

**AMENDED AND RESTATED BYLAWS
OF
NORTH GEORGIA KNITTING GUILD
OF
THE KNITTING GUILD ASSOCIATION
December, 2013
AMENDED AND RESTATED
September, 2015
ARTICLE I NAME
AND PURPOSE**

1. This organization shall be known as the **NORTH GEORGIA KNITTING GUILD (“Guild”)** of **THE KNITTING GUILD ASSOCIATION** and shall be affiliated and recognized by same.

2. General Purpose. The Guild is organized and operated for the following general purposes:

a) Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of § 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.

b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of Georgia, which are consistent with the preceding paragraph.

c) The Guild shall not engage in the business of making its social and recreational activities, or any facilities acquired in the future, available to the general public. Further, the Guild shall not make any solicitation of the general public to utilize club facilities should such facilities be acquired in the future.

d) The Guild is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Guild and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or other private individual. The Guild shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Guild is organized.

e) No substantial part of the activities of the Guild shall consist of attempting to influence legislation, by propaganda or otherwise. The Guild shall not participate or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Specific Purposes. The specific purposes of the Guild include, without limitation, the following:

a) Social. Provide members with an opportunity to commingle with other members who share an interest in the hobby of knitting;

b) Education. Educate and assist members in the advancement of their knitting skills and creativity through the exchange of ideas with fellow members as well as through educational workshops and presentations provided by the Guild; and

c) Charity. Provide members with an opportunity to utilize their skills and interests in the hobby of knitting for the betterment of the community through charitable endeavors.

ARTICLE II MEMBERSHIP

1. Qualifications For Membership. The members of the Guild shall consist of such persons as:

a) Apply for membership on a form approved by the Board of Directors;

b) Subscribe to the purposes and goals of the Guild;

c) Agree to abide by the Bylaws of the Guild as amended from time to time; and

d) Make payment of dues.

2. The Guild may not form a cooperative in order to obtain a business license or a tax number for the purpose of buying knitting supplies at a wholesale price.

3. All members of the Guild are encouraged to be members of THE KNITTING GUILD ASSOCIATION. (TKGA)

4. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Guild. Cessation of membership shall operate as a release and assignment to the Guild of all right, title and interest of any member, but shall not affect any indebtedness of the Guild to such member.

5. Removal From Membership/Office. Any Board Member who violates any provision of the NGKG bylaws that may endanger the legal and/or non-profit status of the Guild is subject to expulsion from the Board by a majority vote of the NGKG Board. Further, a Board member may be removed from their office by a majority vote of the Board members should it be determined that the Board member in question is not fulfilling the duties of the position. This would include performing tasks associated with the position as well as regular, frequent attendance at monthly and quarterly Board meetings. Board members are expected to attend at least 60% of the

schedule Board meetings.

ARTICLE III BOARD OF DIRECTORS and DUTIES

1. The local management of the affairs of the organization shall be vested in a Board of Directors (“Board”). The Board shall be composed of annually-elected officers and annually-elected chairmen of the standing committees. The Board shall set local policy.
2. The Board shall meet at such time and places, as the President of the Guild shall direct, or at the call of any three (3) other members of the Board.
3. A majority of the Board shall constitute a quorum for transaction of business at any meeting.
4. A vacancy in office shall be filled by the board, in consultation with the President and the approval of the general membership present at the next monthly Guild meeting. The officer so elected shall serve only until the next general election.
5. Special Meetings. Special meetings of the Board of the Guild may be called from time to time by any three (3) members of the Board. Meetings shall be in person, by telephone, or other electronic means.
6. The Board shall meet at least once a month as deemed necessary by the President.
7. Presumption of Assent. A director who is present at any meeting of the directors, or a committee thereof of which the director is a member, at which action on a corporate matter is taken, is presumed to have assented to such action unless a dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as the secretary of the meeting before or promptly after the adjournment thereof. A director who is absent from a meeting of the Board, or a committee thereof of which the director is a member, at which any such action is taken is presumed to have concurred in the action unless the director files a dissent with the Secretary of the Guild within a reasonable time after obtaining knowledge of the action.

ARTICLE IV OFFICERS and DUTIES

1. **Officers.** The Officers of the guild shall be: President, 1st Vice President, Vice President of Programs, Vice President of Workshops, 1st Vice President of Communications-Web Design, 2nd Vice President of Communications-Newsletter Editor, Vice President of Membership, Secretary, and Treasurer, and Director of Special Events. These elected officers shall comprise the executive committee of the board. The members are permitted to elect more than one Officer or Vice President to serve co-terminously as Co-Officers and/or Co-Vice Presidents. Terms of office for each officer shall be for one (1) year.
2. The President shall preside at all meetings of the membership, all meetings of the Board and shall be an ex-officio member of all committees established by the Guild except the

audit committee and the nominating committee. The President, with the advice and consent of the Board, shall appoint all standing committee chairmen. The President, upon the advice and

consent of the Board, shall be authorized to sign any and all communications between the Guild and THE KNITTING GUILD ASSOCIATION. The President is authorized to sign checks in the absence or inability of the Treasurer. The President shall perform all other duties usually pertaining to the office.

3. The 1st Vice President shall serve side-by-side with the President so as to prepare for the position of President the following year. The Vice President shall also serve in the absence of the President.

4. Each Vice President shall serve as chairman of his/her respective committees.

a) **Vice President Programs:** Source, plan, and coordinate the programs that take place during the monthly meetings of the organization. Coordinate programs w/VP Workshops.

b) **Vice President Workshops:** Coordinate w/VP Programs for workshops, plan & organize member workshops, plan & organize member field trips, retain Knit-in host's information for newsletter & website.

c) **First Vice President Communications – Web Design:** Develop and maintain the upkeep of North Georgia Knitting Guild website, manage web calendar, acquire & maintain files for all hyperlink and listing authorizations from third party sources.

d) **Second Vice President Communications – Newsletter Editor:** Shall seek and compile entries from committees and members for the bi-monthly newsletter on knitting, knitting news and events, and prepare monthly newsletter, shall communicate with all committees for timely submittal of news copy, distribute newsletter via email or regular mail no later than 4 days prior to monthly meeting.

e) **Vice President Membership:** Shall answer inquiries about the organization received by phone, letter, email or website, collect dues – give to Treasurer, verify membership applications completed properly, prepare name badges and membership cards for members, maintain database of members, shall keep an accurate and annual list of members in good standing, together with their current addresses, prepare directory, carry out all necessary correspondence to foster and encourage membership.

5. **The Secretary** shall keep minutes of all proceedings at meetings of the membership and the Board. The Secretary shall take care of correspondence at the direction of the President. The Secretary shall, by January 31st, advise THE KNITTING GUILD ASSOCIATION of any changes in purpose, name or mailing address. The Secretary shall advise TKGGA of the names and mailing addresses of the newly elected officers. The Secretary shall have a record of all past elected officers and charter members on file. The Secretary shall also maintain and protect a file of all official and legal documents of the Guild. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

6. Treasurer. The Treasurer shall have custody of all Guild funds; keep full and accurate accounts of all receipts and disbursements of the Guild, an inventory of assets, and a record of the liabilities of the Guild; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Guild as directed by the President and the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President and by the Board of Directors.

The Treasurer shall present a statement of the current financial condition at all monthly meetings of the Board and Guild membership and in the newsletter. The Treasurer will submit an annual report at the December meeting. At this time the Treasurer's records will be submitted to the Audit Committee. In the absence or inability of the Treasurer, the President is authorized to sign checks. The monthly Treasurer's report shall be on file with the President prior to the monthly meeting.

Financial Accounts. The Guild may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Guild purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Guild, shall be signed by such officer(s) or agent(s) of the Guild, and in such manner, as is determined by the Board of Directors from time to time.

7. Director of Special Events: Plan and organize, in coordination with other officers and Committee Chairs as appropriate, those special events proposed at the beginning of the calendar year during establishment of the annual budget and approved by majority of the voting positions of the Board.

8. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Guild 's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Guild and to pay reasonable compensation for services and expenses thereof.

ARTICLE V COMMITTEES

1. Committee Powers. Committees of the Guild shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Guild or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee

has the power to do any of the things a committee is prohibited from doing under the Georgia Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

2. Limitations. Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Guild or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Guild. With regard to approved purchases of goods or services and/or the collection of funds related to a Board Member's assigned duties, the currently effective NGKG Policies & Procedures document shall constitute "prior written consent".

3. The Guild shall have the following standing committees: Shop Liaison, Hospitality and Welcoming, Community Service and Charity, Librarian, and Historian and Member Shop Liaison . The chairperson of each standing committee shall be elected by the membership. Committee chairman may appoint committee members.

4. The duties of each standing committee shall be as defined by the Executive Committee.

5. Special Committees shall be as follows:

(a) An audit committee consisting of three (3) members is to be appointed by the President in December and their report is to be adopted at the March meeting.

6. Additional special committees may be appointed by the President upon advice and consent of the Board as the need arises. Special committees shall cease to exist when their work is completed.

ARTICLE VI LIABILITY OF DIRECTORS AND OFFICERS

No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

ARTICLE VII DUES

1. The Board shall be charged with the responsibility of establishing annual dues for its members.

2. The annual dues shall be payable on or before January 31st for the calendar year. Beginning in 2013, members joining for the first time during the months of September, October, and

November shall pay a pro-rated amount. New members joining in December will pay the normal amount, granting them membership until December 31st of the following year.

3. Renewals. A member renewing membership must pay dues no later than January 31 in order to be eligible for continued membership benefits.

4. Paid members shall receive the monthly newsletter, shall be eligible to borrow books and other media available from the Guild Library, and shall have access to the password-protected Members Only section of the web site <http://www.northgeorgiaknittingguild.com>. Paid members shall be given advance notice of workshops, field trips, and special events. Paid members shall be eligible to hold office and to vote in business matters at monthly meetings and in elections at the Annual Meeting.

5. Prospective members may attend two meetings as a guest before being required to pay dues.

6. TKG Individual Dues. Each member is responsible for payment.

ARTICLE VIII MEETINGS

1. Annual Meeting. The annual meeting of the Board of Directors shall be in January of each year. The purpose of the annual meeting is for the annual reporting of the officers and committee chairpersons for the consideration and approval of changes in the year's schedule of Special Events, and for the creation of the yearly budget.

2. General Meetings: The meeting schedule of North Georgia Knitting Guild is as follows: January, February, March, April, May, June, July, August, September, October, November, December. The Guild will meet on the third Thursday of each month unless there is a conflict.

3. Quorum. Thirty percent (30%) of the members of the Guild currently in good standing shall constitute a quorum for a regular meeting of the members. The Secretary is to verify if a Quorum of 30% of the members in good standing are present before any business or voting takes place.

4. Voting. Each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands or by written ballot. Voting members shall have no right to cumulate their votes. All issues to be voted on shall be decided by a simple majority of those members present at the regular meeting in which the vote takes place if a Quorum is present. If a Quorum is not present, the issue may be circulated for a vote by email to the members. A vote by email shall be decided by a simple majority of those members voting so long as the total number of votes cast would constitute a Quorum.

ARTICLE IX

ELECTIONS

1. The Guild shall organize a nominating committee of three (3) at the September meeting for the purpose of nominating officers of the Guild for the next annual term. The nominating committee will elect its own chairperson. The nominating committee shall be prepared to present its proposed slate of officers no later than the October meeting of the Guild membership.
2. The annual election of officers shall occur no later than the November membership meeting.
3. The newly elected officers of the Guild shall take office on January 1.

ARTICLE X METHOD OF AMENDING THE BYLAWS

These bylaws may be amended, repealed or altered in part by a two-thirds (2/3) vote of those members present at a scheduled meeting that has a Quorum. If a Quorum is not present, the issue may be circulated for a vote by email to the members. A vote to amend bylaws by email shall be decided by two-thirds (2/3) of those members voting so long as the total number of votes cast would constitute a Quorum. Proposed amendments to the bylaws shall be distributed to all members in good standing one month before voting on the amendments at a regular meeting.

ARTICLE XI PARLIAMENTARY AUTHORITY

Robert's Rules of Order, as revised, shall govern all procedure and parliamentary matters of the Guild meetings.

ARTICLE XII PROCEDURES FOR DISSOLUTION

In the event of dissolution or winding up of this organization, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Guild remaining after payment, or provision for payment, of all debts and liabilities of this Guild, will be distributed only to a charitable organization exempt under Section 501(c)(3), or a fiber-related educational or social club exempt under Section 501(c)(7) of the Internal Revenue Code, or as amended thereafter. The Executive Committee will determine to which organization the funds will be disbursed.

ARTICLE XIII PROHIBITED ACTIVITIES

1. Actions Jeopardizing Tax Status. This organization shall carry on no activities prohibited for an organization exempt from federal income taxes under 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

2. Prohibition Against Sharing in Earnings. No director, officer, employee, committee member, or person connected with the Guild shall receive at any time any of the net earnings or pecuniary profit from the operations of the Guild; provided that this shall not prevent the Guild's payment to any person of reasonable compensation for services rendered to or for the Guild in effecting any of its purposes as determined by the board of directors. Further, Guild revenue generated from nonmembers, if any, shall not be used to the personal advantage of the members(including, but not limited to, reduced dues and improved facilities).

3. In the conduct of all aspects of its activities, including membership, the Guild shall not discriminate on the grounds of race, color, national origin, gender or religious creed.

4. Other Prohibitions. Neither the Guild, nor its directors, nor its officers have any power to cause the Guild to do any of the following with Related Parties:

- a) Make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- b) Sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the Guild, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation or other organization directly or indirectly controlled by the person giving.

ARTICLE XIV EFFECTIVE DATE

These bylaws shall become effective immediately upon approval by the organization. By my signature, I hereby acknowledge receipt of a copy of the by-laws and agree to abide by them.

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Signature Date

Print Member Name