Bylaws

Following are the Bylaws of the WEAVERS AND SPINNERS SOCIETY OF AUSTIN as approved by action of Membership on June 8, 2023.

In the event of inconsistencies, any sections of these Bylaws may be superseded by current State of Texas or Federal regulations or rulings.

ARTICLE I—Name and Description

The name of the Corporation is the Weavers and Spinners Society of Austin, hereinafter referred to as “WSSA” or “the guild”.

WSSA is incorporated in the state of Texas and complies with the Texas Non-Profit Corporation Act.

WSSA is a not-for-profit educational organization that serves the weaving and spinning community in Austin and surrounding areas of central Texas. It is a non-profit corporation under the Texas Non-Profit Corporation Act and a 501(c)(3) non-profit under United States tax law (EIN: 52-1656188).

ARTICLE II—Purpose and Mission

The stated purpose of WSSA as a non-profit under the Texas Non-Profit Corporation Act is to educate and further public interest in the arts of weaving, spinning, dyeing, and related arts.

This is described more particularly as follows:

to bring together people to serve, advance, teach and make available to individual artisans and to the public generally, the arts, crafts, techniques, materials, and processes for weaving, spinning, dyeing and related arts;

to develop, foster, and maintain a high appreciation of the objectives, responsibilities and artistic contributions made by weavers, spinners, dyers and related arts to civilization and to the public and to serve the best interest of the public through activities which support this continuing contribution; and

to encourage, promote, facilitate, teach, and maintain high standards of weaving, spinning, dyeing and related arts by textile artists.

ARTICLE III—Offices

The principal office of WSSA in the State of Texas shall be located in the City of Austin, County of Travis. WSSA may have such other offices either within or without the State of Texas as the Board of Directors may determine or as the affairs of WSSA may require from time to time.
WSSA shall have the authority to maintain in the State of Texas, a registered office and a registered

agent whose offices are identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be identical with, the principal office of WSSA in the State of Texas. The Board of Directors may change the address of the registered office from time to time.

ARTICLE IV—Board of Directors

Section 4.1: General Powers
The Board of Directors shall manage the affairs and property of WSSA as required by the Texas Non-Profit Corporation Act and these Bylaws.

Section 4.2: Number, Tenure, Qualifications, and Elections
The Board of Directors of WSSA shall consist of no fewer than eight (8) Directors with an optional At Large Member representative.

All Directors shall serve one year terms or until her/his successor is duly elected and qualified.

Each Officer, as listed in Article V, shall be a voting member of the Board of Directors. A majority of the Directors constitutes a quorum for the transaction of business.

Directors shall be members in good standing of the Guild.

The Election process is established in Article V, Section 5.3 via the Nominating Committee and Article VII, Section 7.3 via the Annual Business Meeting.

Section 4.3: Terms of Office and Vacancies
All terms of office shall begin after the July meeting.

Should an Officer or director refuse or cease to serve her/his office for any reason, the vacancy shall be filled by the Board of Directors.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled via special election by the remaining Board of Directors. A director so elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

Section 4.4: Meetings
The Directors shall meet at least quarterly to report on the business conducted on behalf of WSSA, to make recommendations, establish procedures and policies and manage the affairs of WSSA.

The Directors shall publish business in the guild newsletter according to the Operations Manual.

Section 4.5: Authority
The Board of Directors has the authority to establish operating procedures and policies for WSSA. Any policy recommended by the Board of Directors can be overturned by a 2/3 vote of the entire

Membership.

Section 4.6: Compensation
Members of the Board of Directors shall not receive any compensation for their services as Directors.

ARTICLE V—Officers

Section 5.1: Officers
The Officers of WSSA shall consist of no less than a President, Vice President, Secretary, Membership Chair, Treasurer, Communications Director, Equipment Manager, Librarian.

The Nominating Committee may also designate other Officers as needed and recommended by the Board of Directors including, but not limited to, an At-Large Representative.

All Officers shall be elected at the annual meeting of the Members in June.

Temporary duties of each of the Officers can be found in the WSSA Operations Manual.

Section 5.2: Duties
The essential duties of each Officer are herein described:

The President as chair of the Board of Directors of WSSA shall:
- preside over and ensure the smooth working of the guild;
- serve as spokesperson for the guild;
- preside at all meetings of the guild and of the Board of Directors;
- sign or endorse checks and make deposits in the guild account In the temporary absence or disability of the Treasurer;
- appoint Chair for special committees, such as for Board nominations and fundraising.

The Vice-President shall:
- perform the duties of the President in the event of an absence;
- assist the President as required;
- serve as Chair of the Programs Committee.

The Secretary shall:
- keep and maintain minutes of the Board of Directors;
- collect and archive official minutes of Committees;
- collect and archive any printed matter, digital files and photos that pertain to the activities of the organization and its members;
- keep records of donations to the guild and send letters of appreciation.

The Membership Chair shall:
- maintain a record of the names, addresses, and class of membership of all Members of the

guild;
- welcome and distribute information to new members as necessary;
- collect dues;
- ensure that all Members have paid their dues.

The Treasurer shall:
- receive and disburse all funds upon proper authorization;
- account for all monies collected and spent;
- file timely State of Texas and Federal tax forms;
- develop an annual budget for the Board of Directors and present to the membership before the end of the year;
- publish an annual financial report to the Membership.

The Equipment Manager shall:
- ensure that all guild equipment is maintained and accounted for;
- develop lending policies for the Board of Directors approval;
- follow responsible procedures for acquiring and deaccessioning assets;
- develop operating procedures for the guild's equipment.

The Librarian shall:
- ensure that all guild library holdings are maintained and accounted for;
- develop lending policies for the Board of Directors' approval;
- follow responsible procedures for acquiring and deaccessioning assets;
- develop operating procedures for the guild's books and publications.

The Communications Director shall:
- ensure the creation and distribution of guild publications, both digital and printed, as defined in the Operations Manual;
- ensure that Members are aware of activities in the community that may be of interest;
- assist the President in the role of WSSA spokesperson.

At-Large Members shall:
- Perform duties as determined for the term of office by the candidate, the Nominating Committee, and Board of Directors to further the goals of the guild.

Section 5.3: Committees
The Board of Directors may create and authorize Temporary, Special, and Standing Committees as needed. Such committees must report to the Board of Directors as the Board sets forth in the charge. Standing committees can be disbanded or left unfilled if the need for them no longer exists by a vote of the Board of Directors.

(a) Nominating Committee
A nominating committee shall be appointed by the President no later than April.

The nominating committee shall consist of at least three Members of WSSA, at least two of whom are not themselves Members of the currently serving Board of Directors.
The nominating committee shall report its slate of Officers to the general Membership no later than the end of May to accommodate a vote in June. Permission must be secured in advance from any individual nominated prior to the presentation of the name to the Membership. Any At-Large-Member(s) of the Board of Directors shall also be nominated and elected by these provisions.

(b) Standing Committee on Technology

A Standing Committee on Technology shall be created, consisting of the Communications Director, Membership Director, Treasurer, and Programs Director. These committee members may designate any additional members, such as an At-Large-Member, to the Committee as they deem necessary. The Committee shall:

- communicate strategic benefits, risks, and costs for the guild to the Board of Directors;
- develop operating policies and procedures for the guild's technology and technical assets;
- assign or outsource maintenance and day-to-day technology duties as necessary;
- be ultimately responsible for the maintenance, reliability, safety, and operational management of any technology WSSA uses.

(c) Liaison Committee

Organize, encourage, and maintain relationships with related organizations such as, but not limited to:

- other local guilds,
- local businesses,
- Contemporary Handweavers of Texas (CHT),
- Handweavers Guild of America (HGA), and
- Complex Weavers.

Section 5.4: Removal

Any Officer or agent may be removed by 2/3 vote of the full Board of Directors, with or without cause, whenever in its judgment the best interests of the Guild will be served thereby. Officers may resign by written notice of resignation at any time without prejudice.

ARTICLE VI—Membership

Section 6.1: Eligibility

All persons who are interested in weaving, spinning, and dyeing are eligible for membership in WSSA.

Membership in the Organization is open to all individuals who subscribe to these Bylaws and WSSA's Code of Conduct, and pay the required dues. The Board of Directors shall have the

discretion to deny membership to any individual who, in its judgment, does not subscribe to these Bylaws or WSSA's Code of Conduct.

Section 6.2: Dues

Annual dues shall be set by the Board of Directors.

Classes of membership, and associated dues, shall be determined by the Board of Directors.

The Guild may honor a member with a lifetime membership. A Life Member has the same privileges as regular members, but is exempt from paying dues. The Board of Directors shall receive recommendations for Life Members and this will be voted on by the Board.

Any changes to classes and dues shall be reported to the Membership before the start of the next fiscal year.

All dues shall be paid annually on or before the anniversary of when the Member joined. If annual dues are not paid within 30 days the Member shall be removed from active membership and will no longer be considered a member of WSSA.

Section 6.3: Membership Information

Members must provide the Membership Chair with their name, postal address, email address and telephone number. Members are responsible for ensuring that their information maintained by the Membership Chair is accurate and up-to-date.

Section 6.4: External Organizations

The Board of Directors has authority to negotiate or extend membership privileges to other organizations.

Section 6.5: Voting Privileges

All active Members shall be entitled to vote for:

- The election of Officers;
- All matters expressly required by Texas law to be submitted to a vote of the Membership; and
- Amendments and changes to these Bylaws.

Section 6.6: Termination of Membership

Membership shall terminate if the member has not paid the required dues for at least thirty (30) days after the end of the month one year after dues payment was received.

If annual dues are not paid within 30 days the Member shall be removed from active membership and will no longer be considered a member of WSSA. Membership can be reinstated by paying the annual dues.

Membership may also be terminated by the Board of Directors for violations of the WSSA's Code of Conduct, as approved by the Board of Directors.

ARTICLE VII—Meetings and Elections

Section 7.1: General Meetings
The general meetings of the guild shall be held in such times and places as recommended by the Board of Directors. There shall be a minimum of ten general meetings each year of the guild.

Section 7.2: Board of Director Meetings
Meetings of the Board of Directors shall be held at a time set by the Officers and announced to the Membership.

Decisions of the Board of Directors shall be made by consensus. If, despite a good faith effort, no consensus can be reached then a vote shall be held and the majority rules. Important decisions, such as approving minutes or the budget, shall be motioned, seconded and voted on. Additional rules the organization may adopt shall be included in the Operations Manual document. These rules shall govern the meetings in all cases to which they are applicable and where they are not inconsistent with these Bylaws.

Section 7.3: Annual Business Meeting
There shall be an annual meeting of all Members the 2nd Thursday of June, but no later than the 2nd Thursday of July of each year.

The election will be held during this annual meeting; a majority of the Members present and voting shall elect the Officers of the Board of Directors to serve one-year terms.

ARTICLE VIII—Operations and General Provisions

Section 8.1: Fiscal Year
WSSA's fiscal year runs from January 1 through December 31.

Section 8.2: Payments
WSSA's expenditures shall be paid by the Treasurer based on the budget. Disbursements exceeding the budget must be authorized by the Board of Directors.

Section 8.3: Official Statements
No Member of WSSA shall officially make any pronouncement or declaration on questions of policy until the same has been authorized by the Board of Directors. The President shall be authorized to speak on behalf of WSSA where necessary.

Section 8.4: Operations Manual
The Board of Directors shall maintain an Operations Manual. Policies and procedures shall be a part of the manual and made available to the Membership.

ARTICLE IX—Amendments

Proposed amendments to these Bylaws shall be introduced at a regularly scheduled general meeting and reported to the Membership in a newsletter preceding the next general meeting.
They shall be passed upon a simple majority vote of all Members present and voting at that general meeting.

Alternatively, these Bylaws may be amended via mail, email, or online polling, through the return of or posting of formal ballots submitted to all Members via hardcopy or electronic means so long as Members have at least 30 days to consider amendments before voting.

ARTICLE X—Dissolution

Should the Board of Directors recommend that WSSA disband; such recommendation shall be submitted in writing to the entire Membership.

Two-thirds of the entire Membership must approve dissolution. Said vote may be obtained through return of ballots (either written or electronic) or at a general meeting of the Membership (either in person or virtually) or a combination of these two methods.

The Board of Directors shall consult with an attorney in order to comply with state and federal laws regarding disbursement of funds and disposition of equipment upon the dissolution of the non-profit corporation.

ADOPTION OF BYLAWS

We, the Board of Directors, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of the WEAVERS AND SPINNERS SOCIETY OF AUSTIN.

ADOPTED BY THE BOARD OF DIRECTORS OF WSSA EFFECTIVE AS OF:

DATE: June 8, 2023

SECRETARY: _____