

Bylaws

Michigan League of Handweavers

Article I – Name, Address and Corporate Structure

1. The name of the organization is Michigan League of Handweavers, hereafter referred to as the MLH.
2. The address is as specified by the Board.
3. The corporation is a 501(c)3 all-volunteer member organization.
4. Membership elected officers, along with appointed Standing Committee Chairs and Guild Representatives comprise the Board who conduct the business of the MLH.

Article II – Purpose/Mission

To make available to all handweavers comprehensive knowledge and inspiration through the sponsorship of lectures, conferences, exhibits, source information and other cooperative activities in the field of handweaving and related fiber arts and craft. This is to be accomplished through individual and group participation.

Article III – Membership

1. Membership is open to any interested persons.
2. Membership requires payment of annual dues.
 - a. The amount of the annual dues will be recommended by the Board and approved by the membership.
3. Dues are from September 1st to August 31st of the following year and they are not prorated.
 - a. Upon payment of the annual dues, the member is eligible for all benefits with the following exception:
 - i. In order to receive that years' annual swatch collection, a member must join by January 1.
 - ii. In order to receive a Learning grant, a member must be active for 12 months prior to application for a grant.
4. Membership categories shall be Individual, Guild and Professional Vendor.
5. There shall be one vote per current member in good standing.

Article IV – Meetings

1. Annual Meeting
 - a. An annual meeting of members will be held during the biennial conference in odd years and during a MLH meeting (typically the Workshops) in even years.
 - b. Election of officers, reports on the years' activities by the Executive Board and voting on such other business as may come before the meeting will take place at the annual meeting.
 - i. A simple majority of the members present is required to approve a motion.
 - ii. Voting may be cast by written ballot, show of hands or verbally and will be determined by the Board prior to the start of the meeting.
 - iii. Each member in good standing is entitled to one vote.
 - c. Notice of the annual meeting shall be given at least thirty (30) days but not more than sixty (60) days before the meeting.
 - d. Specifics on the management of the Annual Meeting are detailed in the Michigan League of Handweavers' Operating Procedures and Guidelines.
 - e. Roberts Rules of Order, as amended, will be used for guidance of Parliamentary procedures.

2. Board meetings

- a. The Board shall meet, minimally, each quarter.
- b. The President will notify board members of the board meetings at least ten (10) days but not more than sixty (60) days prior to the meeting.
 - i. The President will send an agenda to all Officers (Board and Committee Chairs) and Guild Reps prior to the scheduled meeting.
- c. A special or emergency meeting of the Board can be called by the President or any of the elected officials by notifying the members of the Board minimally 48 hours prior to the date/time of the meeting.
 - i. Notification must include an explanation of why the meeting is being called.
- d. Specifics on the management of the Board Meetings are detailed in the Michigan League of Handweavers' Operating Procedures and Guidelines.
- e. Roberts Rules of Order, as amended, will be used for guidance of Parliamentary procedures.

3. Committee/Special Committee Meetings

- a. Committee/Special Committees will meet as needed.
- b. The Chair of the Committee/Special Committee will notify members of scheduled meetings at least ten (10) days but not more than sixty (60) days prior to the meeting.
 - i. The Chair will provide an agenda to the meeting participants prior to the meeting.
- c. Specifics on the management of Committee Meetings are detailed in the Michigan League of Handweavers' Operating Procedures and Guidelines.

4. Special Meetings

- a. Upon notice, a special meeting of the members may be called by the President or any of the elected officials at such time and place and for the transaction of such business as may be designated in the notice of the meeting.

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Article V - Quorum

- b. Quorum for annual meetings shall consist of a majority of the members present unless otherwise provided.
- c. Quorum for meetings of the Executive Board shall consist of a majority of its members in attendance.
- d. Quorum for committee and special committee meetings shall consist of a majority of the members present unless otherwise provided.
- e. The withdrawal from a meeting of any member after the commencement of the meeting where a quorum has been established shall have no effect on the existence of a quorum for that meeting.

Article VI – Elected Officers

1. The elected officers of the MLH shall be President, Vice President, Secretary and Treasurer.
2. The elected officers must be members of the MLH. Terms of Office are staggered in order to assure that institutional knowledge is maintained while members rotate through the offices. In odd years, the President, Vice President and Treasurer are elected, while the Secretary is elected in even years.
3. The member elected as the Vice President transitions to the President position after two years upon election. The President serves for two years.

4. The member elected as Secretary shall serve for two years.
5. The member elected as Treasurer shall serve for four years and be bonded at the expense of Michigan League of Handweavers before assumption of office.
6. Duties and responsibilities of the elected officers are detailed in the Michigan League of Handweavers' Operating Procedures and Guidelines.
7. The President, Vice-President and Secretary shall take office after the vote at the Annual Meeting. The Treasurer shall take office on September 1 of the year elected.

Article VII – Committees

1. Standing Committees shall consist of one or more members of the MLH. The Michigan League of Handweavers' Operating Procedures and Guidelines lists current Standing Committees and provides details of the purpose of each committee.
2. The Standing Committee Chair is a voting member of the Executive Board and must be a member of MLH.
3. Other committees shall be formed as needed by a vote of the Executive Board.

Article VIII – Guild Representatives

1. Each member Guild shall appoint a representative from their membership to serve as a link between the MLH and the member Guild.
2. The responsibilities of the Guild Representative are provided in the Michigan League of Handweavers' Operating Procedures and Guidelines.
3. The Guild Representative is a voting member of the Executive Board and must be a member of the MLH.

Article IX – Board

1. The Board shall consist of the elected officers, the appointed Chairs of the Standing Committees, the immediate Past President and the Guild Representatives. Each member of the Board must be a member of the Michigan League of Handweavers.
2. The Board, except as otherwise provided in these bylaws, shall manage the business, property and affairs of the MLH. The Board shall have general management and control of the business and control of the MLH and shall exercise all the powers that may be exercised or performed by the MLH under the statutes of the State of Michigan and the MLH's bylaws.
 - a. The MLH business includes virtual and in-person conferences, workshops, and exhibits. Additionally, the MLH provides a number of member benefits. Specifics of the MLH business are detailed in the Michigan League of Handweavers Operating Procedures and Guidelines.
2. All Board members are volunteers and as such, will not receive a salary or compensation for executing their board responsibilities. Board members serving the MLH in any other capacity (e.g., as a workshop instructor) may receive reasonable compensation.
3. An Board member may resign by written notice to the President. The resignation shall be effective upon its receipt by the President or at a subsequent time set forth in the notice of resignation.
4. An Board member may be removed, with or without cause, at a properly noticed Special Meeting of the Board called by any of the elected officials, by a vote of the majority of the Board present at that meeting.
5. Any vacancy occurring in the Board can be filled for the unexpired term by an appointment by the President or the Vice President if the President is unavailable, with the approval of the Board at its next regularly scheduled meeting.

Article X – Michigan League of Handweavers Operating Procedures and Guidelines

1. The Michigan League of Handweavers Operating Procedures and Guidelines shall provide details on the MLH's business, including but not limited to descriptions of board member roles and responsibilities, meeting management and conference and workshop guidelines.
2. The Board shall maintain the Michigan League of Handweavers Operating Procedures and Guidelines, revising as needed to keep the document current and relevant.

Article XI - General Provisions and Fiscal Year

1. The MLH shall keep books and records of accounts, and minutes of proceedings of its

membership, Board and Standing Committees. The books, records and minutes shall be kept in the State of Michigan.

2. The fiscal year shall be from September 1 to August 31 of the following year.
3. All questions of parliamentary procedure not covered by these bylaws shall be determined by Roberts Rules of Order, as amended.

Article XII – Indemnification

1. The corporation shall have the power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), or is or was serving at the request of the corporation as a board member, officer, or agent of another corporation, partnership, joint venture or other enterprise.
2. The indemnification shall be against expenses (including attorney’s fees), judgments, fines, and amounts in connection with such action, suit, or proceeding. The corporation shall have the power to indemnify the board member, officer or agent of the corporation only if she/he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interest of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.
3. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee or agent of the corporation or is, or was serving at the request of the corporation as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person’s status as such, whether or not the corporation would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act.

Article XIII - Amendments/Replacement of Bylaws

These bylaws may be amended at any annual meeting by a majority of members present, provided such amendments have been presented in writing to all members of record entitled to vote at such meetings, at least thirty (30) days in advance of the meeting.

Article XIV – Disbursement of Funds and Provisions for Dissolution

If for any reason the MLH is to be dissolved or otherwise terminated, no part of the property of the MLH or its monies shall be distributed to or for the benefit of any of the Board or members of the MLH. Upon dissolution, assets shall be distributed by the Board with approval of the members to one or more groups or organizations consistent with the purposes and objectives of the MLH.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amended January 23, 2023