

**BYLAWS of the
ASSOCIATION OF
TRADITIONAL HOOKING ARTISTS
ratified August, 2019**

Article I: Name

The name of this not-for-profit Association shall be The Association of Traditional Hooking Artists, hereinafter referred to as "ATHA."

Article II: Objectives

Section 1. Objectives. The objectives of ATHA shall be to develop and promote interest in rug-hooking; to maintain high standards and encourage creativity in this art form; to provide the means for an exchange of ideas and information among the members of ATHA and to promote educational activities to enhance the interest in and the quality of rug-hooking.

Section 2. Non-profit Status. As a not-for-profit Association, which is exempt under Section 501(c)(3) of the U.S. Internal Revenue Code, no part of the property, assets, or net income of ATHA shall inure to the benefit of any officer, member, or other private person except that ATHA shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article II, Section 1 of these Bylaws.

Section 3. Fiscal Year. The fiscal year of ATHA shall be from January 1 of one year to December 31 in the same year.

Section 4. Dissolution of ATHA. Should dissolution of ATHA become necessary, ATHA shall be dissolved after paying or adequately providing for the payment of its liabilities. The remaining assets of ATHA shall be distributed to one or more non-profit organizations engaged in activities substantially similar to those of ATHA.

Article III: Membership

Section 1. General membership. Membership shall be open to persons interested in, and sympathetic to the purposes of ATHA. Member status shall be granted to an applicant who pays an annual membership fee. Members shall have the right to vote, to hold office in ATHA and to receive the official ATHA publication. Membership rights in ATHA shall cease if a member ceases to pay the annual membership fee. All ATHA Chapters shall require individual membership in both ATHA and the local chapter.

Section 2. Lifetime Membership. A Lifetime membership may be given to an ATHA member who has contributed outstanding service to the organization. A Lifetime Member shall have the right to vote, to hold office in ATHA and receive the official ATHA publication free for life. Nominations shall be presented in writing to the Board and may be proposed by one or more ATHA members. Upon endorsement by a two-thirds vote of the Board, the nomination shall be submitted by the Board to the members for election at the Biennial Meeting. The Lifetime Membership will be bestowed by a two-thirds vote of the members present and voting. The total number of Lifetime Members and the number who may be elected in any one year shall be determined by the Board. All past ATHA presidents shall receive a Lifetime membership.

Article IV: Officers

Section 1. Elected Officers. The elected officers of ATHA shall be a President, a Vice-President, a Secretary, a Treasurer, a Communications Director, a Librarian, a Historian and a Regional Coordinator.

Section 2. Qualifications. An elected officer shall be an ATHA member in good standing and have access to appropriate information-sharing technology.

Section 3. Term of Office. Officers shall assume office at the close of the ATHA Biennial at which they are elected and shall serve until the close of the next Biennial or until their successors are elected. No member may serve more than 4 consecutive years in the same office.

Section 4. Vacancy in Office.

- A. Vacancy of the President.** If there is a vacancy in the office of President created by death, resignation, or incapacity as determined by the ATHA Board, the vice-president shall immediately assume the office of President.
- B. Absence of an Officer.** If an elected officer fails to attend two or three consecutive meetings out of any five consecutive meetings of the Board during the term to which he/she is elected, a majority of the Board members present at the meeting where this limit is reached may declare the position vacant.
- C. Vacancy in an Office other than President.** A vacancy in any office, other than president, created by death, resignation, unexcused absences, incapacity or inability to serve shall be determined by the Board. A member shall be elected by a majority vote of the remaining members of the Board to fill the position until an officer is elected by the membership.

Section 5. Resignation of an Officer. Any elected and appointed Officer shall notify the President and Secretary in writing before resigning a position. At least a 30-day notice is requested.

Section 6. Duties of Officers

- A. Duties of the President.** The President shall be the chief executive officer of ATHA and, subject to the Board, shall have general supervision and control over its affairs. As chief executive of ATHA, the President shall direct all work of the ATHA officers and committees, interpret the Bylaws and ATHA policies and provide inspiration to all for continuing service to ATHA. He/she shall serve as Chair of the Board; shall preside at all meetings of ATHA and the Board and shall recommend to the Board such measures as are considered desirable to further the objectives and broaden the effectiveness of ATHA. At the Biennial Meeting, the President shall report on the general state of ATHA and shall present for information or consideration any matters of policy or program that the President or the Board desire to bring to the attention of the members. The President shall be a member *ex officio*, without vote, of all ATHA committees except the Nominating Committee. In the event of disability or withdrawal of the President, the Board shall declare the office vacant and the Vice-President shall assume the title and all duties and obligations of the President.
- B. Duties of the Vice-President.** The Vice-President shall perform the duties of the President when directed by the Board and in the prolonged absence of the President. Prolonged absence is defined as more than 30 days. If the Vice-President cannot continue in these Pro-Temp duties or is incapacitated, the Board shall elect another Board Officer to serve as President Pro-Temp. The Vice-President shall submit Biennial proposals to the Board for final selection of the hosting site, oversee the writing of the Biennial hotel contract with the host committee, sign the contract for ATHA upon approval of the Board, submit regular reports on the progress of the Biennial and serve as liaison between the President and the Biennial Meeting Chairperson.
- C. Duties of the Treasurer.** The Treasurer shall perform the duties of the office and those assigned by the Board, and report at the Biennial Meeting to the members on the financial status of ATHA. The Treasurer shall also receive all monies of ATHA and deposit these monies in a timely manner to a bank account approved by the Board; keep a proper and legible record of finances of ATHA; pay all bills and accounts approved by the Board in a timely manner; submit a month-end statement to the President containing an itemized report of receipts and expenses; prepare financial statements for presentation at each Board meeting; forward the financial statements to an outside accountant to be reviewed by January 31 of the year following the fiscal year-end; submit the reviewed financial statements to the Editor on or prior to April 1 of the year following the fiscal year-end for inclusion in the June/July *ATHA Magazine*; prepare the budget for the upcoming year for approval by the Board at its annual meeting; advise the President of any donations

received for the President's acknowledgement; certify all new ATHA chapters; provide non-profit status of all Chapters for annual IRS reporting; insure all Chapters are reporting their yearly E-postcard in a timely manner and report any Chapter that has lost its non-profit status to the Board.

- D. Duties of the Secretary.** The Secretary shall perform the duties of the office and those assigned by the Board. The Secretary shall also be responsible for incoming and outgoing correspondence; maintain the records and minutes of ATHA and constituent committees in all activities; ensure that the minutes are distributed to the appropriate body for discussion and approval in a timely manner; record all votes taken by the Board and members of ATHA and prepare and distribute an Orientation Packet to all new Officers in the year they are elected, at the direction of the President.
- E. Duties of the Communications Director.** The Communications Director shall supervise and provide supportive assistance to the ATHA Editor who will gather, edit and publish the material for the *ATHA Magazine*. The Communications Director shall also keep the Board advised of all problems and procedures of the *ATHA Magazine*; submit a report for the annual Board meeting, including a proposed budget for the subsequent year; work closely with the Treasurer to keep the *ATHA Magazine* within a planned budget; oversee the development of ATHA publications; be responsible to make sure the Editorial Board submits magazine articles as well as follow-up with Board members for Education column materials; direct correspondence from ATHA members to the appropriate person designated to handle each inquiry.
- F. Duties of the Librarian.** The Librarian shall be responsible for soliciting new materials; lending materials to members and maintaining a list of available materials; submitting said list to the magazine Editor for annual publication; submitting a report for the annual Board meeting, including a proposed budget for the subsequent year.
- G. Duties of the Historian.** The Historian shall keep past records of ATHA; ensure that the archives are maintained in good order according to the retention schedule established by the Board; submit a report for the annual Board meeting, including a proposed budget for the subsequent year.
- H. Duties of the Regional Coordinator.** The Regional Coordinator shall represent the interests of members of the regions at the meetings of the Board; shall be responsible for dissemination of information to all Regional Representatives; inform them of their duties and responsibilities to members of their region; assist in forming new chapters by giving information, guidelines, and hand-on assistance; assist with the recruitment of new members and submit a report for the annual Board meeting, including all relevant chapter information as outlined in the *ATHA Policy Manual* and record all certified chapters.
- I. Other duties and procedures.** All Officers shall follow any additional duties or procedures as outlined in the *ATHA Policy Manual*.

Article V: Board of Directors

Section 1. Board of Directors. There shall be a Board of Directors, herein referred to as the "Board," which shall consist of the elected officers of ATHA: the President, the Vice-President, the Treasurer, the Secretary, the Communications Director, the Librarian, the Historian and the Regional Coordinator.

Section 2. Duties of the Board. The Board shall have the power and authority to manage property, regulate and govern its affairs, determine ATHA policies and take such actions necessary to carry out the objectives of ATHA.

Section 3. Meetings

- A. Board Meetings.** Board meetings may be called at the direction of the President or by request of three Board Officers. Board meetings shall be conducted in accordance with parliamentary authority's procedure in small boards. The Board shall hold at least one meeting per year. Dates, times and/or places shall be determined by the President. The Board or a Board member is authorized to meet conventionally, via tele-conferencing, videoconferencing or any other electronic means available, as long as the members of the Board have access

to the information and are provided the opportunity to participate. Meetings of the Board, except Executive sessions, shall be open to ATHA members by invitation of the President. A majority of Board members shall constitute a quorum for all meetings.

Special Meetings. The Board may hold Special Meetings upon the call of the President or upon written request of any three members of the Board. Notice of a Special Meeting shall specify the business to be transacted, and no business other than that stated in the notice shall be considered.

Section 4. Executive Committee

- A. Composition and Duties.** The Executive Committee shall be composed of the President, Vice President, Treasurer and Secretary of the Board. The Executive Committee shall assist the President in the exercise of executive responsibilities for the Board between meetings within approved policy and procedural limits, and report all of its actions to the Board through the appropriate Executive Committee member.
- B. Meetings.** The Executive Committee shall meet as often as necessary by the call of the President.
- C. Quorum.** Three voting members of the Executive Committee shall constitute a Quorum.
- D. Communication.** The Executive Committee may meet conventionally, via teleconferencing, videoconferencing or any other electronic means available in order to conduct business. Consent and all actions of the Executive Committee shall be reported to the full Board and included in the permanent records of ATHA.

Article VI: The Leadership Council

Section 1. Composition. The Leadership Council shall be comprised of current staff and members appointed by the President and the Board. Members of this Council shall serve with voice but without a vote during the meetings of the Board. The President and the Board will assign the duties of this Council. Meetings of the Council shall be held at the direction of the President.

ARTICLE VII: Committees

Section 1. Standing Committees. The Board shall establish Standing Committees and shall delegate such powers and functions to them in order to conduct business and carry out the objectives of ATHA. The Standing Committees shall be responsible to the Board.

- A. Composition.** The Board may establish additional Standing Committees as deemed necessary. The President, with the approval of the Board, shall appoint members and the chairs of all committees, except the Nominating Committee.
- B. Term.** No member may serve on any one Committee in excess of six consecutive years.
- C. Duties.** Specific duties and responsibilities for Standing Committee Chairpersons and committee members are to be followed according to the guidelines established in the *ATHA Policy Manual*.
- D. Communication.** The Standing Committees are authorized to meet conventionally, via teleconferencing, videoconferencing or any other electronic means in order to conduct business.
- E. Reporting.** Each Committee shall submit to the Board a written annual report of its activities, which shall contain any recommendations considered necessary or advisable. The Board or the President may request additional reports be submitted.
- F. Funding.** The Board shall authorize funds for Committee expenses.

Section 2. Special Committees (*Ad Hoc*). Special Committees of ATHA or Special Committees of the Board may be established by the Board or the President. These committees may meet conventionally, via teleconferencing, videoconferencing or any other electronic means in order to conduct their business. The committees will report their activities and recommendations in a written summary as directed by the President or the Board. Special Committees are dissolved when their tasks are completed, and they report their activity and recommendations.

ARTICLE VIII: Regional Boundaries and Representation

Section 1. Regional boundaries. Regional Boundaries shall be established by the Board and should be studied and redistributed as growth occurs.

Section 2. Election of Regional Representative. Members within each region shall elect a Regional Representative, who will act as the liaison between the Regional Coordinator and the individual members and chapters. If a vacancy occurs within a region, the President, with the Board's approval, may appoint a Regional Representative until an election by the regional members can be held. The Board may also extend the Regional Representative's duties to cover an additional region lacking adequate representation. Regional Representatives may not serve more than six years in the same office.

Section 3. Duties of Regional Representative. The Regional Representative shall act as the direct line from chapters and members to the Regional Coordinator with any concerns or issues that may arise; assist chapters within the region when requested and assist the Regional Coordinator in the recruiting and formation of new chapters. Further duties and procedures shall be followed in accordance with the *ATHA Policy Manual*.

Article IX: Chapters

Section 1. Chapters. Chapters are the ground root organizations of ATHA. It is within the chapter that members interact and are exposed to the educational and creative elements of the rug hooking community. ATHA members in good standing may form an ATHA Chapter in accordance with the certification guidelines and procedures outlined in the *ATHA Policy Manual* and the *ATHA Chapter Handbook*.

- A. Composition.** An ATHA chapter shall have a minimum of five members who are in good standing within ATHA.
- B. Officers.** A chapter shall elect a President, Treasurer and Secretary. Officers shall be ATHA members in good standing.
- C. IRS Non-Profit Status.** A new chapter shall apply to the U.S. IRS for an EIN number in order to obtain tax exempt status under the ATHA organization.
- D. Responsibilities of Chapters.** Responsibilities and other duties of chapters shall be followed as outlined in the *ATHA Policy Manual* and the *ATHA Chapter Handbook*.

Article X: Biennial Meetings

Section 1. Biennial Meeting. A Biennial Meeting shall be held in all odd-numbered years in August, September or October at a time and place that the Board determines. The Board will select an ATHA chapter, group of chapters or a region to serve as host for the Biennial meeting. A National Exhibit composed of all rug hooking art forms shall be held in conjunction with the Biennial Meeting.

Section 2. Membership Meeting. A general membership meeting will take place at the Biennial meeting. Notice of the meeting shall be published in the *ATHA Magazine* prior to the Biennial Meeting.

Article XI: Voting

Section 1. There shall be no proxy or absentee voting.

Section 2. The vote of a majority of the Board, except as otherwise stated in these Bylaws with quorum present shall be an act of the Board.

Article XII: Dues

Section 1. Dues. ATHA is a non-profit organization, supported primarily by membership dues. The Board shall determine the membership fee. Any change in dues will be announced in the *ATHA Magazine*. Membership shall be valid for a 12-month period from date of issue with a 60-day renewal option. Membership rights will cease when dues are 60 days in arrears.

Article XIII: Nominations and Elections

Section 1. Nominating Committee. The Board shall elect the Nominating Committee and its chair for election of Officers to the Board no later than August 1 in an even-numbered year prior to the year of the Biennial Meeting. This Committee shall be composed of three to five members, no one of whom shall be a member of the Board. No member of the Nominating Committee may be a candidate for office in the year in which he/she serves on the Committee. No person may serve on a Nominating Committee more than once in a four-year period.

Section 2. Nominating Procedure.

- A. The Nominating Procedure, including timelines and deadlines, shall be followed according to the guidelines in the *ATHA Policy Manual*. The Nominating Committee shall present at least one, and preferably two or more nominations for President, Vice-President, Treasurer, Secretary, Communications Director, Librarian, Historian, Regional Coordinator and Regional Representative positions.
- B. The names of nominees and their written acceptances shall be presented to the Board by the Nominating Committee and shall be published on the ATHA website and printed in the *ATHA Magazine*. Further nominations, accompanied by written acceptance of the nominee, may be entered by petition of 25 voting members and shall be filed with the Nominating Committee no later than the deadline established in the *ATHA Policy Manual*.

Section 3. Election. The Election ballot shall be included in a specified issue of the *ATHA Magazine* along with a deadline for submitting ballots. The election shall be by plurality vote. The candidate who receives the largest number of votes for an office shall be elected. In event of a tie, election shall be by a plurality vote at the Biennial Meeting.

Section 4. Tallying. A non-member Tellers Committee, which is recommended by the Nominating Committee and appointed by the President, shall count ballots and report the election results to the Board.

Article XIV: Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order* shall govern ATHA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that ATHA may adopt.

Article XV: Amendments and Revision

Section 1. Proposed Amendments and Revision. The Board, the Bylaws Committee, or 25 voting members of ATHA may propose amendments or a revision. Proposals originating in the Board or in the Bylaws Committee shall be approved by a two-thirds vote of the Board before submission to the members. Proposals originating by petition

shall be submitted in writing to the Board and shall be presented to the members at the Biennial Meeting with the recommendations of the Board.

Section 2. Notice of Amendment or Revision Proposal. Notice containing the text of any amendment or revision shall be presented in the *ATHA Magazine* prior to the Biennial Meeting.

Section 3. Amendment or Revision Adoption. After the proposed Bylaw amendment(s) or revision have been approved by the Board, it shall be presented to the members at the Biennial Meeting. The amendment(s) or revision shall be adopted by a two-thirds vote of the membership present and voting.