

**Conference of Northern California Handweavers, Inc.**  
**BYLAWS**

**Revision Adopted May 1, 2004**

**ARTICLE I – Name**

The name of this Corporation shall be "Conference of Northern California Handweavers, Incorporated."

**ARTICLE II – Purpose**

**Section 1.** The primary purpose of the Corporation is to provide education to the general public in the craft of weaving and to further and stimulate public interest in and appreciation of the work and art of handweaving.

**Section 2.** To achieve its purpose, the Corporation intends to:

- a. Obtain, provide and make available handweaving exhibits to the end that the artistic level of the craft may be raised.
- b. Aid and encourage prospective weavers in the general art of handweaving.
- c. Conduct and assist in conducting any and all lawful projects and programs which have the foregoing endeavors and objects in the northern part of the State of California; that is, that area which lies north of the Tehachapi Mountains in the State of California or in the northern part of Nevada.

**ARTICLE III – Membership**

**Section 1. Membership Eligibility** - Any handweaving guild in Northern California, in the area north of the Tehachapi Mountains or in the northern part of Nevada, that has functioned as a guild for at least one full year, and receives the endorsement of the Advisory Council shall be eligible for membership subject to approval by a vote of two-thirds of the Guild Liaisons.

**Section 2. Written Agreement** - An authorized representative of each handweaving guild must sign an agreement that the guild will abide by the bylaws before it shall be entitled to any of the rights and privileges of membership.

**Section 3. Member Guild Voting Privilege** - Each member guild shall be entitled to one vote to be cast by a duly authorized representative. (See Article VI – Guild Liaisons.)

**Section 4. Majority Rule** - Matters being voted upon will be decided by a majority of voting members present unless the law, the Articles of Incorporation or these Bylaws require a greater number for decision.

**Section 5. Guild Areas** - Member guilds shall be assigned to one of the following areas upon recommendation of the Advisory Council and approval by the Guild Liaisons.

- Area 1: South Bay Guilds
- Area 2: Central Valley Guilds
- Area 3: San Francisco and East Bay Guilds
- Area 4: Sacramento Valley Guilds
- Area 5: North Coast Guilds

**Section 6. Guild Participation** - Each member guild is expected to participate in annual conferences. Guild participation shall be determined by the Annual Conference Committee, which may ask guilds to assume responsibility for one or more activities like the following: the exhibit of work by guild members, the sponsorship of a conference event or exhibit, the provision of volunteer labor for designated conference jobs.

- a. Non-participation for two consecutive years in annual conferences shall result in suspension of membership in this Corporation.  
Sponsoring guilds do not have to display in the year they conduct the Conference to maintain their membership status in CNCH, Inc.
- b. A guild, when suspended, may regain membership upon reapplication following provisions of Sections 1 & 2 of this Article.

**Section 7. Debt Liability** - Member guilds are not liable for the debts, liabilities or obligations of the Corporation.

**Section 8. Dues** - There shall be no regular membership dues unless assessed by a vote of two-thirds of the Guild Liaisons at a regular meeting.

**Section 9. Associate Members** - There shall be two categories of Associate Membership: Business Associate Membership and Individual Associate Membership. These shall be non-voting memberships. Associate Members shall be entitled to all other privileges of guild members. Associate Membership dues, if any, shall be assessed by the Advisory Council.

## **ARTICLE IV – Corporate Powers**

The corporate powers of this Corporation shall be vested in a Board of Directors, hereinafter referred to as the Advisory Council.

## **ARTICLE V – Advisory Council**

**Section 1. Purpose** - The Advisory Council shall conduct the business of the Corporation, make reports to the Guild Liaisons and make such other reports as required by law.

**Section 2. Voting Members** of the Advisory Council of the Corporation are two representatives from each of the five Guild Areas. These Advisors either shall be the Chair and Co-Chair of the most recent past conference in their Area or shall have served on the core committee of a conference from that Area. If this requirement cannot be met, an Advisor shall be chosen in the same manner as a Conference Chair. Voting membership of the Council shall be kept at 10, and equal representation from all areas shall be maintained.

**Section 3. Alternative Advisors** - At the beginning of their term, the Advisors for a Guild Area shall designate an Alternate Advisor to attend meetings and vote when a regular Advisor for their Area is absent. An Alternate Advisor shall have the same qualifications as a regular Advisor.

**Section 4. Ex-Officio Members** - The Advisory Council may include non-voting, ex-officio members like the Administrative Assistant, the *CiNCH Notes* Editor, the Web Site Manager, Alternate Advisors and the Chairs and Co-Chairs of coming conferences.

**Section 5. The Chair** of the Advisory Council rotates among the five Guild Areas. The Chair shall be an Advisor with three or more years of service on the Council. The Chair shall:

- a. Plan and conduct all meetings of the Advisory Council and Guild Liaisons;
- b. Notify Advisors from the Area next scheduled to conduct an annual conference to initiate action by representatives of member guilds in that Area to select their upcoming Conference Chair.

**Section 6. The Secretary** shall be a designated member of the Advisory Council. The Secretary shall oversee the following duties:

- a. Maintain the minutes of the Advisory Council and the Guild Liaison Meetings;
- b. Provide copies of Advisory Council minutes to Council Members;
- c. Provide copies of Guild Liaison Meeting minutes to member guilds and Advisory Council members;
- d. Maintain all Corporation records as required by law.

**Section 7. The Treasurer** shall be a designated member of the Advisory Council. The Treasurer shall oversee the following duties:

- a. Keep and maintain Corporation funds;

- b. Maintain all fund records and preserve audited financial records from annual conferences as required by State and Federal guidelines;
- c. Make reports as required by law;
- d. Maintain an inventory of CNCH, Inc., property.

**Section 8. Fund Disbursement** - Funds shall be disbursed by the Treasurer or the Chair of the Advisory Council for expenses of the Corporation authorized by the Advisory Council.

**Section 9. Compensation and Reimbursement** - Advisors shall serve without compensation except that they shall be allowed and paid actual mileage at the Internal Revenue Service-approved rate plus an honorarium in an amount to be decided by majority vote of Advisors present for each scheduled Advisory Meeting. In addition, they shall be allowed reimbursement for expenses incurred in performance of their duties authorized by the Advisory Council.

**Section 10. Debt Liability** - Advisors are not personally liable for the debts, liabilities or other obligations of the Corporation.

## **ARTICLE VI – Guild Liaisons**

**Section 1. Selection** - Each member guild shall select two representatives to attend Guild Liaison Meetings and act as liaison with other guilds and the Advisory Council. One of these representatives shall serve as the Guild Liaison; the other shall assume the duties of Guild Liaison whenever that person is unable to fulfill the duties listed below. The Alternate Guild Liaison may be the Guild President or any other member selected by the Guild President.

**Section 2. The Duties of the Guild Liaison** shall be to:

- a. Consider and vote upon all matters generally affecting the Corporation;
- b. Act as liaison officer between the Corporation and the member guild represented, present guild recommendations for action at Liaison Meetings and give full reports on all Corporation and Conference activities to the guild;
- c. By October of each year, provide the Advisory Council with the following items: a current roster of guild officers and members, current information on meeting times and places, and payment of a voluntary monetary contribution per member for the support of CNCH, Inc., activities.

**Section 3. The Duties of the Alternate Guild Liaison** shall be to:

- a. Attend Liaison Meetings;
- b. Assume the duties of the Guild Liaison in the absence or inability of the Guild Liaison to act.

## **ARTICLE VII – Committees**

Committees may be established as needed by the Advisory Council or by the Guild Liaisons.

## **ARTICLE VIII – Meetings**

### **Section 1. Advisory Council Meetings:**

- a. The Advisory Council shall meet prior to Guild Liaison Meetings in a location chosen by the Advisory Council Chair.
- b. A quorum of the Advisory Council shall consist of seven Advisory Council members.
- c. Matters being voted upon will be decided by a majority of voting members present unless the law, the Articles of Incorporation or these Bylaws require a greater number for decision. In the event of a tied vote, the Chair will cast the tie-breaking vote.
- d. Any representative of a member guild or member of a member guild has the right to appear before the Advisory Council to voice a complaint, question an action or propose new action. The request to appear must be submitted in writing to the Chair of the Advisory Council prior to the meeting.

### **Section 2. Guild Liaison Meetings**

- a. Two Guild Liaison Meetings shall be called each year by the Advisory Council, one in the fall and one in conjunction with the annual conference.
- b. A quorum of the Guild Liaison Meeting shall consist of two-thirds of the Guild Liaisons. A roll call shall be taken to determine if a quorum is present.
- c. Failure of a guild to be represented at three consecutive Liaison Meetings can result in suspension of membership in this Corporation. When suspended, a guild may regain membership following provisions of Article III, Sections 1 & 2.

**Section 3. Special Meetings** may be called to consider business of extraordinary or urgent need.

- a. A special meeting may be called by the Advisory Council Chair, by action at the Liaison Meeting, or upon written request by at least one member guild from three or more Guild Areas.
- b. Not less than 15 days written notice shall be given of these meetings to member guilds.

**Section 4. Annual Meeting** - There shall be an annual meeting of the Conference of Northern California Handweavers, Inc., during the spring of each year. It shall rotate in order among the five Guild Areas.

**Section 5. Liaison Voting** - When deemed appropriate by the Advisory Council Chair, any action presented at a Guild Liaison Meeting may be voted upon by return of an official ballot or post card by a guild representative within a specified period to a designated member of the Advisory Council.

**Section 6. Access to Meetings** - All meetings of the Advisory Council, the Liaisons and committees are open to members of member guilds. Participation of guests shall be at the discretion of the presiding officer.

**Section 7. Parliamentary Procedures** - Except where inconsistent with the rules, bylaws or policies of the Conference of Northern California Handweavers, Inc., or with the laws of the State of California, the parliamentary procedures governing meetings of the Advisors, Liaisons and committees shall be by *Robert's Rules of Order, Newly Revised*.

## **ARTICLE IX – Financial Matters**

**Section 1. A Reserve Fund** sufficient to cover pre-conference expenses shall be established and administered by the Advisory Council.

**Section 2. Pre-conference Expenses and Surplus Income** - Prior to each annual conference, the Treasurer of the Advisory Council shall advance money from Corporation funds to the upcoming Conference Chair to be used for pre-conference expenses. The amount shall be approved by the Advisory Council. Any surplus income from the annual conference shall be returned to the Corporation Treasurer.

**Section 3. Conference Chair Expense Money** - Prior to annual conferences, the Treasurer of the Advisory Council shall advance money from Corporation funds to the next annual Conference Chair to be used for the expenses of the Conference Chair. The amount shall be approved by the Advisory Council. These funds need not be returned to the Corporation.

**Section 4. Insurance** - The Advisory Council shall carry basic minimum public liability and property damage insurance for the Corporation. This does not cover guild and other exhibits.

**Section 5. Property Loss or Damage** - Neither the Conference of Northern California Handweavers, Inc., nor the Conference Committee assumes any responsibility for losses or damage to materials or properties of exhibitors or participants by fire, theft or any other cause.

**Section 6. Financial records** shall be kept the minimum time required by State and Federal guidelines. These records shall be held by the Treasurer of CNCH, Inc.

## **ARTICLE X – Annual Conference**

**Section 1. An Annual Conference** or other program shall be held in the spring of each year, rotating among the Guild Areas. (For Areas, see Article III, Sec. 5.)

**Section 2. A Conference Chair** shall be selected at least two years in advance at a special meeting of representatives from member guilds in the Area responsible for a conference. The name of the Conference Chair shall be announced at the next Liaison Meeting. The duties of the Conference Chair are to:

- a. Choose a Co-Chair and other working committees from guilds within the Area responsible for a conference;
- b. Plan and direct conference activities and programs with the help of the Co-Chair and the working committees;
- c. Attend Advisory Council meetings, but without a vote;
- d. Serve as a member of the Advisory Council for five years after completion of the Conference.

**Section 3. The Conference Co-Chair** shall assist the Conference Chair, serve in the absence or inability of the Chair to fulfill the duties of that office and shall serve as a member of the Advisory Council for five years after completion of the Conference.

**Section 4. A Conference Secretary** shall be appointed by the Conference Chair and take minutes of each Conference Committee meeting to be included in the Conference records. The Secretary shall provide copies of these minutes and of conference financial reports to Conference Committee members and to members of the Advisory Council.

**Section 5. A Conference Treasurer** shall be appointed by the Conference Chair and shall maintain all Conference financial records and bank accounts. The Treasurer shall make regular reports to the Conference Committee, and copies of these reports shall be included in the minutes of the Secretary.

**Section 6. Guild and Public Participation** - All annual conferences shall be open to the CNCH, Inc., guild members and to the general public. The Conference Committee will set all registration fees and suggested donations.

**Section 7. Vendor Participation** - All commercial exhibitors shall pay fees set by the Conference Committee.

**Section 8. Conference Guests** - Persons who contribute substantially to the program of the annual Conference may be guests of the Conference at the discretion of the annual Conference committee.

**Section 9. Exhibit Responsibility** - All participants in a Conference shall be responsible for their exhibits and materials, including insurance for losses that may be incurred or sustained.

**Section 10. Judging Exhibits** - If Conference exhibits are judged, the rules for judging exhibits adopted by the Liaisons must be followed.

**Section 11. Conference Reports** - Following each annual conference, the Conference Chair shall obtain from each Committee Chair a minimum of three copies of a written report of all business transacted and all expenses incurred. Two sets shall be passed on to the Chairs of two following conferences. The third set is an archival set to be sent on to a designated member of the Advisory Council. Reports should be available by the Advisory Council Meeting following the Conference.

## **ARTICLE XI – Dissolution**

This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under #501(d)(3) of the Internal Revenue Code. If this Corporation holds any assets on trust, such assets shall be disposed of in such a manner as may be directed by the decree of the Superior Court of the county in which this Corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

## **ARTICLE XII – Fiscal Year**

The fiscal year of the Corporation shall begin July 1 and end June 30 each year.

## **ARTICLE XIII – Employees**

The Advisory Council may employ the services of professionals in various areas to assist in carrying out the purposes of the organization. A two-thirds vote of the Advisory Council is required to approve such employment.



## **ARTICLE XIV – Amendments and Standing Rules**

**Section 1. Bylaw amendments** shall be presented in writing to the Guild Liaisons at a Guild Liaison Meeting or by mail at least 60 days before a Guild Liaison Meeting.

**Section 2. Guild Notification** - Guild Liaisons shall report proposed Bylaw amendments to their guilds.

**Section 3. Vote on Bylaws** - At the next regular Liaison Meeting, or at a special meeting called for that purpose, the Bylaws may then be amended by vote of two-thirds of the Guild Liaisons. (For vote by ballot or post card, see Article VIII, Section 5.)

**Section 4. Standing Rules** - The Corporation shall keep a set of procedures and rules describing CNCH, Inc., activities in more detail. Additions and corrections to these standing rules may be changed by a majority vote of member guilds.