

**BYLAWS of the
ASSOCIATION OF TRADITIONAL HOOKING ARTISTS
ratified by membership on September 14, 2022**

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 are:

- develop interest in rug hooking by promoting educational activities
- create interest and enhance the art of rug hooking
- provide the means for an exchange of ideas and information among the members of ATHA

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 National ATHA shall inure to the benefit of any officer, member, or other private person except that National 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 National ATHA shall be from January 1 of one year to December 31 in the same year.

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

Article III: Membership

Section 1. General Membership.

- Membership shall be open to persons interested in, and sympathetic to the purposes of National 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 National ATHA.
- Members shall receive the *ATHA Magazine* and have access to the ATHA website.
Membership rights in National ATHA shall end when a member ceases to pay the annual membership fee.
All ATHA Chapters shall require individual membership in both National ATHA and the local chapter.

Section 2. Lifetime Membership. A Lifetime membership may be given to a National ATHA member who has contributed outstanding service to the organization. All past National ATHA Presidents will automatically receive a free Lifetime Membership, including all benefits allowed to members.

- Any other Lifetime nominations shall be presented in writing to the Board and may be proposed by one or more National 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 National ATHA Convention.
- The Lifetime Membership will be bestowed by a two-thirds vote of the members present and voting.
- The total number of ATHA Lifetime Members and the number who may be elected in any one year shall be determined by the Board.

Article IV: Officers

Section 1. Elected Officers. The elected officers of National 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 a National ATHA member in good standing and have access to appropriate information-sharing technology.

Section 3. Term of Office. Officers shall assume office and be installed on or before the second Saturday in August following the Officer's Election in each odd year. No member may serve more than (6) 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. Removal of an Officer.** An Officer may be removed with cause by a 2/3 majority vote of the Board. Substantial cause shall include but not be limited to: a failure to carry out the duties of the office; a failure to respond to Board or member communications; and a failure to attend/participate in scheduled Board meetings.
- 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 before resigning a position. At least a 30-day notice is requested. The resigning officer shall provide a summary report and submit all documents and procedures created during the Officer's term by the resignation date. These documents will be sent to the Board and preserved in National ATHA's permanent records.

Section 6. Duties of Officers

A. Duties of the President. The President shall be the chief executive officer of National ATHA and subject to the Board, shall have general supervision and control over its affairs.

The President shall:

- Direct all work of the National ATHA officers and committees.
- Enforce the National ATHA Bylaws and ATHA policies.
- Shall schedule and preside at all meetings of National ATHA as Chair of the Board.
- Shall recommend to the Board such measures as are considered desirable to further the objectives and broaden the effectiveness of National ATHA.
- Provide an Annual Report to the membership on matters of policy and programs. The report will be published in the August/Sept *ATHA Magazine* and on the ATHA website.
- Be a member *ex officio*, without vote, of all National ATHA committees except the Nominating Committee.

In the event of disability or resignation 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 all National ATHA Convention proposals to the Board for final selection of the hosting site.
- Oversee the writing of the hotel contract with the host committee.
- Sign the contract for National ATHA upon approval of the Board.
- Submit regular reports on the progress of the National ATHA Convention.
- Serve as liaison between the President and the Convention Chairperson.

C. Duties of the Treasurer. The Treasurer shall perform the duties of the office and those assigned by the Board.

The Treasurer shall:

- Report annually to the membership on the financial status of National ATHA.
- Receive all monies of National ATHA and deposit these monies in a timely manner to any needed National ATHA bank accounts.
- Provide a proper and legible record of finances of National 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.
- Distribute a financial statement of the National ATHA convention to the Board within 8 weeks upon receipt.
- 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 President by October 1 of each year.
- 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.
- 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:

- Be responsible for incoming and outgoing correspondence.
- Maintain the records and minutes of National 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 electronically or conventionally.
- Prepare and distribute an Orientation Packet to all new Officers in the year they are elected.

E. Duties of the Communications Director. The Communications Director shall perform the duties of the office and those assigned by the Board.

The Communications Director shall:

- Supervise and provide supportive assistance to the ATHA Editor to facilitate the publication of the *ATHA Magazine*.
- Keep the Board advised of any problems and procedures of the *ATHA Magazine*.
- Oversee and monitor the ATHA Facebook page.
- Submit a report annually for the annual Board meeting.

F. Duties of the Librarian. The Librarian shall perform the duties of the office and those assigned by the Board.

The Librarian shall:

- Be responsible for soliciting new materials.
- Lend materials to members and maintain a list of available materials on the website.
- Submit a report for the annual Board meeting.

G. Duties of the Historian. The Historian shall perform the duties of the office and those assigned by the Board.

The Historian shall:

- Keep past records of National ATHA.
- Ensure that the digital National ATHA archives are maintained in good order and made accessible to the Board.
- Submit a report annually to the Board.

H. Duties of the Regional Coordinator. The Communications Director shall perform the duties of the office and those assigned by the Board.

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.
- Manage the annual collection of required Chapter reporting forms.
- Inform the Regional Representatives of their duties and responsibilities to members of their region.
- Assist in forming new chapters by giving information, guidelines, and hands-on assistance.
- Assist with the recruitment of new members.
- Submit an Annual Report including all relevant chapter information as outlined in the *ATHA Policy Manual* and record all certified chapters.

Other duties and procedures. All Officers shall follow any additional duties or procedures as outlined in the *ATHA Policy Manual* or that may occur due to the business of ATHA.

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 National 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 responsibility, power, and authority to manage property, regulate and govern its affairs, determine National ATHA policy, and take such actions necessary to carry out the objectives of National 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, and/or any other electronic means available as long as Board members have access to the information, have simultaneous oral communication and can participate in discussions. Meetings of the Board, except Executive sessions, shall be open to National ATHA members by invitation of the President. A majority of Board members shall constitute a quorum for all meetings.

B. Special Meetings/ Called Meetings

The Board may hold Special/ Called Meetings upon the call of the President or upon 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. The Special/Called Meeting will be conducted in accordance as outlined in Board Meetings.

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 its actions to the Board through the appropriate Executive Committee member. Minutes of the Executive Committee meetings shall be recorded by the Secretary and sent to all Board members. The Historian shall include the minutes in National

ATHA's permanent records.

- 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, and/or any other electronic means available 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 National 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 to conduct business and carry out the objectives of ATHA. The Standing Committees shall be responsible to the Board. Each Standing Committee Chair shall appoint members to his or her committee, with final approval given by the Board. Committee members must be National ATHA members in good standing. The Standing Committee Chair may remove a committee member for a failure to carry out assignments, for missing several committee meetings or for a lack of response to committee communications. Removal of committee members by the Standing Committee Chair shall be reported 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 the chairs of all committees, except the Nominating Committee.
- B. Term.** No member may serve on any one Committee more than (6) consecutive years unless approved by the Board.
- 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, and/or any other electronic means to conduct business.

E. Reporting. Each Committee shall submit a written Annual Report to the Board or at the completion of the committee's task. The report will detail the committee's activities along with any recommendations considered necessary or advisable. The Board or the President may request additional reports to be submitted.

F. Funding. The Board shall authorize funds for Committee expenses.

Section 2. Special Committees (*Ad Hoc*). Special Committees of National ATHA or Special Committees of the Board may be established by the Board or the President. These committees may meet conventionally, via teleconferencing, videoconferencing, and/or any other electronic means to conduct their business. The committees will report their activities and recommendations in a written summary as directed by the President or the Board. The written summaries shall become part of National ATHA permanent records. 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 be periodically reviewed at the discretion of the Regional Coordinator.

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 (6) 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*.

Section 4. Removal of a Regional Representative.

A Regional Representative may be removed with cause upon recommendation of the Regional Coordinator or a Board member. Removal will occur with a majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include but not be limited to: a failure to carry out the duties of the office; a failure to respond to the Regional Coordinator communications; and a failure to submit annual reports required by 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 **National** ATHA. All members of the local chapter must maintain membership within National ATHA.
- B. Officers.** A chapter shall elect a President and a Treasurer. Officers shall be National ATHA members in good standing.
- C. IRS Non-Profit Status.** A new U.S. chapter shall apply to the IRS for an EIN number to obtain tax exempt status under the National ATHA organization.
- D. Responsibilities of Chapters.** Responsibilities and other duties of chapters shall be followed as outlined in the National *ATHA Policy Manual* and the National *ATHA Chapter Handbook*.

Article X: ATHA Conventions

Section 1. A National ATHA Convention shall be held in 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 National ATHA Convention. A National Exhibit composed of all rug-hooking art forms shall be held during the convention.

Section 2. General Membership Meeting. A General Membership Meeting will be held at the National ATHA Convention. A notice of the meeting will be published in the *ATHA Magazine* and on the ATHA website.

Article XI: Voting

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

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

Article XII: Dues

Section 1. Dues. National 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.

Article XIII: Nominations and Elections

Section 1. Nominating Committee. The Board shall elect the Nominating Committee and its chair for election of Officers and Regional Representatives to the Board no later than August 1 in each even-numbered year prior to the Election year. This Committee shall be composed of no less than three 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 of the National ATHA members. The candidate who receives the largest number of votes for an office shall be elected. In event of a tie, the tie will be broken by the Board at a Special Meeting called for that purpose. The results will be recorded in the National ATHA minutes.

Section 4. Tallying.

The Nominating Committee will appoint a non-member Tellers Committee comprised of a minimum of (1) and up to (3) persons. The Teller(s) shall receive and count ballots confidentially without disclosure. The results of the ballot count will be reported to the Board within 2 weeks of voter completion. The results will be published in the *ATHA Magazine* and on the ATHA website.

Section 5. Officer Installation.

Installation of Officers shall take place on or before the second Saturday in August following the Officer's Election in each odd year. This Installation shall take place conventionally or virtually in a format that will allow National ATHA Members to view

on the ATHA website.

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, an ATHA Committee or 25 voting members of National ATHA may propose amendments or a revision to the Bylaws. All proposals must be received and reviewed by the Bylaws Committee. The Bylaws Committee shall be authorized to make recommendations to the Board re: the proposed amendments. The proposed amendments or revisions must be approved by the Board by a 2/3 majority vote.

Section 2. Notice of Amendment or Revision. After the amendment(s) or revisions have been approved by the Board, the amendment(s) or revision shall be published in the *ATHA Magazine* and on the ATHA website.

Section 3. Amendment or Revision Adoption. After publication, the proposed Bylaw amendment(s) or revision shall be ratified by members at a General Membership Meeting during a National ATHA Convention. In the case that a General Membership Meeting is not held, a mail-in ballot will be included in the magazine.

- A. Ratification at a General Membership Meeting.** The amendment(s) or revision shall be presented at a Membership Meeting. Ratification of the amendment(s) or revision shall require a 2/3 vote of the membership present.
- B. Ratification by Mail-in Ballot.** Upon Board approval, a mail-in ballot shall be included in the magazine to all members. Ratification of the amendment(s) or revision shall require a 2/3 majority of the ballots received. The mail-in ballot procedure shall be detailed in the *ATHA Policy Manual*.