

BYLAWS OF THE GREATER LOS ANGELES SPINNING GUILD
A California Nonprofit Public Benefit Corporation

Article I - Name

The name of this corporation is The Greater Los Angeles Spinning Guild (the "Guild").

Article II- Offices

The principal office of the Guild is located at the address designated from time to time by the Treasurer of the Guild.

Article III - Purposes and Limitations

3.01 Purposes.

The Guild is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The purpose of the Guild is to foster and promote hand spinning and related activities.

3.02 Limitations.

- (a) Political Activity. The Guild shall not engage in political activities.
- (b) Property. Any property, assets, profits and net income of the Guild belong to the Guild and not to the individual members or Officers and shall be used only to further the purposes of the Guild.
- (c) Dissolution. Upon the dissolution of this Guild, after paying all debts and liabilities of the Guild, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for recreational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article 1V - Membership

4.01 Qualifications and Rights of Membership.

There shall be the following classes of members:

- (a) Regular members who shall pay annual dues and may vote on any vote open to the membership.
- (b) Lifetime members who may be so designated at the discretion of the Guild. Lifetime members do not pay annual dues and shall have all the rights and privileges of regular members.
- (c) Other members in such categories as may be determined by the Guild.

4.02 Dues and Fees.

Annual dues are due by November 1 of each year and shall be delinquent if not paid by the beginning of the first Guild meeting held after January 1 of the following year.

Separate fees may be set for workshops or special events.

4.03 Good Standing.

A member is in good standing who is current on dues and whose membership has not been suspended by the Board. A member in good standing shall be entitled to: (1) vote on matters submitted to a vote of the members; (2) borrow Guild equipment and library materials under terms established by the Board; (3) participate in Guild workshops; (4) receive the Guild newsletter; and (5) such other benefits as may become available.

4.04 Termination and Suspension of Membership.

A person's membership shall terminate if he or she resigns, fails to pay dues in a timely manner, or is expelled by the Board. The Board shall have the power to expel or suspend a member. The Board may expel or suspend a member after a good faith determination that the member has seriously breached the rules of conduct of the Guild or has engaged in conduct materially and seriously harmful to the purposes or interests of the Guild. A person whose membership is suspended shall not be a member during the period of suspension.

Absent extreme circumstances, no expulsion or suspension shall take place without two weeks' notice to the member. Notice shall be given by e-mail and by first class mail. The person may then have a chance to explain or rebut any allegations against him or her. The member may appear and meet with the Board to explain or rebut the allegations at a regular or special meeting of the Board, to be held within forty-five (45) days after the date of the notice but in no event to be earlier than twenty (20) days after the date of the notice. If the member chooses not to have a face-to-face meeting, the member may instead respond in writing but shall do so within fourteen (14) days of the date of the notice from the Board.

The Board shall decide whether to suspend, expel, or sanction the member, and its decision shall be final.

4.05 Meetings of Members.

Regular membership meetings shall be held on the regularly scheduled date and at the regularly designated place as determined by the Guild unless changed by the Board and announced in advance by the Guild Secretary. Notice of a changed meeting place may be made by e-mail or in the monthly newsletter.

An annual meeting for the purpose of conducting elections and such other business as determined by the Board shall be held each October. However, if the meeting cannot occur in October, the Board shall promptly fix an alternate date, and the Secretary shall notify the members by e-mail or in the monthly newsletter.

4.06 Voting

Members may vote by voice or by ballot, except that voting for members of the Board shall be by ballot. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted. Ballots may be

distributed prior to a meeting and mailed or emailed to a designated Board member and/or may be distributed and turned in at a meeting. Only ballots that are received by the end of the meeting in which voting occurs shall be counted. The Board shall count the ballots at the end of the meeting, and all members who wish to observe may do so. The affirmative vote of a majority of the members voting shall prevail.

The Secretary shall retain the ballots for one year following the date of the voting.

Article V - Members of the Board Officers and Their Duties.

5.01 The Members of the Board (the "Board") shall consist of a President (or Co-Presidents, of so determined by the Guild), Vice President, Secretary, and Treasurer (the "Officers") and non-officer Member(s) at Large. The Treasurer shall determine the number of members in good standing as of the date sixty (60) days prior to the next election. If this number is equal to or less than ten times the number of Officers, no Members at Large shall be elected at the next election. For every full group of ten (10) members more than ten times the number of Officers, one Member at Large shall be elected.

5.02. The duties of the President (or Co-Presidents, if applicable), Vice President, Secretary and Treasurer shall be those usually pertaining to such offices in Robert's Rules of Order. The duties of the Members at Large shall be to advise and assist the Officers. Each member of the Board is entitled to one vote and majority vote shall prevail.

5.03. The Treasurer shall be the custodian of all the funds of the Guild and shall keep an accurate record of the same in accordance with the Guild's fiscal year, which runs from November 1 to October 31.

5.04. The Secretary shall write the minutes and distribute them to the members prior to the monthly meeting. The Treasurer shall keep a record of the members, including the name, address, and status of each member.

Article VI - Administrative (Standing) Committees.

6.01. The Board may from time to time establish and eliminate committees to further the purposes of the Guild.

6.02. The President shall appoint committee chairs. Non-chair committee members may be invited by the chair to join the committee.

Article VII - Election of the Board and Members at Large.

7.01. Nominations Committee.

The President may appoint a committee to select qualified candidates for election to the Board at least sixty (60) days before the date of any election (i.e., by the August meeting if elections take place in October) . If appointed, the nominations committee shall make its report to the Board at least thirty (30) before the date of the election (i.e., by the September meeting if election takes place in October). The Secretary shall forward to each member a list of all

candidates nominated by the committee under this section as soon as practical after the report is made to the Board.

7.02. Nominations by Members From the Floor.

Following submission to the members of any list of candidates under Section 7.01, but not less than thirty (30) days before the date of any election (i.e., by the September meeting if elections take place in October), members may submit additional nominations of willing candidates from the floor.

7.03. Solicitation of Votes.

Members who run for any elected position may communicate to other members their qualifications and reasons for candidacy and may solicit votes.

7.04. Elections.

Elections shall take place at the October meeting or such other meeting as designated by the President. The installation of new officers shall take place at the January meeting following the October election. If the election occurs later than October, the installation shall take place as designated by the President.

7.05. The Board shall serve until the new Board Members are installed.

7.06. In the event a member of the Board shall resign, retire, or otherwise fail to carry out his/her duties, the President (or Co-Presidents acting together) shall appoint another Guild member to serve in the vacated position. If the vacated position is the office of the President or Co-President (or if there are Co-Presidents and they cannot agree on the appointment), the Board shall appoint another Guild member to serve as President or Co-President. Appointees for elected positions shall serve until the next election and installation of new officers.

Article VIII - Indemnification, Insurance and Reimbursement

8.01. To the full extent permitted by law, the Guild shall indemnify the Board and other persons who act with authorization of the Board against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with Guild business.

8.02. The Board shall have the right to purchase and maintain insurance on behalf of the Guild to the full extent permitted by law.

8.03. All members shall be reimbursed for Guild expenses incurred with the approval of the Board.

Article IX - Amendments of the Bylaws

These Bylaws may be amended by a majority of the members present at any regular meeting after having been presented in writing to the membership and read prior to voting.