

BYLAWS OF  
MIDWEST WEAVERS ASSOCIATION, INC

ARTICLE I  
NAME

The name of this association shall be the MIDWEST WEAVERS ASSOCIATION.

ARTICLE II  
MEMBERSHIP, OBJECTIVES AND PURPOSES

Any person interested in the weaving activities of the Association who wishes to support the objectives and purposes listed below is eligible for membership.

- A. To foster cooperation among individuals and organized groups in handweaving in the Midwest area of the United States of America.
- B. To encourage creativity and excellence of craftsmanship in handweaving and related arts, and to widen appreciation of handwoven textiles.
- C. To remain a non-profit, non-commercial and non-political Association.

ARTICLE III  
THE MIDWEST WEAVERS CONFERENCE

Section 1. The Association shall sponsor a Midwest Weavers Conference, (hereinafter referred to as "CONFERENCE"), in a city in or near the Midwest region of the United States.

Section 2. The CONFERENCE shall be planned, organized, and conducted by a handweavers' guild or other organization approved by the Board of Directors, (hereinafter referred to as "HOST GUILD").

Section 3. Handweavers' guilds or organizations wishing to conduct a CONFERENCE shall make an application in writing to the Association. The application should certify that the guild has the consent and cooperation of the majority of its members. The Board of Directors shall have the authority to accept or reject applications.

Section 4. When a guild's application has been accepted, the HOST GUILD will work closely with the Board of Directors. The Association shall assist the HOST GUILD with information, advice, and with seed monies to defray pre-CONFERENCE expenses.

Section 5. A preliminary CONFERENCE budget of expected income and expenses shall be submitted to the Board of Directors for approval at least one (1) year before the expected CONFERENCE date. A secondary CONFERENCE budget shall be submitted to the Board before Conference Registrations forms are printed.

Section 6. Any single contractual agreement or sum of contractual agreements with one organization, i.e. a conference service bureau, involving sums above Three Thousand Dollars (\$3,000.00) shall be submitted to the Board for approval before signing.

Section 7. A detailed financial report of CONFERENCE receipts and expenditures shall be sent to the treasurer not later than one hundred and twenty (120) days after the close of the CONFERENCE. At that time, seed monies and all profits from the CONFERENCE shall be transferred from the Conference fund to the Association's general fund.

ARTICLE IV  
THE BUSINESS MEETING OF THE ASSOCIATION

Section 1. The Association shall hold a business meeting on a regular basis either during the CONFERENCE or – in the absence of a Conference – at a time determined by the Board. This meeting may be conducted live and/or virtually. At this meeting officers and directors are elected, reports of officers and committees are received, and any other business is transacted.

Section 2. A quorum at the business meeting shall consist of those registered members in attendance, in person or virtually, at the meeting.

ARTICLE V  
BOARD OF DIRECTORS

Section 1. The control of the Association shall be vested in a Board of Directors composed of five (5) members. Four (4) regularly elected members and one (1) specifically elected as a Treasurer. All have voting privileges.

Section 2. The directors shall be chosen by the membership at the CONFERENCE business meeting. Nominees shall be presented by a Nominating Committee. Nomination may be made from the floor, provided the consent of the nominee has been secured in advance. Each of the elected directors shall be elected to serve through four (4) years, with the terms of the regularly elected directors staggered so that at least one (1) director is elected each CONFERENCE year. The term of the office shall begin at the close of the CONFERENCE business meeting. No director may serve more than three (3) consecutive terms except for the Treasurer. The terms of these directors may be extended if it is deemed to serve in the best interest of the corporation. Directors will be eligible to serve again after a four (4) year absence. No member of the Board of Directors shall hold more than one office at a time. An effort shall be made to have as wide a geographic representation as possible on the Board and in no case may there be more than two (2) directors from the same state.

Section 3. The Board of Directors shall conduct two (2) regular meetings biennially. Following the biennial meeting of the membership, the new Board shall meet to elect a Chairman and secretary from among the four (4) regularly elected members and to transact other business as needed. The Chairman shall serve for two (2) years. The Chairman is eligible for re-election. The Board shall meet again at the next CONFERENCE, prior to the meeting of the membership, to receive reports from its directors, officers and committees, and to transact other business as needed. In the interval between these regular meetings, special meetings may be called, if necessary, by the Chairman or by the other directors acting together. Written notice of the time, place and purpose of any special meeting shall be agreed upon by the Board members. In the

interval between regular meetings, it shall be permissible for the Board to transact business by mail, by telephone, or by internet.

Section 4. The Board of Directors shall fill vacancies on the Board by its own action with any replacement to serve the unexpired term of the Director replaced.

Section 5. Directors shall receive no salary. They may be reimbursed for all reasonable expenses of travel, room and board while attending required board meetings. "Reasonable travel expenses" is defined as the rate per mile to be determined by the board each year (based on the current IRS mileage allowance) or lowest air fare. "Reasonable room and board" is defined as equal to the least expensive conference package (if one is provided) or expenses not to exceed the current IRS daily allowance.

Section 6. In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board may exercise all such powers of the Association and do all such lawful acts and things as are not by these Bylaws directed or required to be exercised or done by others. In addition, the Board is given the specific authority to incorporate the Association and defend the Association from any suit at law or equity.

## ARTICLE VI BOARD MEMBERS

Section 1. The Chairman of the Board – The Chairman of the Board shall be the chief executive officer of the Association. He or she shall preside at all meetings of the board and at the biennial business meeting. The Chairman of the Board may execute any agreements after favorable consideration by the Board as respects the Association thereunder and have the general powers and duties usually incident to the office of the Chairman.

Section 2. Secretary – The duties of the Secretary are: (a) to record the minutes of all Board meetings and biennial business meetings of the CONFERENCE; (b) keep a list of current members; (c) to answer correspondence; (d) to assist the HOST GUILD when needed with information on past CONFERENCES; (e) to perform other duties appropriate to the office as required by the Board.

Section 3. Treasurer – The duties of the Treasurer are: (a) to deposit all funds belonging to the Association; (b) to dispense funds as authorized by the Board of Directors and by these Bylaws; (c) to assist the HOST GUILD when needed with information on past CONFERENCES; (d) to make a financial report biennially to the Board of Directors and to the members at the CONFERENCE business meeting and at such other times as requested by the Board; (e) to perform other duties appropriate to the office as required by the Board, (f) the Treasurer shall be bonded. The Treasurer shall be an ex-Officio member of any and all committees appointed or designated by the Board of Directors under Article VII, except the Nominating Committee.

ARTICLE VII  
COMMITTEES

Section 1. Standing committees may be appointed by the Board of Directors at their option or discretion.

Section 2. Special committees, as needed, may be appointed by the Board of Directors.

ARTICLE VIII  
FINANCES

Section 1. All checks or demands for money or notes of the Association for amounts of Two Thousand Dollars (\$2,000.00) and under shall be signed by one of the following: Chairman of the Board, Treasurer, or Secretary; any amount over Two Thousand Dollars (\$2,000.00) needs approval of the Chairman of the Board.

Section 2. The fiscal year of the Association shall be a calendar year.

Section 3. Dues and terms of membership shall be established by the Board of Directors, and changes to either shall be communicated at least six months prior to the effective date for said changes. Dues shall be structured to adequately support the yearly operating budget of the Association. The Board of Directors may not raise annual membership dues by more than 25% without a majority vote of the membership. Members will pay dues and manage membership information from the MWA website. The Treasurer shall be responsible for transferring dues to the general fund on a monthly basis.

Section 4. Dues of a member shall be added to the general fund. Any CONFERENCE surplus shall be added to the Association's general fund and monies from the fund will be used for the following purposes:

- A. To defray any loss sustained from a regular CONFERENCE meeting.
- B. To offer advances to the HOST GUILD to be used to defray early expenses of the CONFERENCE meeting, the amount to be designated by the Board of Directors.
- C. To cover regular expenses incurred between CONFERENCES necessary to carry out the general purposes of the Association. These shall include, but are not limited to, postage, phone calls, or supplies.
- D. To pay Board meeting and CONFERENCE expenses of the registration fee, travel, room and board for all board members.
- E. To present an Honorarium to the HOST GUILD, the amount to be determined by the Board of Directors.
- F. To defray any necessary expenses needed by the Association in organizing, maintaining or defending the Association which may require legal fees, taxes or any other appropriate expense.
- G. To offer any special grants, the amounts to be designated by the Board of Directors after investigation and evaluation of requests for such grants.
- H. To offer awards, scholarships, or other member incentives as determined by the Board

of Directors.

- I. To fund communication and educational activities for all members. These may include newsletters and an internet web site.

Section 5. The Association is not organized for pecuniary profit nor shall it have any power to issue Certificates of Stock or declare dividends, and no part of its net earnings shall enure to the benefit of any member, director, trustee or individual. The balance, if any, of all money received by the Association from its operations, after the payment in full of all debts and obligations to the Association of whatsoever kind in nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Association particularly set forth hereinabove.

#### ARTICLE IX

##### INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

To the extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement.

#### ARTICLE X

##### AMENDMENTS

Alterations or amendments to these Bylaws may be made by the affirmative vote of two thirds of registered members in attendance, in person or virtually, at a business meeting, provided that any proposed amendments have been presented in writing via email and the MWA website thirty (30) days in advance of such meeting.

#### ARTICLE XI

##### DISSOLUTION

Upon the dissolution of the MIDWEST WEAVERS ASSOCIATION, the Board of Directors shall, after paying and making provisions for the payment of all liabilities of the Association, give all residual funds and assets of the Association to the Weaving Area Department of Design of the University of Kansas and/or similar educational institutions for grants or scholarships to a student or students in weaving. Applications and portfolios shall be submitted for consideration of the same. A special committee shall be appointed by the Board of Directors as provided for in Article VII. Any such depository for residual funds and assets shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). Any such funds and assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association has been located, exclusively to organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII  
PARLIAMENTARY AUTHORITY

The rules in the current edition of Robert's Rules of Order, newly revised, shall govern the biennial meeting of the Association in all cases to which they are applicable and in which they are not consistent with the Bylaws. The Chairman of the Board may appoint a parliamentarian.

ARTICLE XIII  
EFFECTIVE DATE

These amended Bylaws, after adoption by the Board, shall go into effect on January 1, 2024.

MIDWEST WEAVERS ASSOCIATION, INC.  
Standing Rules to Accompany By-laws

1. The Midwest Weavers Association, Inc. (hereafter referred to as MWA, Inc.) will advance pre-conference expense monies to the host guild(s). This shall be accounted for in the MWA, Inc. Conference (hereafter referred to as Conference) financial report and returned to the MWA, Inc. treasurer.
2. The MWA, Inc. will pay the first class postage for first class conference mailings to the total membership.
3. The MWA, Inc. will provide computer printouts and mailing labels of the complete MWA, Inc. membership for the First Mailing.
4. MWA, Inc. will give the Margaret O'Shaughnessy Award of two hundred dollars (\$200) to a Guild whose name is drawn from those Guilds exhibiting in the Guild Exhibit competition at a Conference.
5. MWA, Inc. will give an honorarium of two thousand dollars (\$2,000.00) to the host guild of a Conference upon receipt of the financial report and transfer of funds to MWA, Inc. treasurer.
6. MWA, Inc. will provide three hundred twenty-five dollars (\$325.00) towards awards in the Fashion Show event at each Conference.
7. MWA, Inc. will provide three hundred twenty-five dollars (\$325.00) towards awards in the Member Exhibits event at each Conference.
8. MWA, Inc. will pay registration fees plus room and board to a Conference for two (2) members of the Guild planning to host the next MWA, Inc. Conference.
9. The Host Guild will budget \$10.00 per conference registration for MWA operating expenses.
10. MWA, Inc. will pay registration fees to a Conference for two (2) of the hosts from the previous conference or their designees.

Note: Standing Rules can be adopted by a majority vote at any meeting. After adoption, at any future session they can be suspended, modified, or rescinded by a majority vote.  
(Robert's Rules of Order)