

MEOW BY-LAWS 2001

ARTICLE 1...NAME

- Section 1.** This Organization shall be incorporated, chartered and function under the name of **MACHINE EMBROIDERERS OF OREGON AND WASHINGTON (MEOW)**.
- Section 2.** This organization shall be nonprofit and comprised of persons interested in the field of sewing machine art.

ARTICLE II...OBJECTIVES

- Section 1.** To encourage and promote interest, knowledge and high ethical standards in creative sewing machine art.
- Section 2.** To share methods, techniques and other ideas pertinent to sewing machine art.
- Section 3.** To operate on a non-profit basis solely for educational and benevolent purposes. It shall be classified as 501 © (07) Oregon State Internal Revenue Code 1980, 65.431(2), Charitable Registry #132598-82, and an assigned IRS Tax identification Number 94-3082092; and exercise the powers enumerated in Chapter RCW 24.03.015, State of Washington Corporation Account #2-405811-7, Unified Business Identifier #601-124-777.

ARTICLE III...MEMBERSHIP

- Section 1.** An active member is one who has paid annual dues as determined by the Board of Directors.
- Section 2.** This organization will allow Honorary members. Honorary members shall not exceed 5% of total membership. Proposed Honorary Award recipient shall meet the following requirements:
 - 1.** Must have been a member of MEOW for ten (10) years or more.
 - 2.** Must have been active in a MEOW Board position four (4) years or more.
 - 3.** Must have been active in a local MEOW Area Group.
 - 4.** Has provided significant leadership and/or inspiration to MEOW.
 - 5.** Has worked "above and beyond" for the betterment of MEOW.
 - 6.** Must be a current member of MEOW.

Procedure: Nominations for Honorary Membership Award will be accepted from any current member of MEOW.

- 1.** A written summary of MEOW activities, including dates when possible, shall be submitted to the Secretary of the MEOW Board of Directors, including the nomination person's current address and phone number.
 - 2.** MEOW Board of Directors will review the nomination at the next MEOW Board meeting after receiving the nominations.
 - 3.** MEOW Board of Directors will vote on the proposed nominations by secret ballot at the next board meeting.
 - 4.** The award shall consist of a certificate and cover letter, waiving annual MEOW dues for one year. The award will be publicly presented at the MEOW Annual Seminar.
 - 5.** The MEOW Membership Chairman will keep a record of Honorary Members in the membership file.
 - 6.** Honorary awards can be revoked, rescinded or extended, upon an annual review by the MEOW Board of Directors.
- Section 3.** Area Groups are made up of MEOW members which meet in geographic areas. Dates and times of the meetings are determined by individual area group members.

ARTICLE IV...DUES AND MEMBERSHIP

- Section 1. Membership shall be open to anyone interested in sewing machine art.**
- Section 2. The amount of dues shall be reviewed and determined annually by the Board of Directors.**
- Section 3. Dues shall be paid annually by September 1.**
- Section 4. New members joining after September 1 may attend 2 meetings before joining.**

ARTICLE V...EXECUTIVE OFFICERS

- Section 1. The Executive officers of the Corporation will be President, Vice-President, Secretary, and Treasurer.**
- Section 2. All Executive Officers shall be elected for a period of two (2) years, to be installed at the annual General Meeting with their term of office to begin September 1st and ending on August 31st. The Vice-President and Secretary would be elected in the odd years , and the President and Treasurer elected in even years.**
- Section 3. No Executive Officer may serve consecutively in the same position more one two year term.**
- Section 4. A qualified candidate for the executive office of President and Vice-President shall be an active member in good standing who has served on the Board of Directors.**
- Section 5. A vacancy of the President shall be filled for the remaining term by automatic advancement of the Vice-President.**
- Section 6. Vacancies in offices other than President shall be filled for the remaining term by appointment, by the President, with the approval of the Board of Directors.**
- Section 7. Any Executive Officer missing two (2) consecutive board meetings and/or nonperformance of duties may be replaced by a qualified member for the remaining term of offices. Such appointments shall be made by the President with the approval of the Board of Directors.**

ARTICLE VI...DUTIES OF THE EXECUTIVE OFFICERS

- Section 1. PRESIDENT. It shall be the duty of the President to preside at all General Membership and Board Meetings, and to perform such other duties as are customary functions of the office.**
 - The President shall:**
 - a. Appoint any special committees authorized by the Board of Directors and to serve without a vote on said committees**
 - b. Sign organization checks, as directed by the Board of Directors, in the absence of the Treasurer.**
 - c. Appoint a committee to review the Treasurer's books annually in the month following the end of the fiscal year and submit a report to be placed in the following newsletter.**
 - d. Appoint chairman for the Spring Seminar.**
 - e. Appoint the Nominating committee chairman for the Board of Directors.**
 - f. Appoint the Newsletter Editor with the approval of the Board of Directors.**
- Section 2. VICE-PRESIDENT. It shall be the duty of the Vice-President to:**
 - a. Act for the President in her/his absence.**
 - b. Communicate to the area groups all pertinent decisions made by the Board of Directors and act as the contact person between the area groups and the Board of Directors.**
 - c. Oversee communications between State Directors and area groups.**

- Section 3. SECRETARY.** It shall be the duty of the Secretary to:
- a. Record and maintain correct minutes of all meetings.
 - b. Distribute a copy to each board member within one week.
- Section 4. TREASURER.** It shall be the duty of the Treasurer to:
- a. Receive, identify, and deposit all funds in a bank approved by the Board of Directors.
 - b. Pay promptly all items previously approved by committee chairman and/or the Board of Directors.
 - c. Keep a balance sheet, correct to date and report on the financial status of the organization at each Board meeting and at the General meeting of the membership.
 - d. Keep a record of the annual report to be filed with the states of Oregon and Washington to keep the incorporation of the organization in effect, filing such reports and paying any fees necessary.
 - e. File any required IRS forms in a timely fashion.

ARTICLE VII...DIRECTORS.

- Section 1.** There shall be a maximum of ten (10) members on the Board, one half from Washington State and one half from Oregon State.
- Section 2.** At the time of Election of officers, half of the Directors from each State shall be elected to two (2) year terms.
- Section 3.** Any member in good standing shall be eligible to be nominated as a Director.
- Section 4.** It shall be the duty of the Directors to head special committees appointed by the President and to attend all Board of Directors meetings.
- Section 5.** Any Director missing two (2) consecutive Board meetings and/or non-performance of duties may be replaced by a qualified member at the discretion of the Board of Directors.
- Section 6.** Shall assist in the communication with assigned Area Groups and report to the Vice-President in a timely manner.

ARTICLE VIII...BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall consist of four (4) Executive Officers, a maximum of ten (10) Directors, the appointed Newsletter Editor, the appointed Seminar Chairmen, and the appointed Membership Chairman.
- Section 2.** The Board of Directors shall:
- a. Hold regular meetings, at least four (4) times a year at a time and place to be determined by the current Board of Directors.
 - b. Both incoming and outgoing board members shall attend the next regular meeting held after the Seminar.
 - c. One half of the Board membership plus one (1) shall constitute a quorum.
- Section 3.** The Board of Directors shall:
- a. Foster the objectives, principals, and ideals of the organization as stated in these by-laws.
 - b. Conduct the routine business of this organization and direct its affairs.
 - c. Approve/Disapprove a member nominated by the President to fill vacancies on the Board of Directors until the next election.
 - d. The members of the Board, specified in ARTICLE VII, Section 1, shall have voting privileges.

ARTICLE IX...GENERAL MEETING AND QUORUM

- Section 1. This organization shall hold an annual general meeting to coincide with the Spring Seminar.
- Section 2. A majority of the organization members in attendance at the meeting shall constitute a quorum.

ARTICLE X...POLICIES

- Section 1. MEOW shall be non-profit, non-partisan, and non-sectarian.
- Section 2. Area Groups shall abide by MEOW By-Laws and Standing Rules, and adhere to the objectives, principals and ideals as stated herein.
- Section 3. All official correspondence shall be written on MEOW letterhead and envelopes. No additional business names and addresses are permitted.

ARTICLE XI...PARLIAMENTARY AUTHORITY

This organization shall be governed by Robert's Rules of Order Newly Revised when they are applicable and at such times as they are not inconsistent with the By-Laws, Standing Rules or special rules of order for the organization.

ARTICLE XII...ELECTIONS

- Section 1. The Nominating committee shall be appointed by the current President and will include representative of both states.
- Section 2. The Nominating committee chairman shall present the Nominating Committee's proposed slate of officers and directors to the Board of Directors for approval prior to making up the ballot.
- Section 3. Election shall be determined by a simple majority of votes on Returned ballots.
- Section 4. The ballots shall be counted by three members of the Nominating Committee and retained until approved by the Board of Directors. The results of the election are to be printed in the following Newsletter. Officers and Directors will be installed at the Spring Seminar with the term beginning September 1.

ARTICLE XII...AMENDMENT

These By-Laws may be amended by a two-thirds (2/3) majority vote of the returned Ballots.

- Section 1. The proposed amendments shall be submitted in writing to the Board of Directors.
- Section 2. The general membership will be notified of proposed amendments Or changes in the existing amendments in the Newsletter.

ARTICLE XIV...STANDING RULES

- Section 1. Standing Rules may be noted on by the Board of Directors and Approved by a two-thirds (2/3) majority at any regular Board meeting.

ARTICLE XV...INDEMINIFICATION

To the full extent permitted by the Washington and Oregon Non-profit Corporation Act, the corporation shall indemnify any person who was or is a party or is threatened to be a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the corporation or otherwise) by reason of the fact that he is or was a director or officer of the corporation or is or was serving at request of the corporation as a director or request of the corporation as a director or officer of another corporation,

against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit or proceeding; and the Board of Directors may, at any time, approve indemnification of any other person which the corporation has the power to indemnify under the Washington Non-profit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled to as a matter of law or contract. This indemnification is now required by law for Non-profit organizations.

These By-Laws were voted on and approved at the formation of the Machine Embroiders of Oregon and Washington (MEOW) May 31, 1988, by the 20 members present, and became effective May 31, 1988.

Amendments to the By-Laws were approved by a vote of the membership and the board of Directors and became effective April 2, 1990.

Amendments to the By-Laws approved by a vote of the membership and the board of Directors and became effective October 25, 1990.

ARTICLE II, Section 3 and ARTICLE XV were added to the By-Laws as required by law, April 10, 1991 by the board of Directors. No vote is required by the membership.

ARTICLE XII, Section 4 was amended and approved by vote of the membership in annual elections and became effective April 1992.

ARTICLE IV, Section 3 and 4 were amended and approved to change dues year to coincide with fiscal year on January 13, 1995.

ARTICLE VII, Section 1 and ARTICLE VLLL, Section 1 were amended and approved by vote of the membership June 1, 1996.

Amendments to the By-Laws in ARTICLE V, Section 2 and Section 3, and ARTICLE VIII, Section 1 and the addition of 'd' to Section 3, were approved by a vote of the membership and the Board of Directors, and became effective February 1, 1997.

ARTICLE II, Section 1, ARTICLE IV, Section 4, ARTICLE VI – c and Section 3-b were amended, ARTICLE VI, Section 2 – c was added, ARTICLE II, Section 4 and ARTICLE IV, Section 5 were deleted by a vote of the membership and the Board of Directors and became effective July 28, 2001.