

**THE EMBROIDERERS' GUILD OF AMERICA, INC.  
GREATER PACIFIC REGION  
Region Bylaws: June 2006**

**ARTICLE I NAME; USE OF EGA'S TRADEMARKS**

The name of this organization shall be the Greater Pacific Region of The Embroiderers' Guild of America, Inc., (EGA). While this region is recognized as a region by EGA, the Region and its members may use EGA'S registered trademarks, the name "THE EMBROIDERERS' GUILD OF AMERICA, INC.," the stylized needle and thimble logo and design, and the letters "EGA", under standards approved by EGA. All use of such registered trademarks shall be discontinued upon the suspension, withdrawal of recognition, resignation or dissolution of this region.

**ARTICLE II OBJECT**

**Section 1.** The purpose of this region shall be to foster the highest standards of excellence in the practice of the art of embroidery through an active program of education and study, to preserve the heritage of the art of embroidery, to serve as a link between chapters and the national organization, and to aid in effective cooperation and communication among its member chapters.

**Section 2.** No substantial part of the activities of this organization shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the organization shall not participate nor intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**Section 3.** The property of this nonprofit organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any officer or member thereof or to the benefit of any private persons. No discrimination shall be made with regard to race, color, creed, sex or national origin.

**ARTICLE III MEMBERSHIP**

**Section 1.** The Greater Pacific Region shall be composed of the Chapters and their members within the geographical boundaries as set by EGA Board of Directors. Each new chapter shall become part of the Region on the date of formal acceptance by EGA of its petition for charter. Any person, regardless of race, color, creed, sex, or national origin may become a member of the individual chapters upon application and payment of dues.

**Section 2.** Dues for primary chapter members (established by the Region Board of Directors), shall be paid by the Chapter Treasurers to the Region Treasurer concurrent with the quarterly payment of EGA dues.

**Section 3.** Dues for plural members of the Greater Pacific Region, whose primary chapter is in another region, shall be paid by each Chapter Treasurer to the Region Treasurer. Members who hold plural membership within the Region shall pay Region dues one time annually through their primary chapters.

**Section 4.** Region dues for transfer and plural members shall be paid by the Chapters to the Region Treasurer, provided the member's national dues are current. Plural members of the Region whose dues are collected outside the Region shall pay region dues to the member chapter with which they are plural.

**Section 5.** A Chapter which dissolves shall submit a letter of intent to the Region Director. No monies paid to the Greater Pacific Region shall be returned to the dissolving chapter.

## **ARTICLE IV OFFICERS**

**Section 1.** The elected officers of this region shall be the Region Director, Assistant Region Director, Secretary, Treasurer, Education Coordinator, and two Seminar Chairmen. Officers shall be members of a chapter within the region. They shall be governed by the duties prescribed by EGA bylaws, by these bylaws, Region policies and procedures, and by the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED.

**Section 2.** The term of office shall be two years, except Seminar Chairmen, or until their successors are elected, and shall begin upon installation. Seminar Chairmen's term shall be three years or until the seminar reports are filed and financial records are audited.

**Section 3.** No officer may serve two terms consecutively in any office except the Secretary and Treasurer who may serve two terms consecutively. No person may serve in more than one office at a time.

**Section 4.** If the office of Region Director becomes vacant before a successor has been elected, the Assistant Region Director shall assume the directorship for the unexpired term. If the office of a member of the Executive Committee becomes vacant before a successor has been elected, the Region Director shall appoint an interim successor to serve until a successor proposed by the Nominating Committee has been elected by the Region Board to complete the term of office.

**Section 5.** Nominations and Elections:

- a. A Nominating Committee of three shall be elected for a two-year term at the third meeting of the year in the even-numbered years. One member shall be elected by the Executive Board of Directors from among its members. The other two members shall be elected from the membership. The Region Director or the Assistant Region Director is neither to appoint members nor to serve on the Nominating Committee. No chapter shall have more than one member on the Nominating Committee. The Committee shall elect its own chairman. A committee member may not serve two terms consecutively. Should a vacancy occur, the Executive Committee shall elect a successor.

- b. It shall be the duty of the nominating committee to nominate candidates in the even numbered years for the offices of Region Director, Assistant Director, Education Coordinator, and two members of the Nominating Committee, and in the odd numbered years for the offices of Secretary, Treasurer, Seminar Chairman, and Region Nominee for the National Nominating Committee` ```````````````.
- c. The committee shall present nominees for any vacancies that may occur. The slate of candidates presented by the nominating committee shall be mailed to the chapters no later than the third Wednesday in June.
- d. Regular elections and installation of officers shall be held at the annual meeting. Nomination(s) from the floor may be made after written consent from the candidate(s) is submitted to the Secretary. Election shall be by ballot if there is more than one candidate for an office.

## **ARTICLE V MEETINGS AND NOTICE**

**Section 1.** The region shall hold three meetings per year unless otherwise ordered by the board of directors.

**Section 2.** The annual meeting shall be held the third meeting of the year for the purpose of electing and installing officers, receiving annual reports from the officers and standing committee chairmen, and transacting any other business that may arise.

**Section 3.** Special region meetings may be called by the Region Director upon the request of three member chapters. The purpose of the special meeting shall be stated in the call, and at least seven days' notice shall be given. No other business may be transacted. In a situation of extremity, the Region Director may poll the member chapter representatives by telephone. The representatives shall confirm the calls in writing to the Secretary, and these letters shall be read with the minutes at the next regular Region meeting.

**Section 4.** The quorum for all Region meetings shall be 30 percent of the Region Board.

**Section 5.** Voting without a meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting provided that all members of the board or committee are notified in writing of the resolution and that two-thirds of the members of the board or committee consent in writing to the adoption of the resolution authorizing the action. If action without a meeting is necessary by the board, the action must be ratified at the next regular board meeting in order to become an official act of the board.

## **ARTICLE VI REGION BOARD AND EXECUTIVE BOARD OF DIRECTORS**

**Section 1.** Region Board is composed of a representative from each of the member chapters and the elected officers (Executive Committee).

**Section 2.** The Executive Board of Directors (hereinafter referred to as Board) shall be composed of the elected officers (Executive Committee), the Standing Committee chairmen, and a

parliamentarian who serves without a vote.

**Section 3.** Unless otherwise stated, the term of the appointed members of the Board shall be concurrent with the term of the Region Director who appointed them. The exception is the region's special events chairman.

**Section 4.** The Board shall have general supervision of the affairs of the region between its business meetings: fix the day, hour, and place of meetings; make other recommendations to the region; and perform other duties specified in these bylaws and the standing policies.

**Section 5.** Meetings of the Executive Board of Directors shall be held on the day prior to the general region meeting, unless otherwise ordered. Special meetings of the Board may be called by the director or by any three members of the board, one of whom shall be an elected officer. In extremity, the Region Director may poll the Executive Committee by phone.

**Section 6.** The quorum for all Executive Board of Directors meetings shall be 51% of its members and must include four (4) of the elected officers.

## **ARTICLE VII EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall be composed of the elected officers of the Region.

**Section 2.** The Executive Committee shall have general authority over the Region between meetings, (any action taken by the committee shall be reported at the next region meeting), and shall perform other duties specified in these bylaws and the standing policies.

**Section 3.** Meetings of the Executive Committee shall be held as necessary between meetings of the Region Board.

**Section 4.** The quorum of the Executive Committee shall be a majority of its members.

## **ARTICLE VIII COMMITTEES**

**Section 1.** The standing committees of the Region shall be Audit, Bylaws, Communications, Community Outreach, Exhibit, Fund Raising, Historian, Newsletter, and Workshop.

**Section 2.** The Region Director shall appoint all standing committee chairmen and any other standing and ad hoc committees, except the nominating committee, as needed. Committee appointments shall be approved by the Executive Committee. The Director shall announce said appointments at the first region meeting following the election or as germane.

**Section 3.** Special committees or additional standing committees shall be appointed by the Region Director as the region of the board of directors deems necessary.

**Section 4.** The Region Director shall be an ex officio member of all committees except the nominating committee.

## ARTICLE IX FISCAL POLICIES

**Section 1.** The fiscal year shall be from January 1 through December 31.

**Section 2.** The books and accounts of the Region shall be kept in accordance with sound accounting practices. Region financial records shall be audited each year, either professionally or by an audit committee appointed by the region director. The Treasurer shall furnish EGA and the Greater Pacific Region Director with a report of the finances of the Region by February 15 of each year.

**Section 3.** No one may profit from membership in the Region by sales, or solicitation of sales, at EGA meetings or workshops; however the Region may contract with members in their professional capacities.

**Section 4.** Annual Budget

- a. The region shall prepare and present a budget to the membership for approval no later than the meeting prior to the effective date of the budget.
- b. The board of directors and/or the executive committee shall not spend any non-budgeted funds in excess of \$2000 during the fiscal year. The region may approve an expenditure in excess of this amount provided:
  1. The membership is notified in writing at least thirty days prior to the meeting at which the vote is taken.
  2. The written notice shall include the amount and purpose of the expenditure.
  3. The approval is by a two-thirds vote of the members present at the Region Meeting.

**Section 5.** Donations of monies by the Region may be made to any organization which is in compliance with Section 501 (c)(3) of the United States Internal Revenue Code and which the region, by a two-thirds vote, has designated as the recipient. Notice of such a proposed donation shall be submitted to the members in writing at least thirty days prior to the meeting at which such vote is taken.

**Section 6.** In the event of dissolution of the Region, all its assets and funds remaining after payment or provision for payment of all debts and liabilities of the Region shall be distributed to one or more organizations which have been in existence for a period of two years, which are in compliance with Section 501(c)(3) of the United States Internal Revenue Code, and which the Region has designated as a recipient by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty days prior to the meeting at which such a vote is to be taken.

**Section 7.** Indemnification of directors or officers, see attached sheet.

## ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the Region in all cases applicable and in which they are not inconsistent with the Region bylaws, bylaws of The Embroiderers' Guild of America, Inc., any special rules of order the

