



## CROCHET GUILD OF AMERICA BYLAWS

September 30, 2022

### **SECTION I ORGANIZATION**

#### 1.1 Incorporation

On the 19<sup>th</sup> day of October, 1995, the Crochet Guild of America (CGOA) was created under the laws of the State of Illinois as a nonprofit 501(c)(3) corporation.

#### 1.2 Name

The name of the association is the Crochet Guild of America, currently incorporated in the State of Ohio. A branded logo is approved as the official logo for the corporation. This logo is the only logo that may be used to represent the official organization and should only be used with approval from the CGOA office. For purposes of these Bylaws the Association will be referred to as CGOA.

#### 1.3 Domain and Fiscal Year

The domain of the CGOA shall be the United States of America, its territories and possessions. The fiscal year of the CGOA shall begin January 1 and end December 31.

#### 1.4 Offices

The principal office and business address of CGOA shall be 8120 N. Lehigh Avenue, Suite 100, Morton Grove, Illinois 60053, or another location designated by the Board of Directors.

### **SECTION II MISSION**

#### 2.1 Purposes

The CGOA is organized for charitable and educational purposes. The mission of CGOA shall be to create an environment which provides education, networking, resources, and a national standard for the quality, art, and skill of crochet through creative endeavors which preserve the heritage of crochet.

#### 2.2 Definitions

Members - A "Member" is an individual or business having Membership status in the Association in accordance with the Articles of Incorporation and these Bylaws.

Board of Directors - The "Board of Directors" is the group of persons vested with the authority and responsibility to manage the affairs of the Association and elected by the members.



## **SECTION III MEMBERSHIP**

### **3.1 Membership Qualifications**

Membership in CGOA is available to persons or firms interested in or actively promoting crochet. CGOA shall not discriminate against any persons or firms interested in joining CGOA based upon race, color, national origin, religion, gender, age, marital status, socioeconomic status, political affiliation, sexual orientation, physical characteristics or disability.

### **3.2 Membership Types**

The CGOA shall maintain five types of memberships: Individual, Professional, Business, Corporate and Honorary, as described below. The CGOA does not discriminate on the basis of race, sex, age, creed, national origin, disability, veteran status or any other characteristics protected by law. It is the responsibility of everyone at CGOA to give this non-discrimination policy full support through leadership and personal example.

#### **Individual**

Any person interested in, or actively promoting, crochet and paying all dues and obligations to the CGOA shall be an Individual member entitled to one vote and to run for office.

#### **Professional**

Any person earning money by the design or selling of crocheted items or the teaching of crochet and paying all dues and obligations to the CGOA may apply for Professional membership in the CGOA. A Professional member meeting the standards set out by the CGOA, upon acceptance by the CGOA, is entitled to one vote and to run for office.

#### **Business**

Any business interested in or actively promoting crochet and paying all dues and obligations to the CGOA may apply for Business membership. A Business member is entitled to one vote cast by an accredited delegate but may not hold office in the CGOA, unless the representative also maintains another type of membership.

#### **Corporate**

Any company or corporation interested in or actively promoting crochet and paying all dues and obligations to the CGOA may apply for Corporate membership. A Corporate member is entitled to one vote cast by an accredited delegate but may not hold office in the CGOA, unless the representative also maintains another type of membership.



### Honorary

The Board of Directors may vote to confer Honorary membership upon any individual who has made an outstanding contribution to the art or practice of crochet. An Honorary member is not entitled to vote or hold office in the CGOA, unless they also maintain another type of membership.

### 3.3 Application for Membership

Members shall agree to comply with these Bylaws and to accept the rights, privileges, duties, responsibilities, obligations and liabilities applicable by law and set forth herein. Application for membership shall be made on a form provided by the CGOA and accompanied by dues for a twelve (12) or twenty-four (24) month period. Applications are subject to verification of eligibility for membership. An applicant found not qualified for admission may reapply upon becoming qualified for admission.

### 3.4 Termination of Membership

Membership shall be terminated: (1) by written resignation from the CGOA, (2) by default in payment of obligations to the CGOA or its components under the conditions prescribed in these Bylaws, (3) by the death of the individual holding the membership, (4) or for good cause as determined by the Board of Directors.

### 3.5 Dues

Dues rates shall be established by the Board of Directors. Dues shall cover a twelve (12) or twenty four (24) month period and shall be due and payable at the anniversary of joining the CGOA. Every member who has not paid dues for the membership year within ninety (90) days of its commencement shall not be in good standing.

## **SECTION IV CHAPTERS**

### 4.1 Names and Domain

Local Chapters, State Organizations and Regional Organizations, termed chapters in these Bylaws, who wish to become members of the CGOA shall adopt a name including "Chapter of Crochet Guild of America". CGOA shall assume no liability for its chapters.

### 4.2 Establishing a Chapter

The CGOA has a process for establishing chapters to allow for members to educate and network with crochet enthusiasts. Chapters shall be recognized by the CGOA upon approval after receipt of a completed chapter affiliation application and fee. All chapter members must be members of CGOA.



#### 4.3 Recognition

Chapters shall adopt practices consistent with these Bylaws and the purposes of which shall be substantially the same as those of the CGOA. Chapters may be unincorporated or incorporated under the laws of the state in which the chapter is located. A listing will be placed on the CGOA website with appropriate contact information.

#### 4.4 Duties

No act of a chapter shall directly or indirectly nullify or contravene any act or policy of the CGOA. Chapters shall not establish qualifications for membership that vary from the CGOA. No chapters shall establish or maintain categories of membership other than as set forth in these Bylaws. No chapter shall limit the rights or privileges of any category of membership as stated in these Bylaws.

#### 4.5 Rights

Chapters may hold their own annual elections and elect a president, vice president, secretary and treasurer on a rotating basis. Chapters may fix and collect annual dues or assessments to cover the cost of their activities.

#### 4.6 Disqualification and Reinstatement

A chapter which fails to comply with these Bylaws may be disqualified as a component of the CGOA by a vote of the Board of Directors, provided the Secretary has given ninety days' notice to the component before such vote is taken. A Chapter which has been disqualified may be reinstated by a vote of the Board of Directors.

#### 4.7 Affiliation Fees

The Board of Directors shall set affiliation fees for chapters. An initial chapter affiliation fee is due with application. A chapter affiliation renewal fee is due each year on January 1 and is not subject to prorating.

### **SECTION V MEETINGS**

#### 5.1 Annual Membership Meeting

There shall be an annual membership meeting of the CGOA for receiving annual reports and such other business as may properly come before the meeting. The time and place shall be determined by the Board of Directors not less than sixty (60) days before the meeting. The CGOA office shall notify members of the time and place at which the meeting will be held.

Full minutes of the annual membership meeting shall be recorded by the Secretary, containing the results of the deliberations of the Active Members and shall be placed in the Association's minute book or other appropriate books and records. The President will report on action items in the quarterly membership newsletter.



### 5.2 Voting at Meetings

Members may vote on issues that come before them prior to the annual membership meeting or during the annual membership meeting.

### 5.3 Quorum

At the annual membership meeting of the CGOA a quorum shall be thirty (30) members and delegates.

### 5.4 Rules of Order

The meetings and procedures of CGOA shall be regulated according to basic parliamentary procedure.

## **SECTION VI BOARD OF DIRECTORS**

### 6.1 General Powers

The governing body of CGOA is the Board of Directors, which has the authority and is responsible for the supervision, control and direction of CGOA. The property, affairs and business of the organization shall be under the care of and managed by the Board of Directors. The President shall be the Association's chief executive officer to carry out the instructions of the Board.

No action of the Board shall be valid unless taken at a meeting at which a quorum is present except any action in which consent in writing is set forth for the action, signed by each Director either before or after such meeting. Meetings may be by conference call or other means of electronic communication.

### 6.2 Composition

The number of directors on the Board of Directors shall be a minimum of five (5) and a maximum of nine (9). The Board of Directors shall consist of the President, Vice President/President-elect, Secretary, Treasurer and one (1) - five (5) members at large.

Board Members must be a member in good standing of the Association for a minimum of three (3) consecutive years and in compliance with the written nominations policy adopted by the Board to be considered for the Board of Directors.

### 6.3 Board Terms

The terms of directors elected by a mail or electronic ballot will be two (2) years in length and commence on the last day of the annual conference. No director may be elected for more than two (2) consecutive full terms which may be extended only to fulfill an officer term. Directors will be elected on a rotating fashion so that no more than 60% of the board is elected at any one time by the membership. The Board may vote to



extend a member's term one (1) year to ensure no more than 60% are rotating off the board in any given year.

#### 6.4 Nominations

A Nominations Committee shall consist of the immediate Past President and most recent Past Presidents. If a Past President is on the ballot, they will recuse themselves from the committee.

No later than ninety (90) days prior to the annual conference, the Board will advise the Membership of elections, Board vacancies and such other information as the Board deems appropriate. Nomination forms will be available in the CGOA office and on the members' only section of the website. All nominations shall be submitted to the CGOA office no later than sixty (60) days prior to the annual conference. Nominees must be a Member in good standing.

The Nominations Committee will review and approve nominees to ensure the slate is balanced with representatives of professional, corporate/industry and individual members.

#### 6.5 Board Elections

The Nominations Committee shall present the slate of nominees to the Board of Directors. After Board approval, the candidates will be presented to the membership at least thirty (30) days prior to the annual conference.

The CGOA office shall provide a mail or electronic ballot to the membership at least thirty (30) days prior to the annual conference. Ballots must be received by the CGOA office five (5) days prior to the start of the annual conference in order to be counted.

Results will be announced at the annual conference.

#### 6.6 Meeting of the Board

A regular meeting of the Board of Directors shall be held no less than one (1) time during each administrative year at such a time and at such a place as the Board may prescribe. Notice of all such meetings shall be given to the Directors no less than fifteen (15) days before the meeting is held.

Special meetings of the Board may be called by the President or at the request of any two (2) Directors by notice mailed, emailed, telephoned or faxed to each member of the Board no less than seventy-two (72) hours before the meeting is held.

#### 6.7 Voting

Voting rights of a Director shall not be delegated to another nor exercised by proxy.

#### 6.8 Notice



If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. Notice must include a description of business to be discussed.

#### 6.9 Quorum

Fifty (50%) percent of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

#### 6.10 Vacancies

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall serve for the unexpired term of her or his predecessor in office.

In the event of a vacancy occurring among the Officers or the Board of Directors, through death, resignation, disqualification, disciplinary action, or any other cause the Board deems sufficient, the vacancy or vacancies shall be filled by appointment of the President. If the office of the President becomes vacant, he or she will be replaced by the President-Elect. Such newly appointed Officer(s) of the Board shall hold office only until the next annual meeting and election, or for the remaining period of the unexpired term which they have assumed.

#### 6.11 Resignation and Removal of Directors

A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed for adequate reason by a two-thirds vote of the membership. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting.

#### 6.12 Compensation

The Board of Directors does not receive compensation for their services but may be reimbursed expenses.

If the Association is financially stable to afford to do so, the Board may vote to reimburse Board Members for travel expenses or waive Board Members fees for participation at events. Board Members will be expected to pay annual Membership dues.

## **SECTION VII OFFICERS**





### 7.1 Officers of the Board of Directors

The four (4) officers of the CGOA Executive Committee will be a President, a Vice President (first year of President's term) /President-elect (second year of President's term), a Secretary and a Treasurer. At the first regular Board meeting after the conclusion of the annual conference, the Board will discuss and vote on incoming officers. Officers must be members of the Board of Directors. The nominations for new officer positions will be elected through a majority vote of the Board.

President and President-Elect positions will be excused from reelection as their officer positions automatically transition to another officer appointment. Directors serving as Secretary and Treasurer will be eligible for reelection following their service as an officer unless their original director term limit is met.

#### Duties of the President

The President shall be chairperson of the Board of Directors and an ex-officio member of all committees except the committee on nominations. It shall be the President's responsibility to manage, supervise and coordinate the activities of the Association, to preside at meetings of the Association and the Board of Directors, to create appropriate Committees for the conduct of the activities of the Association, and to appoint Members of the Board of Directors when vacancies arise. She or he shall preserve all official documents of the CGOA, or as assigned to designated staff. The President serves a two (2) year term.

#### Duties of the Vice President and President-Elect

The Vice President (first year of President's term) is a one (1) year term during the first year of the President. The Vice President may or may not be nominated and/or elected President-Elect.

The President-Elect (second year of President's term) is elected to serve for a period of three (3) years which shall consist of a one (1) year term as President-Elect and a two (2) year term as President. This position will allow the President-elect the opportunity to review and understand the workings of the Association before acting as the President of the Association. In the absence of the President, the Vice President or President-Elect shall be Chief Executive Officer and shall act as such.

In the event the President cannot serve or complete his/her term, the Vice President or President-Elect shall assume the office of President until the next annual meeting.

#### Duties of the Secretary

The Secretary shall keep the minutes of all meetings of the CGOA, of the Board of Directors and Officer meetings, or as assigned to designated staff. It shall be





the Secretary's duty to receive and acknowledge all communications addressed to the Association and its officers and any other duties designated by the President. The Secretary serves a one (1) year term.

#### Duties of the Treasurer

The Treasurer shall oversee the receivables, payables and finances of the CGOA. She or he shall report to the Board of Directors the financial standing of the CGOA whenever requested to do so and make a full report to the membership at each annual membership meeting. The accounts shall be audited by a nonmember accountant approved by the Board of Directors, and the financial review report shall be presented to the Board of Directors for adoption. The Treasurer serves a one (1) year term.

Immediate Past-President - The Immediate Past-President shall assist the President in the performance of his or her duties by providing continuity, advice and other assistance to the President. The Immediate Past-President will hold an ex-officio position on the Executive Committee and will stand in for a vacant officer position by recommendation of the President. The Immediate Past-President will hold the position for the two (2) year term of the President. The Immediate Past-President will oversee the Nominations Committee. The Immediate Past-President has term eligibility on the Board following their Immediate Past-President role.

#### 7.2 Duties of the Officers

The elected Officers shall perform the specific duties assigned to their offices and in addition shall perform specific tasks which may be assigned to them by the Board of Directors.

#### 7.3 Terms

The term of the President is two (2) years and the terms of the Officers will be one (1) year in length. All officers will be elected by the Directors and terms will commence at the first regular board meeting after the annual conference.

No Officer may be elected for more than two (2) consecutive terms for the same office. Officers completing a term or terms in one office may be elected to a different office immediately following.

#### 7.4 Resignation and Removal of Officers

An Officer may resign at any time upon written notice to the Board of Directors. An Officer may be removed with adequate reason by a two-thirds vote of the Board of Directors.



## **SECTION VIII COMMITTEES**

### **8.1 Committees**

The President and the Board may create Committees, especially to facilitate professional development and annual conference education and content, and appoint Committee Chairpersons as they deem appropriate. This includes determination of the number of participants on the Committees, their qualifications and responsibilities. Participants on planning Committees must be Members in good standing and fulfill their duties to the expectations of the Board of Directors. Any Committee chair or Member can be removed by the Board of Directors. A Board Member shall be appointed as Committee Advisor by the President.

### **8.2 Special Committees**

The President shall appoint such other committees, subcommittees or task forces as necessary and which are not in conflict with other provisions of these Bylaws, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

## **SECTION IX INDEMNIFICATION**

### **9.1 Indemnification**

Every Director, Officer, Employee of the CGOA or Management Company and such others as specified from time to time by the Board of Directors, shall, to the extent of insurance coverage held by and available to CGOA, be indemnified by CGOA against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with the defense of any proceeding to which they may be a defendant or respondent by reason of being or having been a Director, Officer Employee of CGOA or Management Company, or any settlement thereof, whether the person is a Director, Officer or Employee at the time such expenses are incurred, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of CGOA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The foregoing right of indemnification shall be in addition to and exclusive of all other rights to which the indemnified may be entitled.

## **SECTION X FINANCE**

### **10.1 Budget**

The Board of Directors shall adopt in advance of the next fiscal period an annual operating budget based on annual strategic planning and covering all activities of CGOA.



### 10.2 Dissolution

CGOA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the CGOA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

## **SECTION XI AMENDMENTS**

### 11.1 Amendments

These Bylaws may be amended by the membership of CGOA by an affirmative mail or electronic ballot vote. Amendments to be offered to members for a mail or electronic vote shall first be approved by the Board of Directors unless the amendment is endorsed in writing by 3% of the regular members in which case Board approval shall not be necessary. On any mail or electronic vote, all CGOA members must be notified, with a majority of those voting determining the action.

### 11.2 Interpretation of Bylaws

These Bylaws shall be interpreted according to the laws of the State of Ohio.

### 11.3 Electronic Communications

At the discretion of, and in a manner determined by, the Board of Directors, any notice or communications to be provided in a written form may be provided electronically.