetings.

The time, place and number of regular meetings shall be set by the Directors.

B. Special Meetings.

Special Meetings of the Directors may be called by the Chairperson at any time and shall be called upon the written request of any three (3) Directors. Only business that has been described in the notice of a special meeting shall be conducted at a special meeting.

C. Notice.

Directors shall have at least fifteen (15) days written notice of the time, place and purpose of each meeting. Notice may be waived in a manner unanimously determined by the Directors.

D. Participation.

Any of the Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Quorum.

Two-thirds of the Directors present at a properly noticed meeting shall constitute a quorum for all regular and special meetings. The vote of a majority of Directors present at a properly noticed meeting at which a quorum is present shall be an act of the Directors.

Section 7. Voting without a meeting.

Any action taken, required or permitted to be taken by the Directors or a committee or a task force may be taken without a meeting provided that all members of the Directors, committee or task force consent in writing to the action. Such consent can be sent using electronic mail. The unanimous written consent shall be filed with the Directors' minutes or committee or task force.

Section 8. Executive Director.

The Directors shall hire an Executive Director to be responsible for the day-to-day management of ASG and to perform such services as determined by the Directors. The Executive Director shall work under the supervision of the Chairperson. The Executive Director attends all Directors' meetings but is not a voting member.

Article V

Officers of the Board of Directors

Section 1. Composition.

The Officers of the ASG shall be a Chairperson, Secretary, Treasurer and other Officers as may be determined by the Directors. The same person may hold any two offices, except the Chairperson and Secretary.

Section 2. Elections.

The Directors shall elect the Officers of the ASG at the Directors' first meeting following the elections. This meeting shall be held as soon as possible but no later than three (3) days after the Annual Meeting of Corporate Members. Officers begin serving immediately upon being elected until the termination or expiration of their term.

Section 3. Chairperson.

The Chairperson shall be responsible for maintaining all corporate books, records, and reports as required by law. The Chairperson shall preside at all meetings of the Directors and the Corporate Members. The Chairperson shall have such other responsibilities customarily belonging to the chief executive officer of an organization.

Section 4. Secretary.

The Secretary shall be responsible for the books, documents, and papers of the ASG as the Directors may determine and generally performing all the duties incident to the office of Secretary. Some duties of the Secretary may be delegated to the Executive Director as determined by the Directors.

Section 5. Treasurer.

The Treasurer shall have the custody of all funds and property and perform all other duties incident to the office of Treasurer of the ASG as determined by the Directors. Some duties of the Treasurer may be delegated to the Executive Director as determined by the Directors.

Section 6. Removal and Vacancies.

A. Removal of an Officer.

An Officer may be removed from office for any reason by vote of two-thirds (2/3) of all Directors at any regular or special meeting with the Officer subject to removal not participating in the vote.

B. Resignation.

An Officer may resign by giving written notice to the Directors. The resignation takes effect immediately upon receipt of such notice.

C. Vacancies.

Vacant Officer positions shall be filled immediately after an Officer is removed or resigns or at the next meeting of the Directors. The vacancy shall be filled by a majority vote of all Directors and the newly elected Officer will serve the balance of the unexpired term.

Article VI Regions

Section 1. Purpose.

The Chapters shall be organized into geographical regions for the purpose of promoting cooperation and communication among the Chapters.

Section 2. Composition.

The Directors shall establish the number of Regions and their borders.

Section 3. Regional Representative.

A. Election of Regional Representative.

Each Region shall elect a Regional Representative bi-annually and the Regional Representative takes office immediately after the election. The candidate with the most votes shall be elected. The Directors shall determine the election date. Regional Representatives shall serve for a two (2) year term. A Regional Representative shall serve no more than two (2) terms. Odd numbered Regions shall elect their Regional Representatives in odd numbered years and even numbered Regions shall elect their Regional Representatives in even numbered years. Eligibility and other requirements for the position of Regional Representative shall be established by the Directors. Current Chapter Presidents of Chartered Chapters within the Region and the current Regional Representative are eligible to vote for the Regional Representative position for their Region.

B. Removal of Regional Representatives.

A Regional Representative may be removed for any reason by vote of two-thirds (2/3) of all Directors.

C. Resignation.

A Regional Representative may resign by giving written notice to the Directors. The resignation takes effect immediately upon receipt of such notice.

D. Vacancies.

Regional Representative vacancies shall be filled at a special meeting of the Directors called for this purpose. The vacancy shall be filled by a majority vote of the Directors and the newly appointed Regional Representative will serve the balance of the unexpired term. In such a situation, if one-half (1/2) of the term has expired by the time the new Regional Representative has been appointed, the unexpired term does not count toward the Regional Representative term limit.

Article VII Chapters

Section 1. Name.

Chapters are to adopt a name with the words “_____ (name of local Chapter) Chapter of the American Sewing Guild, Inc.” The name of the local Chapter shall be approved by the ASG.

Section 2. Admission.

Chapters will become Corporate Members upon the fulfillment of requirements as set by the Directors. When these requirements have been fulfilled in the judgment of the ASG, the Chapter will receive a charter signifying that such requirements have been met and the Chapter is now a Corporate Member of ASG.

Section 3. Purpose.

The purpose of each Chapter shall be to promote the interests of the ASG in the environs served by the Chapter, fostering, promoting and publicizing sewing in the community in any and all ways including, without limitation, providing guidance, encouragement, assistance and instruction.

Section 4. Duties.

- A.** All Chapters shall act in a manner consistent with the by-laws and policies and procedures of the ASG.
- B.** Chapters shall not establish qualifications for membership other than as set forth in these by-laws.
- C.** No Chapter shall limit the rights or privileges of any category of membership as stated in these by-laws.
- D.** Chapters shall provide reports to ASG Headquarters as required by the Directors.
- E.** Whenever possible, Chapters shall send a delegate, usually the Chapter President, to Annual Meetings and shall send proxy ballots to such meetings when it is not represented by a delegate.
- F.** Whenever possible, each Chapter shall send a delegate, usually the Chapter President, to Regional meetings.

Section 5. Chapter Advisory Board (CAB).

A. Chapter Advisory Board Members.

The Chapter Advisory Board (CAB) manages the business, property and affairs of the Chapter. The CAB shall have an odd number of members and shall have no fewer than five (5) members. The CAB must consist of at least the Chapter President, two Chapter Vice Presidents, the Chapter Secretary, and the Chapter Treasurer. These five (5) positions are elected at the Chapter Annual Meeting as outlined in the ASG's policies and procedures. The

determination of additional CAB positions and appointees to these positions is the duty of the entire CAB.

B. Duties.

The duty of the CAB is the management of the affairs of the Chapter in accordance with the Chapter Charter, these by-laws and ASG policies and procedures.

C. Term Limits.

CAB members may serve a maximum of four (4) consecutive years in any one CAB position.

Section 6. Chapter Annual Meetings.

A. Purpose.

The Chapter's annual meeting is for the purpose of electing CAB members, receiving officer and committee reports and such other business as may properly come before the meeting. The annual meeting shall be held in the last third (1/3) of each calendar year at such time and place as determined by the CAB. CAB members elected at said meeting shall take office on January 1 of the following year.

B. Notice.

The Secretary of the Chapter shall provide at least fifteen (15) days notice of this meeting to Chapter Members, either as a separate notice mailed directly or as an article in the Chapter newsletter.

C. Quorum.

At the Chapter annual meeting, quorum is fifteen (15) percent of a Chapter's total Individual Members voting in person or by proxy. If quorum is not reached, the meeting may be adjourned for up to three (3) weeks. The Secretary shall give notice of the rescheduled meeting to all Chapter Members who were not present at the original meeting, either by letter or by newsletter.

D. Voting.

Each individual Member shall have one (1) vote for the election of each CAB position for his/her respective chapter. A Member may attend the meeting or cast his/her vote by written proxy provided the proxy ballot is postmarked at least (1) week prior to the meeting. Candidates with the most votes shall be elected.

Section 7. Special Meetings.

At the written request of fifteen (15) percent of the members of the Chapter, the Chapter President shall call a special meeting. Any request for a special meeting must be made in writing thirty (30) days before the requested time, addressed to the Chapter President and must set out the purpose

for such a meeting. The Chapter Secretary shall mail notice of the time, place and purpose of the meeting to all Chapter Members at least fifteen (15) days prior to the date of the meeting. No business other than that specified in the request for a special meeting will be addressed.

Section 8. Chapter Probation and Dissolution.

In the event that a Chapter cannot maintain a minimum membership as set out by the ASG, is unable to fill the five (5) required CAB positions or does not comply with other conditions set forth by the Directors for remaining in good standing, the ASG reserves the right to place that Chapter on probation or dissolve that Chapter as outlined in ASG policies and procedures.

Article VIII Fiscal Policies

Section 1. Fiscal Year.

The Directors shall determine the fiscal year of the ASG.

Section 2. Financial Report.

The Directors shall present a financial report, certified as directed by the Treasurer, at the Annual Meeting of Corporate Members. The annual financial report shall be filed with the minutes of the Directors.

Article IX Use of Trademarks

Corporate and Individual Members may use the ASG's trademarks, the name "American Sewing Guild, Inc.," the ASG logos and the letters "ASG" under the terms and conditions approved by the ASG. Permission for such use of the ASG's trademarks may be withdrawn for any reason and shall cease automatically upon the suspension, withdrawal, resignation or dissolution of a Corporate or Individual Member.

Article X By-law Amendments and Review

Section 1. Amendment.

These by-laws may be amended at the Annual Meeting of Corporate Members by a two-thirds (2/3) vote of Corporate Members present either in person or by proxy under terms set forth in the election rules.

Section 2. Notice of Proposed Amendment.

The copy of any proposed amendment shall be given, personally or by mail, to each Corporate Member. If the notice is given personally or by first class mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage prepaid, directed to the Member at his/her address as it appears on the record of Members.

Section 3. Amendment Sponsorship.

- A.** Each proposed amendment must be sponsored by a majority of Directors.
- B.** The Secretary of the Directors must receive all proposed amendments not less than ninety (90) days before the day on which the Annual Meeting of Corporate Members at which the proposal will be voted on commences.
- C.** Corporate Members may bring a proposed amendment to the attention of the Directors by a written petition signed by at least twenty-five percent (25%) of the Corporate Members in good standing. This petition must be received by the Directors one hundred and twenty (120) days before the Annual Meeting of Corporate Members and they will then decide whether they will sponsor that amendment within thirty (30) days.

Article XI Indemnification of Directors and Officers

To the fullest extent permitted by the law, the Corporation shall indemnify, hold harmless and defend all Officers, Directors, and employees of the Corporation from and against any claims, actions, judgments or expenses, including attorneys' fees, arising out of their service to the Corporation.

Article XII Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the ASG and ASG Chapters and Regions in all cases to which they are applicable.