

Bylaws of Northwest Regional Spinners Association, Inc.

Article I - Objectives and Functions

- A. Northwest Regional Spinners Association Inc. is a nonprofit corporation as defined by the laws of the State of Washington and IRS section 501C-7.
- B. Northwest Region shall be defined as the area within the states of Washington, Oregon, Idaho, and Montana
- C. The purpose of NwRSA is:
 - 1. To promote awareness and support of the art and craft of handspinning in the community at large.
 - 2. To provide a communication network for spinners in the Northwest region.
 - 3. To give spinners an opportunity to share, learn, educate, study, compete and work together on a regional basis.
 - 4. To sponsor an annual conference for educational purposes to benefit members and the general public.
 - 5. To engage in other activities related to educating the members and the public about the craft of handspinning.
 - 6. To sponsor seminars and workshops for the membership

Article II - Membership

- A. Membership:
 - 1. Shall be open to individuals who are spinners or are interested in becoming spinners and have reached their sixteenth birthday.
 - 2. Applicants shall be admitted to membership by submitting an application and paying membership dues.
 - 3. Annual membership dues shall be as specified by resolution of the Board of Directors. Membership dues are subject to change by a two-thirds majority vote of the Board of Directors after thirty days written notice and request for comment by the membership. The decision of the Directors will be final.
- B. Membership Categories
 - 1. **Individual membership** - a person residing within the geographic boundaries of the Association who has paid dues.
 - 2. **Family membership** - two or more persons living at the same address. Family memberships shall be entitled to two votes but shall receive only one mailing of publications.
 - 3. **Associate membership** - Individuals or families residing outside the NwRSA Region. They will not be voting members but will have benefits such as receiving the newsletter, attending the Annual Conference, participating in other NwRSA sponsored events, and other benefits as the Board of Directors may determine.
 - 4. **Group or Corporate Membership** - Guilds, businesses, or other groups that wish to support the Association may do so by paying a fee established by the Board of Directors. Individual members of such organizations must pay their own dues to receive NwRSA membership benefits including conference and workshop participation. Group memberships shall receive one copy of all publications and other benefits as determined by the Board of Directors.
- C. Benefits of Membership
 - 1. Paid memberships receive a subscription to the association newsletter, membership roster, the resource directory and have library privileges consistent with the Procedures Manual.
 - 2. The membership list shall not be used as a mailing list by any organization, corporation or individual.
 - 3. Members whose dues are paid in full shall be eligible for conferences, workshops, grants and scholarships. This benefit does not apply to Group Membership
- D. Responsibilities of membership include:
 - 1. To vote and participate in surveys and discussion in a timely manner.
 - 2. To accept office.
 - 3. To accept appointments on committees and to actively support the goals, aims, and purposes of Northwest Regional Spinner's Association.

Article III - Board of Directors

The Board of Directors shall consist of one Director at Large elected by the general membership of each District and one Area Director elected by the general membership of each Area. For the purpose of clarification the *Board* is comprised of the Board of Directors and the Executive Committee. The Executive Committee is comprised of the President, Vice President, Secretary and Treasurer who are elected by the membership from the general membership. Only the Directors, their Alternates, or Proxies have voting privileges. In the event of a tied vote, the President may cast the deciding vote.

- A. Areas and Districts shall be established by the Board of Directors.
 - 1. Voting Areas shall consist of units of at least ten members within a contiguous geographical location with members willing to serve as Area Director and Alternate.
 - a. A member in good standing may, through petition to his or her Director at Large and in accordance with procedures outlined in the Procedure Manual, transfer from their assigned Area to an adjacent Area with all the privileges and responsibilities of membership s defined in Article II of the Bylaws.

2. Districts shall consist of a number of Voting Areas as determined by the Board.
 3. Voting Areas may be amended by petition to the Directors by members involved or by a vote of the Board of Directors on its own motion.
- B. The Board shall consist of the Executive Committee and representatives elected from each of the Districts and Voting Areas
1. Representatives elected from each District shall be called Directors At Large.
 2. Representatives elected from each Voting Area shall be called Area Directors.
 3. There shall also be Alternate Directors at Large elected from each District and Alternate Area Directors elected from each Voting Area.
 4. The Executive Board shall be elected from the membership.
 5. A member may serve in only one Director position at a time.
- C. Responsibilities of Directors
1. Attend Board meetings and participate in Board Training.
 2. Act as liaison between their constituents and the Board of Directors.
 3. Communicate District or Area activities to the newsletter editor.
 4. Promote the art and craft of spinning in their local area, district and community through educational displays and demonstrations.

Article IV - Executive Committee

The Executive Committee shall consist of President, Vice President, Secretary, and Treasurer. This committee functions upon the advice and consent of the Board of Directors

- A. Duties of the Officers of the Executive Committee are as follows:
1. President - shall preside at all Board meetings and is ex-officio member of all committees except the Election Committee.
 2. Vice President - shall preside over all Board Meetings in the absence of the President, be responsible for the board training, act as scheduling coordinator for other NwRSA sanctioned retreats, and serve as Chair of the Procedures Committee to facilitate use of the Procedures Manual as a training tool.
 3. Secretary - shall keep all Association Minutes, general correspondence, other official business documents and shall be the keeper of the Articles of Incorporation.
 4. Treasurer - must be bonded or fiscally insured, is responsible for financial records, receiving and payment of funds, and submitting tax and other documents necessary to maintain the status of the Association. The Treasurer will prepare a draft budget for approval by the Board and is a member of the Membership Committee.
- B. Responsibilities of the Executive Committee
1. To oversee the management of NwRSA throughout the fiscal year.
 2. To conduct business meetings.
 3. To publish and maintain a calendar of scheduled elections, board meetings, committee activities and other Association events at the beginning of each fiscal year.
 4. To ensure that committees are functioning in accordance with established procedures.
 5. To recommend committee formation and appointments which must be voted on by the Board of Directors.
 6. To make recommendation for additions and revisions to the procedure manual. Maintaining the Procedure Manual shall be the joint responsibility of the Executive Committee and the Board of Directors and is chaired by the Vice President.
- C. Term of Office
1. Executive Officers of the Association shall serve for a term of two years. An Executive Officer may serve no more than two consecutive terms in a single position.
 2. The President and Secretary shall be elected on odd years. The Vice President and Treasurer shall be elected on even years. To establish this rotation, in the fiscal year 2001-2002 the President and Secretary shall serve one year.
 3. The immediate past president shall serve in an advisory capacity for the Executive Committee.

Article V - Elections

- A. Election of Area Directors and Directors at Large.
1. All Directors and Alternates shall be elected by a majority vote of the Area or District membership by mailed ballot as prescribed by the Board and as outlined in the procedure manual.
 2. All Directors At Large and Alternates shall hold office for two years and are elected in the odd numbered years.
 3. All Area Directors and Alternates shall serve for a period of two years and are elected in the even numbered years.
 4. Directors and Alternates may hold office for no more than three successive terms in an office without a one-year intervention between terms.
 5. Recommendations or nominations for Directors must be in writing, signed by two members of the Area or District and mailed to the Election Chairperson within thirty days following the Fall Board Meeting. Balloting procedures shall follow those adopted by the Board of Directors as specified in the procedure manual.

6. In the event of the death or resignation of a Director or Alternate, the Board will appoint a replacement Director before the next regularly scheduled Board Meeting after receiving recommendations from the members of the District/Area involved. Said replacement shall serve out the remainder of the term. This term will not be counted as one of the three successive terms referred to above.
- B. Elections Committee
- The purpose of this Committee is to solicit nominations for all Directors, Alternates, and Executive Officers; to publish information and qualifications of the candidates; to conduct the actual elections and tally votes; to publish results in the newsletter and to submit the results to the Secretary of the Board.
1. The President shall appoint an Election Committee comprised of a Chairperson and two other members at the Fall Board Meeting each year with the advice and consent of the Board of Directors.
 2. Members of the Election Committee shall not be current Officers, Directors, or Alternates and represent each of the three Districts.
 3. No later than November 15, the Election Committee is to submit a written slate of candidates for publication in the December issue of the Newsletter.
 4. Ballots are to be mailed to all paid members residing in the Region by the first of January and are to be returned to the Election Committee Chairperson for tallying by January 25.
 5. Election results are to be reported at the Winter Board Meeting and published in the next issue of the Newsletter.
- C. Elections of Executive Committee
1. Nominations
 - a. Any member residing within the Region can send a written recommendation for any Executive Committee position to the Chairperson of the Election Committee within thirty days following the Fall Board Meeting
 - b. The Election Committee will seek a minimum of two qualified candidates from the general membership for each position using written recommendations whenever possible.
 - c. The slate of candidates is to be published in the newsletter the issue prior to elections.
 2. Elections shall be by majority vote of paid members by mailed ballot as prescribed by the Board and outlined in the procedure manual

Article VI - Parliamentary Authority

- A. The Board of Directors shall appoint one member to serve as Parliamentarian and another member to serve as Alternate so one or both are always present at Board Meetings.
- B. The Parliamentarian and/or Alternate will be considered a Staff position and entitled to travel expense for attending Board Meetings.
- C. All meetings shall be conducted in accordance with the current edition of "Robert's Rules of Order" unless there is a conflict with the Articles of Incorporation or the laws of the State.

Article VII - Meetings

- A. The Board of Directors shall have a Board Meeting at the Annual NwRSA Conference and up to three additional meetings during the fiscal year at the discretion of the Board of Directors. The spring meeting will be a Board Training Retreat. To promote member participation, Meetings and Conferences will rotate throughout the Region. Special Board of Directors meetings may be called by the President with written or electronic consent of the majority of the Board of Directors. All Board meetings shall be open to the members.
- B. The General Membership Meeting shall take place during the Annual Conference. This meeting shall include reports from officers and committees as well as open forum discussion of any business matters and issues as determined by the Board of Directors.
- C. Special meetings of the membership may be called by the Board of Directors at any time so long as the meeting is held within the geographic area of the Association and notice is published in the newsletter a minimum of 30 days prior to the meeting.
- D. Voting Proxies.
 1. Directors may vote by proxy at any meeting by delivering to another Director a written proxy authorizing that person to vote at a specific meeting of the Directors. Such a proxy cannot be used to meet a quorum and shall be limited to the specific meeting and specified items of business.
 2. In the event neither Director nor Alternate can attend a Board Meeting, the Director may give a proxy to another member of their Area/District. This proxy must be submitted to the Secretary prior to the Board Meeting, can be used to meet a quorum and the representative may carry out all duties of the director at that meeting.
- E. Quorum. Fifty-one percent (51%) of the Board shall constitute a quorum. All issues shall be decided by a majority vote. If essential business matters need to be brought before the Board of Directors and it is physically impossible for a quorum to convene, the Executive Committee can call for a Special Meeting to be conducted by Conference Call or Interactive Electronic Communication. A written report of such a meeting must be published in the next issue of the newsletter so members can be informed of all business matters.

- F. Alternate Directors represent the District or Area at Board Meetings when the elected Director is unable to attend a meeting. Alternates should attend all Board Meetings to stay informed about organizational business and to be able to assist the Director within the District or Area. Alternates may not be counted for a quorum and do not vote unless their Director is absent.

Article VIII - Fiscal Operations

- A. The fiscal year of the Association shall commence on the first day of June each calendar year and continue until the 31st of May the following calendar year.
- B. Budget - The Treasurer shall request written budget proposals from all Officers, Directors, Staff, and Committees so a complete proposed budget can be presented to the Executive Committee before the Annual Conference Board Meeting. This proposed budget, including any revisions recommended by the Executive Committee, is to be provided to each Director and Alternate. Final budget will be voted on during the Board Meeting at the Annual Conference.
- C. Fiscal Management - It shall be the policy of the Association that all activities be self-supporting. The Treasurer will pay out funds only as permitted by budget allocation or as authorized by budget amendment. Such an amendment must be proposed and published thirty (30) days prior to adoption. Any Special Funds or Grants are to also be accounted for in the General Budget and by a written report from the Committee Chairpersons at each Board Meeting. All officers and/or members signing checks for any Association fund must be bonded or fiscally insured at the organization's expense.

Article IX - Standing Committees

A Standing Committee, as referred to in these By-laws, is a permanently established committee that oversees and conducts specific ongoing aspects of Association business. Committee Chairs and other committee members are appointed by the President with the approval of the Board of Directors. The Board of Directors will also determine the number of members required for each committee. The President is ex-officio member of all committees except the Election Committee.

Committee Chairpersons shall keep written minutes of all meetings to use in making written reports, including recommendations and decisions, to the Board of Directors. Individual Committee Chairpersons and the Director from the Board assigned as Board Liaison are responsible for inter-committee communications since activities in one group may affect several others.

- A. Media Committee
 - 1. Shall be responsible for coordination of all publications to ensure consistency and professionalism.
 - 2. Shall consist of a Media Coordinator as Chairperson, the Newsletter Editor, Publicity Committee Chairperson, Membership Chairperson, Librarian and Webspinner.
 - 3. Publications included are the newsletter, roster, resource directory, membership applications, the Association website, and any other printed publications promoting the Association.
- B. The Newsletter Committee
 - 1. This committee is responsible for editing and publishing the newsletter.
 - 2. Shall consist of the Editor and other members as approved by the Board.
 - 3. The Editor will be considered a Staff position and entitled to travel expense for attending Board Meetings.
 - 4. The Editor, with assistance from the Media Coordinator and other members of the Media Committee, will solicit articles for publication in the Association newsletter.
- C. Publicity Committee
 - 1. Shall be responsible for publicizing the Association and educating the public at large about the history and future of handspinning and the role the Association has assumed in furthering this craft through printed materials, cooperative advertising, and other forms of publicity.
 - 2. Shall consist of a Chairperson, Educational Display Curator, and other members as recommended by the Board of Directors.
 - 3. Shall promote the use of Association Educational Display Materials that can be used by individual members, Areas, and Districts at fairs, conferences, and/or meetings to promote the craft of handspinning and NwRSA.
- D. Membership Committee
 - 1. Shall be responsible for maintaining membership records, providing current membership mail lists to the Newsletter Committee for mailing newsletters, and preparing an annual Roster.
 - 2. Shall consist of a Membership Chairperson, the Treasurer, and other members as determined by the Board of Directors.
 - 3. The Membership Chairperson is considered a Staff position and entitled to travel expenses for attending Board Meetings.
 - 4. The Membership Chairperson is also a member of the Media Committee and the Publicity Committee.
- E. Library Committee
 - 1. Shall be responsible for the collection development, the circulation, and providing adequate safe storage for all materials in the Association Library.
 - 2. Shall consist of the Librarian and other members as determined by the Board of Directors.

3. The Librarian shall maintain a current list in digital format of library materials and make available a copy of this information available for the Membership Committee, the Webspinner, Secretary of the Executive Committee, and anyone else demonstrating a need.
 4. The Librarian is responsible for publishing book reviews in Association Newsletter and for publishing a new book list annually.
- F. Website Committee
1. Shall maintain and update the Association website.
 2. Shall consist of the Webspinner as Chairperson and additional members approved by the Board of Directors.
 3. Shall consult with the Newsletter Committee, other committees, and the Board to provide current and timely information on the Web Site.
 4. The Webspinner is a member of the Media Committee and the Publicity Committee.
- G. Conference Committee
1. Shall be responsible for securing a location for the Annual Conference, and coordinating all other aspects of planning and conducting the Conference as outlined in the Procedure Manual.
 2. The Board of Directors will appoint a Conference Chairperson and/or Co-Chairpersons, a Conference Treasurer, and other members as required two years in advance of each Annual Conference.
 3. Shall be responsible for working within a budget approved by the Board of Directors. A proposed budget is to be presented to the Board of Directors for approval one year prior to the Annual Conference.
 4. All individuals handling funds and signing checks on the Conference Account must be bonded or fiscally insured at the expense of the Association.
 5. Interim financial reports are to be given at all Board Meetings with a final written report given at the Fall Board Meeting following the Conference.
- H. Audit Committee
1. Shall consist of three (3) individuals appointed by the Board of Directors. At least one member of this committee must have audit, accounting, or bookkeeping experience.
 2. Shall audit all financial records of the Association including special funds, grants, the general accounts and the conference accounts within 90 days after the end of the Annual Conference.
 3. If this Committee deems it necessary, a paid professional can be hired to assist with the audit upon the approval of the Board of Directors.
- I. Workshop Committee
1. Shall consist of a Chairperson, an assistant Chairperson, a member of the Board of Directors as liaison, and other members as determined necessary by the Board of Directors. The Vice President shall act as scheduling coordinator for all NwRSA sanctioned retreats.
 2. The Chairperson and the Assistant Chairperson should come from two different states within the region to facilitate coordination.
 3. This committee is responsible for coordinating Workshops throughout the region that are conducted by qualified instructors from outside our organization as well as by our own members.
 4. The committee coordinates all activities with the Directors at Large and applicable Area Directors.
 5. All workshop tours are to be self-supporting.
- J. Grants Committee
1. Shall consist of three individuals appointed by the Board of Directors including the Treasurer of the Board.
 2. Shall be responsible for accepting and processing applications for the use of funds designated for educational or outreach grants.
 3. Specific information concerning grant funding is determined by the Board of Directors and outlined in the procedure manual.
- K. Judging and Standards Committee
1. Shall consist of a Chairperson, a Member of the Board of Directors to act as liaison, and other members as determined by the Board of Directors.
 2. Shall develop, maintain, and supervise a training program to certify individuals qualified to judge handspinning and articles produced from handspun yarn.
 3. Shall develop other curriculums of study programs with opportunities for recognition of spinning achievements or standards.
 4. To prevent discrimination against any spinner for type or style of spinning, the following policy statement is to guide the work of this committee: *All standards and criteria shall be functionally based and shall be equally applied to all items regardless of style. Standards and criteria that are only applicable to a particular use shall only be applied to work that is labeled for that use.*

Article X - Indemnification

Officers and Directors acting within the scope of their authority, and members serving at the request of the Association, shall be indemnified and defended for all claims made against them provided claims have arisen from acts performed within their scope of

authority. Expense for defending claims are to be paid after two-thirds (2/3) vote of approval by the entire Board of Directors of the Association. Statements or activities not authorized by the Board of Directors shall be outside the scope of authority and the Association shall not be held responsible for the same.

Article XI - Compensation of Officers

Officers and Directors of the Association shall not receive compensation for their services. However, Officers, a representative from Districts, Areas, Committees and Staff Personnel may be reimbursed for travel expenses and other necessary expenses authorized by the Board of Directors upon receipt of proper documentation and authorization of such expenditures.

Article XII – Amendments and Dissolution

- A. These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a majority of Directors present at any regular meeting or at any special meeting if at least thirty (30) days written notice is given to the membership of the intention to alter, amend, repeal, or adopt new By-laws at such a meeting.
- B. In the event of the dissolution of the Association in accordance with state statute, no funds shall be distributed to any member of Northwest Regional Spinners' Association, Inc. All grant funds remaining after completion of the particular activity for which the money was received or its termination shall be returned to the grantor. Any excess funds shall be contributed to a non-profit corporation with activities as similar as possible to those of this Association at the discretion of the Board of Directors. The recipient organization must be an exempt charitable or educational organization under the Internal Revenue Code of the United States of America

ADOPTED BY RESOLUTION OF THE NORTHWEST REGIONAL SPINNERS' ASSOCIATION BOARD OF DIRECTORS ON THIS DATE

Secretary

Revision 2 approved- June 7, 1987 General Meeting
Revision 3 approved- September 26, 1987 Board Meeting
Revision 4 approved- October 1, 1988 Board Meeting
Revision 5 approved- June 3, 1990 General Meeting
Revision 6 approved- May 30, 1991 Board Meeting
Revision 7 approved- February 15, 1992 Board Meeting
Revision 8 approved- June 3, 1993 Board Meeting
Revision 9 approved- June 4, 1994 Board Meeting
Revision 10 approved- June 6, 1998 Board Meeting
Revision 11 approved- February 10, 2001 Board Meeting
Revision 12 approved- May 31, 2001 Board Meeting
Revision 13 approved- October 19, 2002 Board Meeting
Revision 14 approved- February 15, 2003 Board Meeting
Revision 15 approved- June 6, 2008 Board Meeting
Revision 16 approved- June 4, 2010 Board Meeting