

FOOTHILLS CRAFT GUILD, INC.
BY-LAWS

ARTICLE I. Name and Location

Section 1. The name of this corporation shall be the Foothills Craft Guild, Inc.

Section 2. The location of the principal office of this corporation in the State of Tennessee shall be in the Oak Ridge environs, Tennessee. This corporation may have such other offices either within or without the State of Tennessee as the Board of Directors may, from time to time, designate.

ARTICLE II. Objectives

Section 1. This Corporation shall operate as a non-profit corporation under the laws of the State of Tennessee, and no part of the income of this corporation shall inure to the benefit of any individual member.

Section 2. The principal objectives of this corporation are:

- a. To encourage and promote the development and appreciation of arts and handicrafts of all types; to promote and encourage high standards of workmanship in handicrafts and conduct educational programs for persons interested in handicrafts of all kinds; to sponsor and hold handicraft shows, exhibitions, fairs, and demonstrations, and such other programs; and to engage in such other activities which contribute to the advancement, development, and appreciation of arts and handicrafts of all kinds.
- b. The objectives and activities of this corporation shall nevertheless be limited to objectives and activities as will qualify it for tax-exempt treatment under the provisions of the Internal Revenue Code of the United States.

ARTICLE III. Membership

Section 1. Membership in this corporation shall be as

- a. juried
 - (1) Individual
 - (2) Life
 - (3) Center
- b. non-juried
 - (1) Honorary
 - (2) Educational Center

Section 2. Types of Membership

- a. Individual membership shall be open to any craftsperson who is a resident of the State of Tennessee; who subscribes to the objectives and purposes of the charter, who pays the applicable dues, and who agrees to abide by the provisions of the by-laws of this corporation. An individual member is eligible for all rights, privileges, and responsibilities of membership including voting, serving on the Board of Directors and all committees, and exhibiting at shows. The Guild may require a member to provide proof of in-state residency by supplying one of the following: a federal income tax return, Tennessee Driver's License, or Tennessee Voter's Registration Card. Failure to supply proof of Tennessee residency will result in loss of membership.
- b. Life memberships are awarded to individual members of the Guild in recognition of outstanding service to the Foothills Craft Guild by an affirmative vote of not less than two-thirds (2/3) of the voting membership present at a regular or special meeting where a quorum is present. A written notification of the proposed action shall be provided to the membership at least four (4) days prior to the meeting. A life member shall not be required to pay dues and shall share the same privileges as an individual member and shall receive a special membership certificate stating his/her life

membership in the Guild.

- c. Center membership consists of a group of two or more craftspeople working together to produce one or more crafts whose work has been accepted by the Standards Committee in the same manner as is applicable to individual members, is located in the State of Tennessee, subscribes to the purposes and policies of the Guild, pays applicable dues, and meets the criteria as specified for individual members. Each center is considered to be a single entity and will name the person who speaks and acts for the center and who is responsible for quality control. The Guild may require a member to provide proof of in-state residency by supplying one of the following: a federal income tax return, Tennessee Driver's License, or Tennessee Voter's Registration Card. Failure to supply proof of Tennessee residency will result in loss of membership.

Any craft production, or part thereof, which has been delegated to an apprentice, employee, or to any non-juried person shall automatically fall into the center membership classification.

If an individual is both a member of a center and has individual membership, the individual membership takes precedence.

- d. Honorary memberships are awarded to persons who have made outstanding contributions to the Guild and/or to the craft field as stated in Article II, Section 2a, of these by-laws by an affirmative vote of not less than 2/3 of the voting membership present at a regular or special meeting. A written notification of the proposed action shall be provided to the membership at least four (4) days prior to the meeting. An honorary member may attend meetings and workshops; may serve on committees when appointed by the President with the exception of the Standards, Nominations, and By-Law Committees; will have no vote in the organization; may not exhibit at shows; and shall not be required to pay dues.
- e. Educational center membership shall be defined as a recognized school, college, university, or department thereof which teaches one or more crafts; whose application has been accepted by the Board of Directors; is located within the State of Tennessee; pays applicable dues; and subscribes to the purposes and policies of the Guild. Educational members may exhibit top-quality crafts at the Guild shows but only in such quantities as may be determined by the Show Committee.

Section 3. Rules governing juried membership (Individual or Center)

- a. An applicant for juried membership shall submit an application to the Guild and following (1) approval by the Standards Committee in one or more craft categories, (2) a favorable vote of the Board of Directors for admission into the Guild, and (3) payment of applicable dues, the applicant shall become a juried member.

Only work in a juried category may be displayed and offered for sale at any Guild function.

- b. Termination of membership includes loss of all rights, privileges, and responsibilities of membership.
 - (1) A member (individual or center) who changes residence out of the State of Tennessee may continue juried membership for up to two (2) years beyond current membership with all the rights, privileges, and responsibilities of that membership.
 - (2) The Board of Directors may immediately terminate membership for the following reasons:
 - i. Copying and offering for sale work of another member.
 - ii. Flagrant violation of the by-laws, instructions and recommendations of the Standards Committee, or other rules and regulations which may be approved by the membership from time to time.
 - iii. Offering for sale any copyrighted work unless written permission from the copyright holder is on file with the Guild.
 - iv. Claiming credit for the work of another person.
 - v. Conduct which discredits the Guild or members of the Guild.
 - vi. Failure to provide proof of in-state residency when requested.

- (3) The Board of Directors shall have the authority to place a member under probation for one year for violation of Section 3.b.2 above. Violation of probation shall be grounds for automatic termination of membership. All disciplinary actions voted by the Board of Directors must be implemented within thirty (30) days by the Board of Directors.
- (4) A member shall have the right to personally appeal the Board's decision.

c. Reinstatement

- (1) Any member who forfeits membership by virtue of change of residence may, upon return to Tennessee, petition the Board for reinstatement. At the discretion of the Board, the member may be reinstated. The Board may require rejuryming.
- (2) A member terminated for cause may request from the Board a ruling on their eligibility to reapply for membership. If the Board rules that the person is eligible to re-apply, rejuryming is required.

Section 4. Dues. Dues for the various classes of membership shall be set annually by the Board and published in the Guild Newsletter one month prior to date due and shall be due and payable during February of each year.

Final written notice shall be mailed to all members whose dues are not paid by March 1. Any member whose dues are not received by March 15 shall be dropped from the rolls. Once dropped from membership, a former member shall reapply for membership in the manner set forth in Section 3a of this Article III. Except as provided for in the provisions of these by-laws, membership, when once attained, shall continue from year to year. There shall be no pro-rating of dues for a partial year of membership. The full amount of yearly dues is required irrespective of the time of year membership is acquired.

Section 5. Recognition of Membership. All members shall receive membership recognition in such form as the Board of Directors may prescribe signifying the type of membership held and that the member is in good standing with the corporation.

Section 6. Guild Logo. The Guild logo and name may be used only on work which is reflective of the member's juried craft.

ARTICLE IV. Supporters Any person interested in supporting the purposes and policies of the Guild may become affiliated in one of the following categories: (a) Friends: Individual or Corporate, (b) Associates.

Section 1. Friends lend financial support to the Guild through a structured giving plan approved by the Board of Directors upon recommendation of the Fall Show Committee.

Section 2. Associates are those persons, not necessarily craftspeople, who subscribe to the objectives and purposes of this corporation, pay the applicable dues, and agree to abide by the provisions of the charter and by-laws. Associates lend volunteer support through their time and talent. Applicants for associate status need only to be approved by a majority vote of the Board of Directors. Associates may attend meetings and workshops and may serve on committees when appointed by the President with the exception of the Standards, Nominations, and By-Law Committees; will have no vote in the organization; and may not exhibit at shows.

ARTICLE V. Board of Directors

Section 1. The management of the property and affairs of the corporation shall be vested in its Board of Directors.

Section 2. Number, Qualification, Term, and Elections.

- a. Membership. The Board shall be composed of nine (9) directors, plus the immediate past president (Ex Officio) if not otherwise elected to the Board of Directors.
- b. Qualification. Only juried members in good standing of this corporation shall be eligible for election to the Board of Directors.
- c. Term. The directors shall hold office for a three-year term or until their successors are duly elected and qualified.
- d. Election. The directors shall be elected by the membership in October/November each year to take office the following February 1. Directors shall be elected for three-year terms. No director may serve more than two (2) consecutive terms.

Section 3. Vacancies. Any vacancy on the Board of Directors due to the death or the resignation of a director may be filled by the majority vote of the remaining members of the Board of Directors at any regular or special meeting of the board. Any successors elected shall only serve for the unexpired term of the deceased or resigning director.

Section 4. Removal. Any director may be removed from office as a director at any time by a two-thirds (2/3) majority vote of the membership present at any regular or special meeting of the organization. Failure to fulfill the duties of a board member as detailed in Board of Directors' Policy may constitute automatic dismissal by 2/3 vote of the Board.

Section 5. Meetings of the Board of Directors.

- a. Regular meetings of the Board of Directors shall be held at such times and places as the board shall decide.
- b. Special meetings of the Board of Directors may be called by the President of this corporation and shall be called by the President when any four (4) directors of the board shall submit a request in writing for such meeting. The president shall cause notice of the time, place, and purpose of all special meetings to be given to the members of the Board of Directors at least three (3) days prior to the date of the proposed meeting.

Section 6. Power and Duties. The Board of Directors shall have the following powers and duties in addition to those given by the charter of this corporation and/or applicable law.

- a. It shall have control of and be responsible for the property and affairs of the corporation and determine matters of policy pertaining thereto.
- b. It shall provide for a budget for this corporation and supervise the expenditure of its funds. The proposed budget, including a full financial report, shall be presented to the membership at a meeting to be held in May/June of each year. The budget shall be subject to revision at that time. The budget, as presented or revised, shall be ratified by a two thirds (2/3) affirmative vote of the membership present.
- c. It shall cause to be prepared and be presented by mail to the membership each year a statement of the affairs of this corporation for the preceding year.
- d. It shall approve the employment and termination of any person by the corporation and his/her salary. No member of the Board of Directors may concurrently serve as a paid employee of this corporation.

ARTICLE VI. Officers

Section 1. Officers, terms, and election.

- a. Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. The officers shall be elected by the Board of Directors from its membership. The Board of

Directors may, however, appoint such subordinate or assistant officers as they deem necessary for the conduct of the affairs of this corporation.

- b. Term. The officers of this corporation shall be elected for a term of one year, beginning February 1, and shall hold office until their successors are duly elected and qualified.
- c. Election. Following the annual election of directors in October/November, the directors and directors-elect shall meet to elect the new officers who will take office in February. Directors leaving the Board shall have no vote in electing the new officers. The directors-elect shall audit the meetings of the Board until they take office to provide an orderly transition.

Section 2. Duties of the President. The duties of the President of this corporation shall be to:

- a. Preside at all meetings of the membership and of the Board of Directors but may designate any other officer or member of the Board to do so.
- b. Be the official spokesperson of this corporation on all matters of policy pertaining to the corporation.
- c. Subject to the control of the Board of Directors, supervise and control the property and affairs of the corporation and sign with such other officers as the Board may designate any deeds, notes, mortgages, and written contracts obligating this corporation and/or its funds, as is expressly authorized by the Board to sign, execute, and acknowledge on behalf of the corporation.
- d. Take whatever steps necessary to implement the decisions of the Board and the membership and perform such other duties usually incident to such office.
- e. Appoint all committees and their chairpersons, except the Director of Standards.
- f. Serve as ex-officio member of all committees except the Nominations Committee.

Section 3. Duties of the Vice-President. The duties of the Vice-President of this corporation shall be to:

- a. In the absence of the president, or in the event of the president's death or inability to act, or at the direction of the president, perform all duties of the president and when so acting, the vice-president shall have all the powers of and be subject to all of the limitations upon the president.
- b. Serve as Director of Standards.
- c. Perform such other duties usually incident to such office or as may be assigned by the President or the Board of Directors.

Section 4. Duties of the Secretary. The duties of the Secretary of this corporation shall be to:

- a. Work in conjunction with staff and others to ensure that all records of the organization are retained and maintained in an accessible manner including those required by Board officers, directors, and staff pursuant to their duties.
- b. Keep the minutes of all meetings of the membership and the Board of Directors in one or more books provided for that purpose.
- c. See that all notices are duly given in accordance with these by-laws and other applicable law.
- d. Keep a roll of the membership of the corporation and the members' addresses.
- e. Perform such other duties usually incident to such office or as may be assigned by the President or Board of Directors.

Section 5. Duties of the Treasurer. The duties of the treasurer of this corporation shall be to:

- a. Maintain responsibility for the fiscal health of the organization, including all assets, liabilities, and monitoring of cash flow.
- b. Maintain responsibility for the collection of funds owing to this corporation, authorize disbursement of funds, and prepare reports of fiscal activity.
- c. Develop an annual budget and present it to the Board of Directors for approval. Present the budget to the membership for approval at the annual membership meeting.
- d. Present at the annual membership meeting a written report of the financial condition of the organization.
- e. Perform such other duties usually incident to such office or as may be assigned by the President or Board of Directors.

Section 6. Delegation of duties. At the discretion of the President or the Board of Directors, any duties specifically assigned may be delegated by contract to the Business Manager or other employees of the Guild.

ARTICLE VII. Voting, Proxies, Quorum

Section 1. Voting. Voting privileges shall be as follows:

- a. At meetings of the membership each juried member in good standing shall be entitled to one vote on all matters requiring membership approval.
- b. Each director shall likewise be entitled to one vote on a matter requiring board approval at all meetings of the board.
- c. A center shall have one vote.

Section 2. Proxy Voting. At meetings of the membership, juried members may vote on any matter by proxy, duly given in writing, and filed with the secretary of the corporation prior to the commencement of the meeting.

Section 3. Vote required to adopt:

- a. A simple majority shall be sufficient to pass any motion at any meeting of the members, except where otherwise noted.
- b. A simple majority shall be sufficient to pass any motion at any meeting of the Board of Directors.

Section 4. Quorum

- a. Membership meetings. A quorum shall consist of the members and proxies present plus not less than one half (1/2) of the membership of the Board of Directors.
- b. Board of Directors meetings. A quorum at any meeting of the directors shall consist of not less than one-half (1/2) of the membership of the full Board of Directors.

Section 5. Manner of voting. All voting at meetings of the membership or the Board of Directors shall be by voice, show of hands, U.S. mail, fax or e-mail. A majority shall consist of not less than 50 percent of those casting a vote. Notice shall be given to 100 percent of the membership prior to such voting.

ARTICLE VIII. Membership Meetings

Section 1. The Board of Directors will set the number, place, and time of regular membership meetings.

Section 2. The secretary shall cause written notice of the time and place of each annual election of directors to

be given to each voting member by mailing such notice to the last known address of the member upon the records of this corporation at least ten (10) days prior to the voting deadline.

Section 3. Roberts Rules of Order shall govern the proceedings at all meetings of the membership of the corporation except where some are in conflict with the charter or by-laws of this organization.

Section 4. Special meetings of the membership may be called by the president for the Board of Directors and shall be called by the president when a written request for such meeting, signed by one-third (1/3) of the membership, is presented to him/her.

ARTICLE IX. Elections

Section 1. The Nominations Committee shall, prior to the October/November election each year, solicit and consider the recommendations of individual and life members as to candidates for the directorships to be filled, shall prepare a slate of eligible candidates, and present the same for the consideration of the membership. The number of eligible candidates proposed by the Nominations Committee shall be no less than twice the number of vacancies to be filled. No candidate shall be included on the prepared slate, however, unless the Nominations Committee shall have first secured her/his consent to be nominated.

Section 2. Each juried member shall be entitled to one vote for each directorship to be filled in the election and the candidates receiving the highest number of votes shall be elected. In the event of a tie vote, a runoff election shall be held between the two candidates receiving the same number of votes, and the one receiving the highest number of votes in the runoff shall be elected.

ARTICLE X. Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officer's agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Directors. Such resolutions may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued by or in the name of this corporation shall be signed by such officers or officer or officer's agent or agents of this corporation and in such a manner as shall from time to time be authorized by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such bank, or banks of trust companies, or other depositories as the Board of Directors shall authorize by resolution.

Section 5. The fiscal year of the corporation shall commence on July 1 and end on June 30.

Section 6. Any officer or agent of the corporation authorized to disburse corporate funds may be required to give bond if required by the Board of Directors.

ARTICLE XI. Committees

Section 1. There shall be the following standing committees:

- a. Nominations Committee

Only juried members are eligible to serve on the Nominations Committee. The number of members of the Nominations Committee shall be three. The duties of the Nominations Committee are set forth in Article IX. Elections, hereof. No more than one (1) member of the Board of Directors may serve concurrently on the Nominations Committee. The President shall appoint the committee and may

advise, but not serve on, the committee.

b. Josh Williams Memorial Scholarship Committee

- (1) The number of members of the Scholarship Committee shall be left to the discretion of the Board of Directors.
- (2) The scholarships may include instruction, research, or writing in a field of study recognized as a craft by Foothills Craft Guild.
- (3) Duties of the committee.
 - i. Publicize the availability of scholarship awards.
 - ii. Collect and review all letters of application.
 - iii. Select scholarship recipients according to the policies and guidelines set by the Board of Directors.

c. Standards Committee

- (1) The Standards Committee shall consist of nine members of the corporation and the vice-president of the Board of Directors. Only juried members are eligible to serve on the Standards Committee. By early February, the vice-president shall recommend to the Board three members for appointment to the Standards committee. These members must have completed one full year of membership prior to their appointment. Members serving on this committee shall be conversant with the Guild's published Standards policy guidelines. Members shall serve a three-year term, with three (3) members retiring each year on January 31. Members may serve no more than two consecutive terms. No member of this committee may submit items for judging by the Standards Committee during their term on this committee. Committee membership should include a maximum diversity of expertise across the craft media.
- (2) The Standards Committee, with the approval of the Board of Directors, shall prepare, maintain, and publish a set of standards guidelines and shall prepare an application form for applicants, stating among other things, the pertinent requirements and prohibitions established by the Guild.
- (3) The Standards Committee shall judge and pass upon the work of applicants in accordance with the standards set forth in the Standards Guidelines.
- (4) Members of the committee may disqualify themselves if they are acquainted with the applicant or have insufficient experience with the process or medium.
- (5) The chair of the committee will be entitled to vote only when a member disqualifies him or herself.
- (6) Anyone who repeats or reveals the proceedings of the Standards Committee, other than to the members of the Board of Directors, shall be subject to removal by the Board of Directors from this committee.
- (7) A permanent record of the proceedings of each judging session shall be kept. This record shall include, as a minimum; (1) names of persons submitting work to be judged, (2) categories of work submitted by each person, and (3) the names of the applicants whose work was accepted with a definite statement regarding the categories in which the applicant was accepted.
- (8) In collaboration with the Board of Directors, the Director of Standards shall prepare and prescribe a form to be used by the members of the Standards Committee in judging all items. The form shall list the various aspects to be used in judging which shall include, but not necessarily be limited to, (1) workmanship, (2) design, (3) originality, (4) use of materials, and (5) overall impression.
- (9) The Director of Standards shall be responsible for notifying, by letter, all applicants whose work has been accepted or rejected. The letters of acceptance or rejection shall all be mailed on the

same day as soon as possible following the meeting of the Board of Directors when new applicants' work has been reviewed.

d. Education Committee

The Education Committee shall be responsible for providing an educational program on arts and handicrafts, conducting classes of instruction, securing instructors thereof, and providing for such other activities of an educational nature as may be sponsored by this corporation.

Section 2. Additional committees

Additional standing or special committees may be created or appointed from time to time by the Board of Directors or by the president as the affairs of this corporation may require.

ARTICLE XII. Amendments

Section 1. These by-laws may be amended by an affirmative vote of not less than two-thirds (2/3) of the voting membership present at any meeting of the membership or at any special meeting called for this purpose. A quorum must be present at such meeting. A written notice to the membership shall be provided at least ten (10) days prior to such meeting and shall contain the proposed amendment or amendments.

Section 2. Initiation of action to amend these by-laws may be by:

- a. Action of the Board of Directors.
- b. Recommendation of an ad hoc committee appointed by the president.
- c. Written petition to the president by no less than ten (10) juried members in good standing.

Section 3. Power to amend these by-laws is vested in the voting membership working under the several conditions of ARTICLE XII, Section 1-3.

Revised at the membership meetings held on September 14, 1996; February 18, 1997; March 4, 2002; November 10, 2002; November 11, 2007; and May 6, 2009.