

**The Embroiderers' Guild of America, Inc.**  
**Tennessee Valley Region Bylaws: 2024**

**ARTICLE I NAME; USE OF EGA'S TRADEMARKS**

The name of this organization shall be Tennessee Valley Region of The Embroiderers' Guild of America, Inc. (EGA). While this region is recognized as a region of EGA, the region and its member chapters may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.," the stylized logo and design, and the letters "EGA," under standards approved by EGA. All use of such registered trademarks shall be discontinued upon the suspension, withdrawal of recognition, resignation, or dissolution of this region.

**ARTICLE II OBJECT**

The purpose of this region shall be to inspire passion for the needle arts through education and the celebration of its heritage, to serve as a link between chapters and the national organization, and to aid in effective cooperation and communication among its member chapters.

**ARTICLE III MEMBERSHIP**

Section 1. The Tennessee Valley Region shall be composed of chapters within the geographic boundaries as defined by EGA board of directors. Membership in a chapter confers membership in its respective region. Any person, regardless of race, gender, religion, national or ethnic origin may become a member of the individual chapters upon application and payment of dues. Individual chapter membership shall be open to any individual interested in furthering the purpose of this organization upon payment of dues. Membership may not be limited in number or group of people and must be nondiscriminatory with regard to race, gender, religion, national or ethnic origin, or as required by federal law, the law of the state of Kentucky and the law of the state where the chapter is located from time to time.

Section 2. Annual region dues shall be payable to the region treasurer by the chapter treasurers. Region dues are to be paid concurrent with the members' national and chapter dues.

Section 3. Those chapters whose dues are not current may, at the discretion of the executive board, have voting or other privileges suspended until all dues are paid.

Section 4. Region dues for transfer and plural members shall be paid by the chapters to the region treasurer, provided the member's national dues are current. Plural members of the region whose primary dues are collected outside the region shall pay region dues to the member chapter with which they are plural. A plural chapter member pays region dues only once annually to each region in which the member holds a plural membership.

## ARTICLE IV OFFICERS

Section 1. The officers of this region shall be a region director, an assistant region director, a secretary, and a treasurer. Officers shall be members of a chapter within the region.

Section 2. Officers shall serve for a term of three years or until their successors are elected, and the term of office shall begin January 1 following the annual meeting at which they were elected.

Section 3. No member shall be eligible to serve consecutive terms in the same office and no member shall hold more than one elected office at a time.

Section 4. If a vacancy occurs in the office of region director, the assistant region director shall automatically become region director; all other vacancies in office shall be filled by election by the board of directors from a slate submitted by the nominating committee.

Section 5. **Nominations and Elections:**

- a.
  - 1) A nominating committee of three (3) members shall be elected in 2011 and every three years thereafter.
  - 2) The nominating committee shall select its own chair.
  - 3) In the year prior to the end of the nominating committee members' term, it shall be the duty of this committee to nominate three (3) members to serve as the nominating committee for the term starting the following January. They shall submit their slate of nominations at the board meeting prior to the annual meeting of those years, having obtained consent for nomination from each.
- b. In 2010 and every three years thereafter, it shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled and to report at the board meeting prior to the annual meeting, having obtained consent for nomination from each.
- c. The election of officers shall be at the annual meeting in 2010 and every three years thereafter. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees prior to the meeting. If there is more than one candidate for an office, the vote shall be taken by ballot.

## ARTICLE V MEETINGS AND NOTICE

Section 1. The region shall hold two (2) meetings per year unless otherwise ordered by the board of directors.

Section 2. The annual meeting shall be held during the second meeting of the year for the purpose of electing officers or nominating committee members, receiving annual reports from the officers and standing committees, adopting a budget and transacting any other business that may arise.

Section 3. Special meetings may be called by the region director, a majority of the board of directors, or by three (3) chapter region representatives, plus two (2) executive committee members. A fourteen-day (14) notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. The quorum for all region meetings shall be one-third of all voting members of the board. Voting members are defined as region officers, standing committee chairmen, and chapter region representatives. An individual serving as both a chapter region representative and the chairman of one or more standing committees may have a maximum of two votes, regardless of the number of committees the individual chairs.

Section 5. Voting without a meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without an in-person meeting provided that all members of the board or committee are notified in writing or by electronic means of the resolution and that two-thirds of the members of the board or committee consent in writing or by electronic means to the adoption of the resolution authorizing the action. If action without an in-person meeting is necessary by the board, the action must be ratified at the next regular board meeting in order to become an official act of the board.

Section 6. If substituting an electronic meeting for an official board of directors meeting, all board members must be notified of the meeting.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 1. The board of directors shall be composed of the elected officers, the member chapter region representatives, standing committee chairmen, and region sponsored EGA national special events chairmen.

Section 2. The region director shall appoint a parliamentarian, with the approval of the executive committee. The appointment shall be announced at the first region meeting after the appointment or as appropriate. The parliamentarian shall serve without a vote.

Section 3. Unless otherwise stated, the term for the appointed members of the board of directors shall be concurrent with the term of the region director who appointed them. The exception is the region's special events chairman. Upon a motion, a board member may be removed for cause by a vote of the board.

Section 4. The board of directors shall have general supervision of the affairs of the region between its business meetings: fix the day, hour, and place of meetings, make other recommendations to the regions members, and perform other duties specified in these bylaws. The board shall be subject to the direction of the members chapters and its acts shall in no way conflict with action taken by the general membership.

## **ARTICLE VII -- EXECUTIVE COMMITTEE**

Section 1. The executive committee shall be composed of the elected officers of the region.

Section 2 The executive committee shall have general authority over the affairs of the region between meetings of the board of directors and it shall also perform other duties specified in these bylaws. Any action taken by the committee shall be reported at the next board meeting

Section 3. Meetings of the executive committee shall be held between meetings of the board of directors, if necessary.

Section 4. The quorum for the executive committee shall be a majority of its members.

## **ARTICLE VIII – COMMITTEES**

**Section 1.** The standing committees of this region shall be: bylaws, education, communication (social media and website), finance, membership, outreach, and Share-A-Stitch.

**Section 2.** The region director shall appoint all standing committee chairmen. Committee appointments shall be approved by the executive committee. The region director shall announce said appointments at the first region meeting following the election or as appropriate.

**Section 3.** Special committees or additional standing committees shall be appointed by the region director as the executive committee or the board of directors deems necessary.

**Section 4.** The region director shall be an ex officio member of all committees except the nominating committee.

## **ARTICLE IX FISCAL POLICIES**

**Section 1.** The fiscal year shall be from January 1 through December 31.

**Section 2.** The books and accounts of the region shall be kept in accordance with sound accounting practices. Region financial records shall be audited each year, either professionally or by an audit committee appointed by the region director. The treasurer shall furnish EGA with a report of the finances of the region by February 15 of each year.

**Section 3.** No one may profit from membership in EGA; however, an EGA region may contract with individual members in their professional capacities. EGA prohibits the use of membership lists other than for EGA purposes.

**Section 4.** Annual Budget

- a. The region shall prepare and present a budget to the membership for approval prior to the effective date of the budget.
- b. Neither the board of directors nor the executive committee shall spend any non- budgeted funds in excess of \$1000 during the fiscal year. The region may approve an expenditure in excess of this amount provided:
  - 1) the membership is notified in writing at least thirty days prior to the meeting, at which the vote is taken,
  - 2) the written notice shall include the amount and purpose of the expenditure, and
  - 3) the approval is by a two-thirds vote.

**Section 5** Donations: Donations of monies by the region may be made to any organization which is in compliance with Section 501(c)(3) of the United States Internal Revenue Code and which the region, by a two-thirds vote, has designated as the recipient. Notice of such a proposed donation shall be submitted to the members in writing at least thirty (30) days prior to the meeting at which such vote is taken.

**Section 6.** Dissolution: In the event of dissolution of the region, all its assets and funds remaining after payment or provision for payment of all debts and liabilities of the region shall be distributed to one or more organizations which have been in existence for a period of two years, which are in compliance with Section 501(c)(3) of the United States Internal Revenue Code, and which the region has designated as a recipient by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

**Section 7.** Indemnification of Directors or Officers. The Indemnification of Directors and Officers in Article X, EGA National Bylaws, specifies that EGA may indemnify the region director, director-elect, assistant director, secretary, treasurer, and any other elected officers of this region as described in Article IV, Section 2 D of the EGA National Bylaws.

**ARTICLE X PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the region in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of The Embroiderers’ Guild of America, Inc., any special rules of order the region may adopt, or any statutes applicable to this organization.

**ARTICLE XI AMENDMENT TO BYLAWS**

**Section 1.** Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the region bylaws shall be incorporated automatically in the region bylaws and that the membership shall be informed of such changes at the next regular meeting.

**Section 2.** These bylaws may also be amended by a two-thirds vote at any regular meeting of the region provided the proposed amendment has been submitted in writing to the membership at least thirty days before the meeting and that the proposed amendment has received the approval of The Embroiderers’ Guild of America, Inc., prior to the meeting.

Region Board of Directors Approval	6/23/24	Marjorie W. Sink
	Date	Signature of Region Director
EGA Approval	6/25/2024	Josann E Andrews
	Date	Signature of Chair, Chapter/Region Bylaws Review Committee
EGA Approval	8/11/2024	Victoria Swerdlow
	Date	Signature of EGA Director of Bylaws