



# **The National NeedleArts Association**

## **Bylaws**

# BYLAWS

## OF

### ***THE NATIONAL NEEDLEARTS ASSOCIATION*** ***Proposed Amendments for Vote 2019***

#### ARTICLE I ORGANIZATION

##### Section 1. Name

The name of the organization is ***The National NeedleArts Association***. (“Association” or “TNNA”). It is a non-profit corporation organized in Ohio under 501 (c) (6) of the Internal Revenue Code and is authorized to conduct business in Illinois.

##### Section 2. Office

The Association shall maintain a registered office in the State of Ohio and a registered agent at that office. The Association may have offices in other locations as determined by the Board of Directors.

##### Section 3. Fiscal Year

The fiscal year shall be determined by the Board of Directors.

#### ARTICLE II PURPOSES

##### Section 1. Purposes

The purpose of TNNA is the advancement of needle arts, fiber arts, textile arts, and craft businesses by enhancing the professional growth of its membership, increasing consumer awareness, supporting a strong marketplace, provide meaningful services for the benefit of its members, and inspiring crafts daily in all communities.

#### ARTICLE III MEMBERSHIP

##### Section 1. Qualifications for Membership.

Those who are actively conducting business in the needle arts, fiber arts, textile arts, and craft industries.

##### Section 2. Good Standing

A Member in good standing is one whose dues are paid, has actively engaged in business within the past 12 months, upholds these Bylaws, and adheres to The National NeedleArts Association Policies and the Code of Conduct.

### Section 3. Rights and Duties

All Members in good standing may attend membership meetings, be invited to serve on any committee, hold a board position, and may vote.

### Section 4. Admission to Membership and Approval

All applications for membership shall be in writing, signed by the applicant or its authorized representative and be submitted to Association headquarters. The applicant shall become a Member of the Association, upon approval and receipt of the initial dues payment and a signed agreement to abide by The National NeedleArts Association Policies and the Code of Conduct, copies of which will be sent to the new member upon request.

### Section 5 . Termination of Membership

Membership in the Association may terminate by voluntary withdrawal or as provided in these Bylaws. The Board of Directors may, by affirmative vote of two-thirds (2/3) of all the members of the Board, terminate the membership of any member who becomes ineligible for membership for cause after an appropriate hearing, conducted in accordance with due process procedures adopted and approved by the Board of Directors and Legal Counsel. Termination of membership, for whatever reason, shall not relieve the member of its obligations for dues, assessments or other charges accrued and unpaid. All rights, privileges and interests of a member in the Association shall cease on the termination of membership.

### Section 6. Suspension and Expulsion

The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may censure or expel a member for cause after an appropriate hearing, conducted in accordance with due process procedures adopted and approved by the Board of Directors and Legal Counsel. Sufficient cause for such suspension shall be violation of the Bylaws, Code of Conduct or The National NeedleArts Association Policies or any other conduct prejudicial to the interest of the Association. Prior to any action taken by the Board, a statement of charges shall have been mailed by certified mail to the last recorded address of the member whose membership is under examination at least thirty (30) days before the meeting of the Board to review the charges.

## ARTICLE IV DUES

### Section 1. Assessment of Dues

The annual dues for all members of the Association shall be determined and assessed by the Board.

### Section 2. Dues Payable

Dues shall be due and payable on or before October 1 of each year for the period of October 1 to September 30 of the following year.

### Section 3. Failure to Pay Dues

Any member who shall be in default in the payment of Dues for one (1) month or more from the due date shall be suspended from membership unless the Board of Directors, by a

majority vote of all the members of the Board directs other action. The membership of any member suspended for failure to pay its financial obligations shall terminate at the conclusion of a period of thirty (30) calendar days after its suspension, unless such period is extended by the Board of Directors, in which case the membership shall, without further action, terminate at the end of the extended period if the financial obligations have not been paid.

## ARTICLE V MEMBER MEETINGS

### Section 1. Annual Meetings

An annual meeting of the Members for reviewing the annual report, receiving other reports, and for such other business as may properly come before the meeting, shall be held at such time, date and place to be determined by the Board of Directors.

### Section 2. Special Meetings

Special meetings of the Association membership may be called by the President or by a majority vote of the Board. Ten (10) percent of the Members may request the Board to set a time for a special meeting. The board must hold the member-requested meeting within forty-five (45) days of receiving the request.

### Section 3. Notice

Written notice stating the place, date and hour of any meeting of members shall be delivered to each member not less than ten (10) calendar days before the date of each Annual meeting or special meeting. In the case of a special meeting, the purpose(s) for which the meeting is called shall be stated in the notice.

### Section 4. Quorum

Ten (10) percent of the Members in good standing, represented in person or by proxy, shall constitute a quorum and, in case there be less than this number, the presiding officer may adjourn the meeting until a date wherein it is certain a quorum could be present. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

### Section 5. Voting

If a quorum is present, the affirmative vote of a majority of the members present and voting shall be the act of the members, unless the vote of a greater number is required by law or these Bylaws.

### Section 6. Voting- Designated Voter- Proxy

At any meeting of the Association, each-Member shall be entitled to one (1) vote. -Members may vote via proxy, the form for which will be provided by the Association. This proxy must be sent to the Association prior to the meeting in which it is to be counted and shall designate the person who will have the authority to vote for those issues as set forth on the proxy. Any proxy must be executed in writing. A proxy shall be valid only with respect to the specific meeting for which it is given.

Section 7. Voting – Informal Action

Any action that could be taken at a meeting of the general Association membership, including election of Directors, may be taken without a meeting by a thirty (30) calendar day mail ballot or electronic ballot submitted to the members entitled to vote to the extent and as allowed by law and consistent with these Bylaws. The Bylaws provisions related to Mail Ballot procedures set forth in Article X, Section 8 are incorporated herein by reference. Informal actions must be approved by the same number of members as would be necessary to approve such actions at a member meeting.

ARTICLE VI  
GOVERNMENT

Section 1. Board of Directors

The Board of Directors shall manage the affairs of the Association, and shall have general strategic planning and policy-making authority with respect to the interests of the Association as a whole. There shall be a Board of Directors consisting of five (5) Officers that are outlined in Article VI section 5 and up to an additional six (6) directors. All board members will have voting power at the Board of Directors meetings. Directors will serve three-year staggered terms. A Director may not serve more than two (2) consecutive terms on the Board of Directors. The Directors shall serve without compensation.

Section 2. Vacancies on the Board of Directors

Vacancies in any position on the Board, including any office, may be filled by a qualified person for the balance of the term by a majority vote of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 3. Removal

A Director may be removed with or without cause, by the affirmative vote of two-thirds (2/3) of the members entitled to vote on removal of Directors, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members at least (20) calendar days before the meeting stating that a purpose of the meeting is to vote on removal of the named Director(s).

Section 4. Proxies

No Director may act by proxy on any matter.

Section 5. Association Officers

The elective officers of TNNA shall be Members of the Association, in good standing elected by a majority vote of members for one (1) year terms, and shall serve until their successors have been duly elected and qualified. No individual may hold more than one (1) office simultaneously. Any individual who has previously held an office is eligible for re-election to the same office after a one-year period has elapsed.

A. President (1 year)

The President shall be the principal executive officer of the Association and shall preside at all meetings of the Association, the Board and Executive Committee. The

President may sign any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by the statute to some other officer or agent of the Association. The President shall automatically succeed to the office of Immediate Past President at the end of the current Immediate Past President's term; except as otherwise provided in these bylaws, shall appoint the Chair of all committees and, in consultation with the Chair, make all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

B. President-Elect (1 year)

The President-Elect shall, in the absence of the President, preside at all meetings of the Association and the Board of Directors; shall automatically succeed to the office of President at the end of the presiding President's term; and shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the President or by the Board of Directors.

C. Secretary (1 year)

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; shall keep or cause to be kept an accurate census of the membership; and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Secretary may be assigned, in whole or in part, to the Executive Director.

D. Treasurer (1 year)

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; shall receive and give receipts for monies due and payable to the Association from any sources whatsoever, and shall deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; shall submit financial reports to the Board of Directors at its regular meetings and to the membership at the Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Treasurer may be assigned, in whole or in part, to the Executive Director.

E. Immediate Past President (1 Year)

The Immediate Past President shall be the Chair of the Nominating Committee and shall perform all duties incident to the office of Immediate Past President and such other duties as may be specified by the President or by the Board of Directors.

G. Executive Committee

The President, President-Elect, Secretary, Treasurer, and Immediate Past President shall constitute the Executive Committee of the Association. The Executive Committee

shall direct the affairs of the Association for operational matters on a day-to-day basis, between times of the meetings of the Board. The Executive Committee shall keep the Board fully informed of all decisions. The Executive Committee shall not override the decisions made by the Board or override any recommendations presented by any committee.

## ARTICLE VII ELECTIONS

### Section 1. Board of Directors

Election of Directors shall be conducted annually at a date determined by the Board of Directors.

#### A. Nominating Committee

The Nominating Committee shall be composed of at least five (5) members in good standing who shall be chosen by the Immediate Past President, whose names will be submitted to the Board for its approval by the majority of the Board. A member of the Nominating Committee cannot be a candidate for the ensuing election.

#### B. Nominations

i. The Nominating Committee will announce a call for nominations. Members will have the opportunity to submit name(s) to the Nominating Committee for consideration as director candidates for the ensuing year's election.

ii. The Nominating Committee will be responsible for reviewing the candidate questionnaires and presenting a slate of director candidates to the membership.

iii. Candidates must be members of the Association for at least one (1) year prior to the date of their nomination.

#### C. Elections

The slate of candidates will be presented to the membership in writing, either by mail or electronic mail, to the most recent address on file with thirty (30) days allotted for response. Votes may be cast by return mail or electronic mail. A simple majority of the votes cast by return mail or electronic shall be necessary to elect.

#### D. Assuming Board Positions

The term of the office for each Director shall begin on the first day of the Calendar year following their election.

### Section 2. Officers

Immediately after their induction, the newly constituted Board members shall elect, from among their members, a President-Elect, Secretary and Treasurer of the Association to serve for a term of one (1) year. The President-Elect elected the prior year shall assume the role of President. An individual may not serve more than two consecutive years in the same office, i.e. President, President Elect, Secretary, or Treasurer. No member may serve as an officer without having served as a Director for at least one (1) year.

A majority of the Board must be present to hold an election. The officers so elected shall be inducted and take office immediately. The membership shall be notified of the results of the election in the following newsletter.

## ARTICLE VIII INDEMNIFICATION

TNNA shall indemnify all officers, directors, regional and local component volunteers, committee members, employees, and agents of TNNA to the full extent permitted by law, and is required to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of TNNA.

## ARTICLE IX GENERAL PROVISIONS

Section 1. Executive Director. The administrative and day-to-day operation of the Association shall be the responsibility of a staff head or firm employed and appointed by the Board of Directors and responsible to the Board. The salaried staff head or firm shall have the title of Executive Director and shall have the authority to execute contracts on behalf of the Association and perform other duties as may be specified by the Board. The salaried staff head or firm shall employ and may terminate the employment of such additional staff personnel necessary to carry out the work of the Association.

Section 2. Legal Counsel. The Board of Directors shall retain Legal Counsel for the Association upon such terms and conditions as the Board shall deem advisable.

Section 3. Contracts. The Board of Directors may authorize any officer or agent of the Association or any Division to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 4. Deposits, Checks, Drafts, Etc. All funds of the Association shall be deposited, from time to time, to the credit of the Association, in such banks, trust companies or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officers or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the Executive Director of the Association shall sign such instruments.

Section 5. Gifts. The Board of Directors may accept, on behalf of the Association, any contribution or gift for the general purposes or for any special purpose of the Association.

Section 6. Audit. The accounts of the Association shall be audited on a regular basis by an independent Certified Public Accountant approved by the Board of Directors.

Section 7. Books and Records. The Association shall keep correct and complete books and records of account; minutes of the proceedings of its members, Board of Directors, Executive Committee; and a record giving the names and addresses, both post office and electronic, of all members at the registered or principal office of the Association. Any voting member shall have the right to examine, in person or by agent, at any reasonable time or times, the Association's books and records of account and minutes, and to make extracts therefrom, but only for a proper purpose. In order to exercise this right, a voting member must make a written demand upon the Association, stating with particularity the records sought to be examined and the purpose therefore. If the Association refuses examination, the voting member may file suit in the circuit court of the country in which either the registered agent or principal office of the Association is located to compel by mandamus or otherwise such examination as may be proper. If a voting member seeks to examine books or records of account, the burden of proof is upon the voting member to establish a proper purpose. If the purpose is to examine minutes, the burden of proof is upon the Association to establish that the voting member does not have a proper purpose.

Section 8. Mail Ballot and Electronic Ballot. The procedures for voting by mail ballot or electronic ballot shall be as follows:

Recording of Votes. All mail ballots or electronic ballots shall provide for recording the votes of members in the affirmative, in the negative, or as "not voting." Negative votes should be supported with comments. Members not recording their votes in writing within the voting period shall be deemed to have voted in the affirmative to the extent permitted by applicable law, except that a member who shall expressly decline to vote shall be recorded as abstaining from voting on the question. No member may change its vote given by the mail ballot or electronic after expiration of the voting period of thirty (30) calendar days from the date of mailing of the ballot. All mail ballots shall be dated and signed by the voting representative of each member authorized to vote on the type of question.

Computation of Results. In computing the results of a ballot, any fraction equal to or less than one-half (1/2) shall be disregarded, and any fraction greater than one-half (1/2) shall be taken as one in determining the number of affirmative votes required for adoption.

Rescission or Reconsideration. The result reached on any mail ballot or electronic ballot may be re-opened at the next succeeding meeting of members (as appropriate), upon the vote of a majority of the members and the matter reconsidered as though the ballot had never been taken.

Section 9. Proof of Delivery of Notice. Any notice required to be given by law, or authorized or approved by the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when

the facsimile is sent via the facsimile number shown for the member/Director in the records of the Association; if electronically, when transmitted to such email address shown for the member/Director in the records of the Association; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

Section 10. Waiver of Notice. A written waiver of any notice required to be given by law, the Articles of Incorporation or these Bylaws, signed by the person(s) entitled to such notice whether before or after the time stated, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 11. Writing. Actions required to be “written” or “in writing,” or to have written consent or written approval of members, directors, or committee members shall include any communication transmitted or received by electronic means or by any other technology permitted by law and not prohibited in the Articles of Incorporation or by policy or procedure of the Board of Directors. A requirement for a signature shall be satisfied by any means recognized by law, *e.g.*, electronic signature, unless prohibited by policy or procedure of the Board of Directors.

## ARTICLE X LIMITATIONS OF LIABILITIES

No director, officer, employee, or agent of the Association acting in their official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director, officer, employee, or agent, except to the extent dictated by law.

## ARTICLE XI AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Members voting in person or by proxy at any meeting of the members where a quorum is present. These Bylaws may also be amended by an electronic or mail-in ballot by the majority vote of those responding. The substance of the alteration, amendment, repeal or adoption must be submitted in writing to the membership at least thirty (30) days prior to the date by which the same is to be considered.

## ARTICLE XII PROCEDURE

Roberts Rules of Order shall, at the discretion of the President or the majority of the Board Members govern all procedural and parliamentary matters of this Association.

ARTICLE XIII  
DISSOLUTION, MERGER LIQUIDATION

The Association may be merged, dissolved, or liquidated only upon a vote of two thirds (2/3) majority of its Membership. As a result of these actions, the net assets of the Association shall pass to another organization organized not-for-profit, provided the organization is organized and operated not-for-profit under Section 501 (a) of the Internal Revenue Code. Any transactions involving a transfer of materially all of the Association's assets shall be required to meet the super-majority of this Section.

ARTICLE XIV  
BYLAWS CONTROL OVER POLICY

If there is a provision in these Bylaws that is contrary to the provision in any policies of the Association, these Bylaws will control.

Adopted July 1995  
Amended September 2012  
Amended July 2019