
THE GREATER BOSTON KNITTING GUILD LIMITED BYLAWS

Approved March 6, 2024

The Greater Boston Knitting Guild Limited Bylaws

Article I: Name, Purpose, Dissolution

The name of this organization is the Greater Boston Knitting Guild Limited. The Greater Boston Knitting Guild Limited (GBKG or the Guild) is a 501(c)3 non-profit.

The Guild's purpose is to promote learning and practice of the fiber arts, especially the arts of knitting and crocheting, in the Greater Boston area and regionally and nationally, through educational programming and the crafting and donation of items to charities. The Guild's regular meetings (online and in-person) are educational in nature, focusing on fiber arts technique, history, design, and practice. Meetings are open to the public but may require payment of a fee as determined by the Board of Directors. The Guild maintains a significant program in which knitted and crocheted items made by guild members are donated on a regular basis to non-profit organizations for distribution to their clients.

Upon termination or dissolution of the Guild, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or described in any corresponding provision of any successor statute.

Article II: Membership

Section 1: Eligibility for Membership

Membership in the Guild is open to knitters, crocheters and/or any other fiber arts enthusiasts. All levels of experience are welcome from beginners to experts, designers, students/instructors, and related businesses and business owners.

Section 2: Types of Membership

A Personal Membership is held by an individual knitter, crocheter and/or any other fiber artist who has paid their current membership dues and/or any outstanding fees. A Personal Membership is valid for up to one year.

Business Membership is held by those representing a Fiber Arts related commercial venture. A Business Membership is valid for up to one year.

Section 3: Guild Meetings

Guild Meetings are generally held monthly from September through May. Members will be notified prior to the meeting date. Additional workshop and group activities may be offered at any time. The Board of Directors will determine whether meetings will be electronic or in person or a combination thereof and whether they will be fee-based.

Article III: Fees

The Board of Directors shall determine fees for membership, workshops, seminars, etc. and their effective dates to meet the financial needs of the Guild. All fees collected will be recorded and reported by the Treasurer monthly to the Board of Directors.

Article IV: Management

Section 1: Board of Directors and Officers

There shall be an officiating board composed of a President, Vice President, Treasurer and Secretary (the Officers). The President may recommend additional non-Officer Board Members as needed. Any additional non-Officer Board Members shall be approved by a majority of the Board Members. The President, Vice President, Treasurer and Secretary shall be elected by members of the Guild for a term of two years. Procedures for nominating Officer candidates shall be outlined in the Guild operational handbook. To ensure continuity and orderly transitions of office, Officer positions shall be staggered as follows: The President and Treasurer shall be elected in one year and in alternating years from the election of the Vice President and Secretary. Two individuals may serve as Co-Presidents. The Co-Presidents shall share the same responsibilities and duties. Each Co-President shall have one vote on the Board.

The President shall work with the Vice President and with other members of the Board to provide programs and workshops for the general membership. The President shall preside at meetings. The Vice President shall act as President when the President is not available.

The Secretary shall keep a record of each meeting, sending a copy of the record promptly to the President and the Board Members. The Secretary will act as archivist for the Guild.

The Treasurer shall be responsible for processing receipts and expenditures and maintaining the Guild bank account. The Treasurer shall report the state of funds to the board periodically during the year and prepare a formal report to the membership for the Annual Meeting.

The additional appointed Board Members will join the Officers in deciding the plan and procedures for the year and will assume specific responsibilities as determined by the President.

Further descriptions of the roles and responsibilities of the Officers, additional appointed Board Members or committee chairpersons will be detailed in the Guild operational handbook. Duties and procedure in the operational handbook may be modified, as necessary.

Board meetings will be held monthly from September through May. Additional meetings may be convened by the President or at the request of any two Officers. Attendance of fifty-one percent of the Board Members represents a quorum for voting purposes.

Section 2: Position Vacancies

Elected position vacancy appointments will last until the remaining term of service for that office is completed. An appointed position filled due to a vacancy will last until the term of service for that appointed position is completed. At the end of an appointed term of service, the appointed officer may run for election to hold that office or any other office. Recommendations for additional non-officer Board Members may be initiated by any current member of the Board and approved by two thirds vote of Board Members.

Section 3: Committees

The Board of Directors and the President may from time to time establish and eliminate committees to further the purposes of the Guild, including but not limited to an Executive Committee. The Board of Directors and the President will define the objectives and deliverables of the Committees and recruit Committee Members.

The Board of Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, except the power to (a) authorize a petition for the dissolution of the corporation; (b) change the principal office of the corporation; (c) amend these bylaws or the Articles of Organization; (d) elect officers and fill vacancies in any such offices; (e) change the number of the Board of Directors and fill vacancies in the Board of Directors; (f) remove officers or directors from office; or (g) authorize a merger.

Any committee to which the powers of the Board of Directors are delegated shall consist solely of directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the directors. The members of any committee shall remain in office at the pleasure of the directors. The President may appoint committee chairs or in his or her discretion may delegate the selection of a chair to the members of any committee.

The Officers of the Guild shall serve as the members of the Executive Committee. Additional non-Officer Board members may be appointed by the President or the Board of Directors to serve as members of the Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors and the President and subject to the exclusions stated above. Any actions taken by the Executive Committee shall be reviewed and ratified at the next meeting of the Board of Directors.

Section 4: Removal of Board Members or Officers

Any Board Member may be removed by a majority vote of the entire Board of Directors, at any special meeting of the Board of Directors called for that purpose.

Section 5: Membership Voting

The Board will appoint a Voting Coordinator for each voting session. The designated Voting Coordinator cannot be a candidate during the voting period.

Only individuals with personal memberships of the Guild (Personal Members) are eligible to vote. To be eligible to vote, a Personal Member must be in good standing with the Guild and have a current, fully paid membership. When a vote is brought before the Guild Membership, at least 30% of Personal Members in good standing will be considered a quorum. A quorum is the number of Personal Members represented in person or electronically, needed to legally transact Guild business presented to the membership. If the total number of votes recorded is lower than 30% of those eligible to vote, the voting period may be extended by one week (twice). A majority vote of the quorum is required to pass a resolution.

Eligible members must be notified at least two weeks prior to an upcoming vote and voting period. An exception may be made for situations determined to be urgent by the Board.

Section 6: Conflict of Interest

Whenever a Board Member or Officer or Member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion on the matter unless otherwise requested by the Board. If the affected person is a voting Board Member, they will abstain from voting. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Guild to do so.

Section 7: Indemnification

To the extent legally permissible, including to the extent that the status of the Guild as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") is not affected thereby, the Guild shall indemnify each person who may serve or who has served at any time as a Director or Officer of the Guild, or who at the request of the Guild may serve or at any time has served as a Director or Officer of the Guild, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her serving or having served as a Director or Officer (other than (i) a proceeding voluntarily initiated by such person unless he or she is successful on the merits, (ii) a proceeding authorized by at least a majority of the full Board of Directors, or (iii) a proceeding that seeks a declaratory judgment regarding his or her own conduct); provided, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding

not to have acted in good faith in the reasonable belief that his or her action or omission was in the best interests of the Guild. Such indemnification may, to the extent authorized by the Guild, include payment by the Guild of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this Section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification shall be conclusively deemed authorized by the Guild under this Section, if:

(a) the payment has been approved or ratified (i) by at least a majority vote of a quorum of the disinterested Directors or (ii) by at least a majority vote of a committee of two or more disinterested Directors who are selected for this purpose by the full Board of Directors (in which selection interested Directors who are parties may participate); or

(b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Guild) appointed for the purpose by vote of the Directors or in the manner specified in clauses (i) or (ii) of subparagraph (a); or

(c) the Directors have otherwise acted in accordance with the standard of conduct applied under Chapter 180 of the Massachusetts General Laws.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. As used in this Section, an “interested” director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this Section shall affect any rights to indemnification to which Guild employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

Article V: Procedures, Operations

Section 1: Fiscal Year

The fiscal year shall end December 31.

Section 2: Bylaws Changes

Bylaws may be amended by a majority vote of a quorum of the active membership. New bylaws may be established, or current bylaws may be modified to meet temporary or emergency conditions if voted by two thirds of the Board of Directors.

