

**SMOCKING ARTS GUILD OF AMERICA  
BY LAWS  
(Revised October 2008)**

**ARTICLE I - NAME**

The name of this organization shall be THE SMOCKING ARTS GUILD OF AMERICA (hereinafter referred to as SAGA).

**ARTICLE II - PURPOSE**

The purpose of the Smocking Arts Guild of America shall be: To preserve and foster the art of smocking and related needlework for future generations through education, service, communication and quality workmanship.

**ARTICLE III - POLICY**

The organization shall be self-governing, nonprofit, nonpartisan and nonsectarian.

**ARTICLE IV - MEMBERSHIP**

Any person who is interested in the purpose of the organization is eligible for membership upon application and by payment of dues.

**ARTICLE V - CHAPTERS**

Section 1. Any group of members who simultaneously apply for Chapter affiliation is eligible to affiliate itself with SAGA as a Chapter thereof by making application, paying the prescribed fees for charter as an Affiliated Chapter and providing requested information to the National Office. A person may also be represented in SAGA by being a member-at-large (MAL) with no chapter affiliation.

Section 2. Each Chapter shall adopt the Standard Bylaws for Affiliated Chapters and shall abide by the Articles of Incorporation of SAGA and all provisions of the Bylaws of SAGA.

Section 3. Each Chapter shall maintain a minimum membership of three (3) active Members; elect Chapter officers no later than September 15 of each calendar year; and encourage members to attend SAGA events.

Section 4. Each member of each Chapter shall be a member of SAGA. In the event of termination of membership in SAGA, they shall cease to be a member of any Chapter of SAGA. Each Chapter President shall attest that each member of her chapter is a dues paying member of SAGA.

Section 5. The Charter of an Affiliated Chapter may be withdrawn by the Board of Directors if:

- A. The membership of the Chapter falls below the prescribed minimum and so remains for a period of one (1) year after notice thereof by the Board of Directors.
- B. The Chapter fails to file appropriate forms with SAGA.
- C. The Chapter engages in activity that jeopardizes the tax-exempt status of SAGA.
- D. All chapter members are not current members of SAGA.

Section 6. If a Chapter desires to relinquish its Charter, it shall send to the Representative of the Region in which it is located:

- A. A statement signed by the remaining members stating that it wishes to relinquish its Charter, and certifying that all financial obligations of every sort have been discharged.
- B. The Chapter's Charter and the EIN certificate from the IRS.
- C. And a statement of the amount of any surplus in its treasury.
- D. A check or money order in the amount of the remaining chapter balance, payable to SAGA.

Section 7. Termination of the affiliation of any chartered Chapter, voluntary or involuntary, shall not affect in any way its contracts, debts or liabilities as an autonomous entity.

Section 8. Two SAGA chapters may merge by majority votes of each chapter. They shall send to the Regional Representative within 30 days of their intent:

- A. A statement of intent signed by both Chapter Presidents.
- B. The relinquished charter and EIN certificate.
- C. Chapter financial Statement from each chapter.

**ARTICLE VI - REGIONS**

Section 1. SAGA shall be divided into Regions for the purpose of administration and representation and for promoting national programs, membership growth, initiating and developing regional programs in smocking and the related arts, and to assist Chapters. The Regions shall be separately and uniquely identified. The regions may be realigned or changed by the Board of Directors at any meeting.

Section 2. Each Region shall have a Region Representative who shall be a member of the Board of

Directors. The Nominating Committee shall nominate the Region Representative candidate. The candidate shall take office at the conclusion of the Annual Convention.

Section 3. One half of the regions shall elect Region Representatives in odd numbered years, and the remaining half of the regions shall elect Region Representatives in even numbered years. The term of office shall be two years.

Section 4. The Region Representative shall have been an active member in good standing for a minimum of two (2) years. The Region Representative shall have served as a Chapter Officer or on a national committee. When elected, the Region Representative must be domiciled in the region represented. In the event that a Region Representative moves out of her region during her term, she shall offer a letter of resignation.

Section 5. It shall be the duty of the Region Representative to:

- A. Preside at a Regional meeting at the Annual Convention.
- B. Act as liaison for the members, the Chapters in the Region and the Board of Directors.
- C. Serve as a member of the National Board of Directors and chair a national committee, if required.
- D. Maintain a relationship with Chapters and MAL's in her region and keep them informed on SAGA matters.
- E. Help in the organization of new Chapters and assist existing ones.
- F. Work to promote membership growth.
- G. Within fifteen (15) days after the close of the Convention, certify in writing to the President, Secretary, and the Executive Director the name of the person elected to the Nominating Committee.

Section 6. Each Region shall be entitled to one (1) member on the Nominating Committee. Each member of the Nominating Committee shall take office at the conclusion of the Annual Convention.

Section 7. Each Nominating Committee member, representing a region shall:

- A. Have been an active member in good standing for a minimum of two (2) consecutive years, and shall have served as a Chapter officer, or a National Board Member, or a Member of a Standing Committee.

- B. Be elected at the Convention. The nominees shall be those provided for in Section 6 hereof and such others as may be nominated from the floor. Each SAGA member in good standing, domiciled in the Region being addressed, and in attendance shall be entitled to cast one vote for their choice of Member Elect of the Nominating Committee.
  - i. Any member who shall receive the plurality of all valid votes cast shall be elected.
  - ii. Election shall be by ballot, except when only one nominee is nominated. Then, after closing nominations, the chair will declare the nominee elected.
  - iii. The term of office for the members of the Nominating Committee will be one (1) year or until the commencement of the term of her successor. No member of the Nominating Committee shall serve more than two (2) terms in that position.

#### **ARTICLE VII - DUES AND FEES**

Section 1. The activities of SAGA shall be conducted for the benefit of SAGA and public education, and shall be financed by the dues and/or fees payable by the members as fixed by the Board of Directors. This income shall be supplemented by such other income as may accrue to SAGA from such sources which do not affect its tax exempt status and is approved by the Board of Directors.

Section 2. The annual dues in U.S. funds shall be paid in advance on or before January 1. New members joining after June 30 will pay one-half of the membership dues.

Individual SAGA chapters will retain the ability to determine their individual goals and preferences for those under 16 years of age being able to attend chapter meetings and functions.

Section 3. Members domiciled outside the United States of America shall pay dues as set by the Board of Directors on the same basis as any other member, but shall also pay for postage and handling (except APO and FPO addresses).

Section 4. A charter fee, as fixed by the Board of Directors (in U.S. funds) shall accompany each application for Chapter charter.

## **ARTICLE VIII - OFFICERS**

Section 1. The officers of SAGA shall be a President, a President Elect, a Vice President, a Secretary, and a Treasurer.

Section 2. The term of office of each officer shall be one (1) year, or until the successor has been elected, and shall commence at the conclusion of the Annual Meeting. The President and the President Elect shall not succeed themselves in office. The President Elect shall assume the office of the President at the expiration of President's term of office.

Section 3. Each officer shall have been a member in good standing for a minimum of three (3) years, shall have served as National Officer, Region Representative, Chapter Officer, or a member of a National Standing Committee. Candidates for office of President Elect and Vice President shall be required to have served on the Board of Directors.

Section 4. The immediate Past-President shall remain an advisory member of the board.

Section 5. Board Members can serve no more than seven (7) consecutive years.

Section 6. Any part of a term equaling or exceeding one-half the regular term shall be considered a term in deciding eligibility for re-election.

## **ARTICLE IX - DUTIES OF OFFICERS**

Section 1. Duties of the officers shall be such as are implied by their respective titles and such as are specified by these bylaws.

Section 2. The President shall:

- A. Preside at the Annual Convention and at meetings of the Board of Directors and all meetings of the Executive Committee.
- B. Present to Board of Directors for approval the Chairmen of the Standing Committees and appoint any special Committees as deemed necessary.
- C. Serve as official representative of SAGA and speak for SAGA.
- D. Appoint a committee of three tellers to count the members votes for the election of officers of the Board of Directors and/or vote of members to amend the Bylaws and/or other business to be voted on by the membership.
- E. Sign any documents required on behalf of SAGA.

Section 3. The President Elect shall:

- A. Attend all Annual Conventions, meetings of the Board of Directors and of the Executive Committee.
- B. Become acquainted with the duties of the President.
- C. Serve as Education Chairman.
- D. Assume the office of President at the conclusion of her term as President Elect.

Section 4. The Vice President shall:

- A. Attend and record all Annual Conventions, meetings of the Board of Directors and of the Executive Committee.
- B. Assist the President and assume the duties of the President during absence, or in the event of a vacancy in that office.
- C. Serve as Chairman of the Evaluation Committee.

Section 5. The Secretary shall:

- A. Attend and record the minutes of the meetings of the Convention, the Board of Directors, and the Executive Committee.
- B. Send minutes of all meetings to members of the Board of Directors in a timely manner.
- C. Send all notices required by these bylaws.
- D. Sign all documents, which require it.
- E. Serve as a chairman of a committee as directed by the President.

Section 6. The Treasurer shall:

- A. Attend all Annual Conventions, meetings of the Board of Directors and of the Executive Committee.
- B. Be the chief fiscal officer of SAGA.
- C. Ensure that the financial records of SAGA are audited by a Certified Public Accountant or a firm of Certified Public Accountants that has been approved by the Board of Directors and present the annual statement of financial condition and the audit report at the Annual Convention.

## **ARTICLE X - NOMINATIONS AND ELECTIONS**

Section 1. The Nominating Committee shall identify and nominate, from among the members of SAGA, candidate(s) for the offices of President Elect, Vice President, Secretary, Treasurer, and a candidate(s) from the Regions according to Article VI to serve as Region Representative.

Section 2. Any member in good standing may recommend a candidate or candidates for office.

Recommendations must be in writing and submitted with the nominee's packet. The recommendation shall state the qualifications of the member for the office being sought.

Section 3. No person shall be nominated unless they fulfill the qualifications specified in Article VIII, and shall have expressed willingness, in writing, to serve if elected. The Nominating Committee shall compare qualifications of potential nominees to the appropriate position description.

Section 4. Elections may be by a ballot mailed to each member in good standing at least 60 days before the Annual Meeting. A vote will be valid only if it is received by the date specified on the ballot.

Section 5. Votes for write-in candidates shall be counted among the valid votes cast. The write-in candidate must fulfill the qualifications as specified in Article VIII and the corresponding position description.

Section 6. Election of Officers and Region Representative shall be by plurality vote. The candidate who receives the greatest number of valid votes cast shall be elected whether or not she has been previously nominated.

Section 7. The term of office shall commence immediately after the installation of officers at the Annual Convention.

Section 8. The ballots will be returned to the address specified on the ballot, where tellers shall be secured to count the ballots. The Teller's Report shall be sent to the President who shall declare the election of each officer and notify the candidates and the members of the Board of the result of the election within 15 days of the date specified on the ballot.

Section 9. In the event of a vacancy in the office of President, the Vice President shall complete the unexpired term. In the event of a vacancy in the office of the President Elect, a special election shall be held to fill the vacancy with nominations being made by the Board of Directors.

Section 10. Any other vacancy occurring on the Board of Directors or Nominating Committee shall be filled by a majority vote of the Board of Directors. A vacancy in the regional representation or regional members of the Nominating Committee shall be filled by a majority vote of the Board of Directors with

special consideration being given to any recommendations from the Region involved.

Section 11. For the purpose of determining the members of SAGA entitled to vote by ballot at the Convention, the membership rolls shall close sixty (60) days prior to the mailing of the ballot

Section 12. Elections may be by a proxy mailed to each member in good standing at least sixty (60) days before the Annual Convention. Signed proxies may be sent to the current SAGA mailing address provided to the members in SAGANews, the Region Representative, or whomever the member designates prior to the Convention. Tellers are secured at the convention to count the votes of the attendees and the proxies.

## **ARTICLE XI - MEETINGS**

Section 1. An Annual Meeting (Convention) of SAGA shall be held in the fall, at such time and place as may be set by the Board, or by the Executive Committee.

Section 2. The Secretary shall cause to be issued the call to the Annual Convention not less than ten (10) days nor more than sixty (60), prior to the opening date of the first business meeting.

Section 3. The voting body at a Convention shall consist of the Board of Directors and all SAGA members in good standing.

Section 4. At the Annual Convention, a quorum shall consist of, in accordance with Tennessee State code, no less than ten (10) per cent of the membership, present or represented by proxy. Proxies may be mailed to each member in good standing at least sixty (60) days before the Annual Convention. Signed proxies may be sent to the current SAGA mailing address provided to the members in SAGANews, the Region Representative, or whomever the member designates prior to the convention. Tellers are secured at the Convention to count the votes of the attendees and the proxies.

Section 5. A Special Meeting of the members may be called by the President, Board of Directors, or ten (10) per cent of the membership. Notice of the Special Meeting of the Membership shall be delivered not less than ten (10) days before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail addressed to the member at her address as it appears on the membership roster.

Section 6. A quorum for the transaction of business at a Special Meeting of the members shall be the same as required at the Convention.

## **ARTICLE XII - BOARD OF DIRECTORS**

Section 1. The governing body of SAGA in ultimate control of all its assets and affairs and the formulation of its policies and programs subject to the Articles of Incorporation and Bylaws shall be the Board of Directors.

Section 2. The Board of Directors shall consist of the President, the President Elect, the Vice President, the Secretary, and the Treasurer, and one Region Representative, elected from each of the regions. The Executive Director, if the Executive Board chooses one, shall be a non-voting advisor to the Board.

Section 3. If chosen by the Executive Board, an Executive Director may oversee the operations of SAGA for a period determined by the Executive Board. Any compensation to the Executive Director will be negotiated as necessary between the Executive Board and the Executive Director.

Section 4. The President shall serve as the Chairman of the Board and Chairman of the Executive Committee. The Secretary shall serve as the Secretary of the Board and the Executive Committee.

Section 5. The Board of Directors shall:

- A. Approve an annual budget in which shall be appropriated such sum or sums deemed sufficient to defray all necessary expenses of the SAGA. It shall authorize the Executive Committee to appropriate funds for non-budgeted expenses of SAGA, when at its discretion; such expenses are necessary for the welfare of SAGA.
- B. Establish Regions and change the boundaries thereof. Also, determine the election rotation of Region Representative for each region realigned, keeping them consistent with the previous election schedules.
- C. Be responsible for the overall governance and corporate strategies for SAGA.

Section 6. The Board of Directors shall report to the Convention body all business transacted by the Board.

Section 7. At the direction of the President, a meeting may be held and a vote of the Board of Directors may be taken on any subject by means of a conference telephone or similar communications equipment, and a vote of the Board of Directors given by telephone or

similar equipment shall be equivalent for all purposes to a vote of the Board of Directors on a ballot vote basis as if given by ballot at a meeting at which a quorum was present. The Directors shall be promptly furnished a copy of the minutes of this Board of Directors meeting.

Section 8. A regular meeting of the Board of Directors shall be held in the Convention and another after the close of the Convention. The President will decide the time and place. Additional meetings of Directors may be called by the President or by three (3) members of the Board. The President shall decide the time and place. The call for a special meeting shall be issued and mailed not more than thirty (30) days not less than five (5) days before the meeting.

Section 9. The Board of Directors, Executive Committee, standing committees, and special committees are authorized to meet by telephone conferences or through other electronic communications media so long as all participating members can hear each other and interact simultaneously.

Section 10. The call for the Pre-Convention meeting shall be mailed to the Board of Directors at least thirty (30) days prior to such meeting. The call for the Post Convention meeting shall be made from the floor of the meeting.

Section 11. The affirmative vote of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law, the charter, or these bylaws.

Section 12. The quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of the members.

## **ARTICLE XIII - EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall be composed of the President, President Elect, the Vice President, the Secretary and the Treasurer. The Executive Director, if the Executive Board has chosen one, shall be a non-voting advisor to the committee.

Section 2. The Executive Committee shall meet as appropriate, between meetings of the Board of Directors at such times and places as deemed practical by the President upon call of the President or upon written request of a majority of the Executive Committee.

Section 3. The President of SAGA shall serve as Chairman of the Executive Committee, and the Secretary of SAGA shall serve as Secretary of the Executive Committee.

Section 4. At the direction of the Chairman, members of the Executive Committee may participate in a meeting, and a vote of the Executive Committee may be taken by means of conference telephone or similar communications equipment and participation in such a meeting shall constitute presence in person at such meeting.

Section 5. The Executive Committee shall be empowered to act for SAGA between meetings of the Board of Directors and shall have and exercise the authority of the Board with the following exceptions:

- A. It shall not fill vacancies in the Board.
- B. It shall not establish Regions or change the boundaries thereof.

Section 6. The provisions of these bylaws relating to the conduct of meetings of the Board of Directors shall govern meetings of the Executive Committee.

Section 7. A quorum for the conduct of business of the Executive Committee shall be a majority of the members of the Committee.

#### **ARTICLE XIV - COMMITTEES**

Section 1. There shall be the following Standing Committees: Artisan, Bylaws, Chapter Coordinator, Education, Evaluation, Finance, Historian, Meeting Coordinator, Nominating, and Publications.

Section 2. The President shall be an ex officio member of all committees except the Nominating Committee, and the Executive Director, if one has been selected, shall be an advisor to all committees.

Section 3. The duties of the Standing Committees shall be as follows:

- A. The Artisan Committee shall:
  - i. Be appointed by the Artisan Committee Chairman.
  - ii. Evaluate the work of the Artisan Program participants along objective scales according to established guidelines and within a scheduled framework.
- B. The Bylaws Committee shall:
  - i. Be composed of the Chairman who is a member of the Board of Directors and other members in

- ii. good standing, appointed by the chairman.
- ii. Prepare and present all proposed amendments to the Charter of SAGA, these Bylaws and the Standard Bylaws for Affiliated Chapters which are to be adopted by the membership at the next Annual Convention, provided such amendments have been reviewed by SAGA appointed parliamentarian prior to being printed for submission to the membership and Affiliated Chapters for their review and discussion.
- iii. The Chairman shall act as parliamentarian in the absence of a SAGA appointed parliamentarian.
- C. The Chapter Coordinator shall coordinate information for dissemination to Chapters; work with members who wish to start new chapters and issue the chapter charter when all paperwork has been completed, keep a copy of all chapter charters, and keep the official list of active SAGA chapters.
- D. The Education Committee shall:
  - i. Be composed of the President- Elect serving as the Chairman, and as many members as deemed necessary by the Chairman.
  - ii. Pursue educational opportunities for the membership.
  - iii. Set the annual SAGA curriculum.
- E. The Evaluation Committee shall:
  - i. Be composed of the Vice President serving as the Chairman and as many members as deemed necessary by the Chairman.
  - ii. Solicit class proposals from qualified teachers, and evaluate such proposals, and approve or disapprove based on established criteria.
- F. The Finance Committee shall be composed of the Chairman, the Executive Board and appropriate financial advisors as deemed necessary by the Executive Committee.
- G. The Historian shall:
  - i. Maintain and update historical materials of SAGA.
  - ii. Maintain and update the Glossaries.

- H. The Meeting Coordinator Committee shall:
  - i. Consist of the Meeting Coordinator and as many members as deemed necessary by the Coordinatr.
  - ii. Act as liaison for the Board and appropriate committees for planning the annual convention
- I. The Nominating Committee shall:
  - i. Consist of one member elected from each region at a Regional Meeting at the Annual Convention, and one member elected from the Board of Directors. The Chairman shall be the Board elected member.
  - ii. At least one hundred and eighty (180) days in advance of the Annual Convention shall request the members to submit recommendations for nominees for National Office. It shall consider all such recommendations received by it, but shall not be limited to them. It shall present to the Chairman of the Publications Committee the names of one (or more) candidates for each office to be filled, with a resume of each candidate for publication. The Committee shall submit to the SAGA Secretary, its report bearing the names of those nominated. The SAGA Secretary shall prepare the appropriate ballot to be mailed to each member in good standing at least sixty (60) days prior to the Annual Convention.
- J. The Publication Committee shall:
  - i. Be composed of the Chairman and as many members as deemed necessary by the Chairman.
  - ii. Solicit and review articles for publication all SAGA publications. They shall edit, cause to be illustrated, re-graph all articles approved for publication before submitting to the editors for publication.

Section 4. All Standing Committees provided for herein shall report to the Board of Directors in writing or in person as the Board directs, upon their activities and all action taken pursuant to previous instructions.

Between meetings of the Boards, committees shall report as directed by the President.

**ARTICLE XV - FISCAL YEAR**

The fiscal year of SAGA shall close December 31.

**ARTICLE XVI - AMENDMENTS**

These Bylaws and the Standard Bylaws for Affiliated Chapters shall be amended by a majority of votes cast, provided that a copy of the proposed amendments shall have been mailed to each member at least 60 days prior to a date specified for counting the votes. All amendments authorized shall become effective immediately unless the amendment contains a specific date.

**ARTICLE XVII -  
PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice comprised in the current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of SAGA and of the Board of Directors, except where inconsistent with these Bylaws and subject to any special rules, which have been or may be adopted.