

Bylaws of  
Fiber Artists of Oklahoma

Article I Name

The name of this non-profit corporation is provided by its Certificate of Incorporation, shall be Fiber Artists of Oklahoma Incorporated formed under Oklahoma Statutes, Corporation, Title 18, Sec 1006.

Article II—Location

Section 1: The principal office of Fiber Artists of Oklahoma shall be the address of the currently elected Treasurer.

Section 2: Additional Chapters

In addition to the founding Central Oklahoma Chapter, additional chapters of Fiber Artists of Oklahoma may be formed in other regions of the state, outside of central Oklahoma, where there is deemed to be sufficient interest from residents. All chapters will be a part of the statewide corporation Fiber Artists of Oklahoma, which is governed by the Board of Trustees (Board).

Article III—Purpose

Section 1: IRS Section 501(c) (3) Purposes

This corporation is organized exclusively for education and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (include the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 1954 (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 1954 (or corresponding provision of any future United States Internal Revenue Law.)

Section 2: Specific Objectives and Purposes

The specific objectives and purposes of this corporation are to provide an opportunity for artisans to increase knowledge and promote appreciation of all aspects of fiber art, and to foster the exhibition of fiber-related work.

Section 3: Fiber Artists of Oklahoma is not formed for pecuniary or financial gain and no part of the assets, income, or profit of the corporation is distributed to, or inures to, the benefits of its members, directors, officers, trustees or other private persons except that the corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

#### Article IV—Membership

##### Section 1: Qualifications

Anyone with an interest in fiber arts is eligible for membership upon payment of dues. No person shall be denied membership on the basis of race, color, sexual preference, age, religion, gender, or national origin.

##### Section 2: Voting

Each individual member shall have one vote at any at-large membership meeting. Routine business shall be transacted by a majority vote of the paid members at meetings. Special elections can be called for the entire membership by officers or the Board. Votes in special elections may be cast in person or electronic,

##### Section 3: Monthly Meetings

Meetings of the membership are normally held monthly from September through November, and from January through June. Changes in the monthly meeting schedule, with the exception of the annual meeting in June, will be at the discretion of the members of each chapter.

##### Section 4: Annual Meeting

The Annual Meeting will be held in June. All members shall be notified of the date and place of an Annual Meeting at least two (2) weeks prior to the meeting date. The Annual Meeting shall be for the purpose of electing officers in the corporation and members of the Board in accordance with the provisions of these bylaws and transacting such business as may properly come before the meeting.

##### Section 5: Procedures

Meetings shall be conducted by an officer of the corporation or their designated moderator..

##### Section 6: Membership Fees

Dues shall be determined by the recommendation of the Board and by approval at the Annual Meeting of a simple majority of the paid members present and voting.

#### Article V—Governance

Section 1: The Board shall have full responsibility for the management of business, shall determine the policies governing the administration and operation, and shall have full responsibility for the financial affairs and for the ethical and professional standards of the corporation.

Section 2: The Board will consist of not less than three (3) and not more than seven (7) members, to be elected at the Annual Meeting by the membership at large, according to Section 4 of this article.

Section 3: The Past President of the organization shall serve as an ex officio member of the Board for One year after his/her term has ended.

Section 4: All members of the Board subsequent to those originally named incorporators shall be elected at the Annual Meeting of the general membership. The term of office shall be three (3) years with one of the original Board to serve a one (1) year term, one to serve a two (2) year term, and one to serve the full three (3) year term. Consequently, each elected Board member will serve the full three (3) year term. A member may be re-elected for one (1) additional three (3) year term. A member shall not be eligible for re-election until the expiration of one (1) year following two (2) consecutive three (3) year terms plus any partial term served as a result of election to fill a vacancy under Section 6 of this Article. Exception to the term descriptions is that the treasurer of Fiber Artists of Oklahoma is a member of the board. Upon completion of the term as Treasurer, the Treasurer remains an exofficio member of the Board.

Section 5: The Board members will designate a Secretary to record meeting notes.

Section 6: Three months prior to the Annual Meeting, the Board will name a Nominating Committee to prepare a slate of candidates for the purpose of electing officers and trustees in the corporation in accordance with the provision of these bylaws. The slate shall be included in the meeting notice for the Annual Meeting. Independent nominations may be made by mail or in person at the Annual Meeting with the prior consent of the nominee.

Section 7: Removal

Should the majority of the Board feel there is necessary cause, a Board of Trustees member may be asked to resign.

Section 8: Vacancies

The Nominating Committee shall present to the Board candidates to fill vacancies of unexpired terms of the Board members who shall, upon election by the Board, assume their positions at the next Board meeting, for the duration of the unexpired term.

Section 9: Quorum

A quorum for the Board Meeting shall be the majority of the Board members in Office.

Section 10: Non-liability of Board of Trustees

Members of the Board shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 11: Indemnification by Fiber Artists of Oklahoma of Board of Trustees.

The Board of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state.

## Article VI—Officers

Section 1: Positions

Officers will be elected annually (as described in Article V, Sec 5 above) to oversee the routine functioning of the corporation, and will include President, Program Coordinator, Treasurer, Secretary, and Newsletter Editor. Each chapter shall have a Secretary or a Recording Secretary. Each chapter shall have a President or a Moderator. Each chapter shall have a Program Coordinator. Additional positions

may be created as deemed necessary by the Board. All members of the corporation, including the Board, are eligible to be officers.

Section 2: Term of Office

Beginning July 1, 2014, officers will serve a 2 (two) year term.

Section 2: Non-liability of Officers

Officers of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 3: Officers should carry out their duties in good faith and may be removed by the Board for cause as determined by the Board.

Article VII—Staff

The Board shall have the power to hire such staff as it deems necessary for the operation of the corporation.

Article VIII—Committees

Committees may be established by the corporation or its officers at a general or chapter level. Such committees may be permanent or ad hoc and specific committee functions shall be outlined herein or in standing rules.

Article IX—Financial Matters

Section 1: No funds of the corporation shall be deposited in any name except that of the Fiber Artists of Oklahoma and no funds of the corporation shall be invested without authority of the Board of Trustees.

Section 2: The fiscal year of the corporation shall begin on July 1st and end on June 30th each year. The books of the corporation shall be balanced as of June 30th each year.

Section 3: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, officers, or other private persons, except as set forth in Article III.

Section 4: Books and accounts are kept under the direction of the Treasurer of the corporation.

Section 5: Checks are signed by such officers and others as designated by the Board.

Section 6: Financial accounts and books may be examined at any time on request of the Board. Members may access Treasurer Reports upon request.

Article X—Tax Exempt Status

Fiber Artists of Oklahoma is a tax exempt corporation under Section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). All gifts,

donations, memorials, and bequests shall qualify as charitable deductions under the proper sections of the Internal Revenue Code.

#### Article XI—Amendments

The bylaws of the corporation may be amended or revised by the affirmative vote of the majority of the membership present at any scheduled meeting or special election as described in Article IV Section 2 provided that a Notice of any such meeting containing the proposed amendments or revisions be provided to the membership at least two (2) weeks prior to the meeting.

#### Article XII—Dissolution

In the event of the dissolution of the corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of Oklahoma.

### Fiber Artists of Oklahoma Standing Rules

1. Mailing Address
  - a. The mailing address for the corporation shall be the mailing address of the current Treasurer.
2. Electronic Voting
  - a. The president of the corporation or the officer who calls the special election shall receive the votes.
  - b. The officer receiving the votes should report the results to the Secretary.
  - c. The Secretary will record the results of the election in the meeting notes of the subsequent meeting.
3. Meeting Notes
  - a. The meeting notes should contain the date, who attended, program description, any votes taken, and any other pertinent information
  - b. The notes are kept by the recording secretary of each chapter.
4. Procedures
  - a. FAO meetings shall be conducted by an officer of the corporation or designated moderator as stated in the bylaws.
5. Membership Dues
  - a. Annual dues are \$20 (twenty dollars) and are due July 1<sup>st</sup> for the coming fiscal year.
  - b. The dues are given to the Treasurer.
  - c. Fiscal year has changed to July 1 through June 30. Dues paid cover the fiscal year in which they are paid.
  - d. Dues paid on or after June 1 will be applied to the following fiscal year.
  - e. All dues must be current by September 30.
6. Standing committees are
  - a. FiberWorks
  - b. Nominating Committee.

- c. Publicity Committee to market and create brand recognition for FAO.
    - i. Include the newsletter editor and/or publisher
    - ii. Coordinate information submitted to Web Site designer
    - iii. Maintain access to FAO social media to include maintaining newsletter distribution list.
    - iv. Distribute press releases to television, radio and other social media to announce programs, workshops, FiberWorks and other FAO activities
    - v. Create outreach for new members, current and previous FAO members
7. The Secretary or Recording Secretary or designate
  - a. Each chapter will have either the Secretary or a recording secretary.
  - b. Keeps meeting notes
  - c. Monitors community outreach
  - d. Will record names of those attending meetings
8. Each chapter shall have up to \$300 budgeted annually for things such as a thank you for speakers or a person who made exceptional contribution to FAO. Chapters are authorized to offer monthly speakers up to \$25.00 for travel reimbursements if they travel more than 20 miles, and up to an additional \$20 for costs of supplies/handouts if needed. Non-member speakers may also be given a membership to FAO for the remainder of the current fiscal year.
9. The Board will be responsible for determining charitable donations and organizational membership dues.
10. Newsletter is distributed to corporation members,
11. Grant Management Application
  - a. The authorizing official for the corporation for the purposes of grant application will be the President of the corporation.