

## **ARTICLES OF INCORPORATION OF COMPLEX WEAVERS**

### **ARTICLE I: Name**

The name of the corporation shall be: Complex Weavers

### **ARTICLE II: Objects and Purposes**

Said corporation is organized exclusively for educational and scientific purposes of studying, teaching, promoting, and disseminating the techniques and ideas of Complex Weaving, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE III: Period of Duration**

This corporation shall exist in perpetuity, from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Colorado, unless dissolved according to law.

### **ARTICLE IV: Powers**

In furtherance of the preceding objects and purposes, the corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Colorado.

### **ARTICLE V: Restrictions on Powers**

Notwithstanding any other provision of these Articles of Incorporation, the powers of the corporation are restricted as follows:

(a) No dividend shall be paid by the corporation and no part of the income or profit of the corporation shall be distributed to its directors or officers. Notwithstanding the foregoing, unless otherwise provided in the bylaws, the corporation may pay compensation in a reasonable amount to its directors or officers for services rendered.

(b) The corporation shall make no loans to its officers or directors.

(c) The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of

the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation shall not engage in any activities that are unlawful under applicable federal, state, or local laws.

#### **ARTICLE VI: Membership**

Qualifications for membership in the corporation shall be as set forth in the Bylaws of the corporation.

#### **ARTICLE VII: Capital Stock**

The corporation shall have no capital stock.

#### **ARTICLE VIII: Board of Directors**

(a) After the first meeting of the board, the number of directors shall be fixed by or in the manner provided in the bylaws.

(b) Honorary Directors. The board of directors of the corporation is authorized to appoint honorary directors pursuant to provisions set forth in the bylaws. To the extent permitted by law, honorary directors shall be considered directors for purposes of the exculpation and indemnification provisions of Article XII of these Articles of Incorporation, but shall have no rights to vote on any matter.

#### **ARTICLE IX: Bylaws**

The initial board of directors shall have the power to make such initial bylaws as it may deem proper for the management of the affairs of the corporation. Such bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance. After the adoption of the initial bylaws, the bylaws may be amended by the board of directors or by the membership by the procedures included therein.

#### **ARTICLE X: Officers**

The corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

#### **ARTICLE XI: Registered Office and Registered Agent**

The principal office for the transaction of the business of the corporation in the State of Colorado shall be in Golden, Colorado. The address of the initial registered office of the corporation is c/o Kathryn Wertemberger Meile, 10982 Twin Spruce Road, Golden, CO 80403. The initial registered agent at such

address is Kathryn Wertenberger Meile. Either the registered office or the registered agent may be changed in the manner permitted by law.

#### **ARTICLE XII: Indemnification**

The corporation shall indemnify to the fullest extent permitted by law any person who is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or while a director of the corporation is or was serving at its request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan.

#### **ARTICLE XIII: Limitation of Liability**

No director of the corporation shall have any liability to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability is not permitted under the Colorado Revised Statutes. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director in respect of any act or omission occurring prior to such repeal or modification.

#### **ARTICLE XIV: Change in Articles of Incorporation**

The board of directors of this corporation shall have the right from time to time on the vote of a majority of the directors in office, and not otherwise, to dissolve the corporation or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute except that no such amendment, alteration, change, or repeal shall be made which shall:

(a) Amend, alter, change, or repeal the restrictions set forth in Article V, unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the corporation from Federal income tax exemption under Section 501(c)(3) of the Internal Revenue Code.

(b) Operate to permit the use, application, or disbursement of any of the principal or income of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation.

#### **ARTICLE XV: Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XVI: Internal Revenue Code**

All references in these Articles of Incorporation to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

## **ARTICLE XVII: Nondiscriminatory Policy**

The corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, or disability, and the corporation shall not discriminate in any way against any person on the basis of race, color, creed, national origin, sex, or disability.

Revision adopted dd/mm/yy

## **BYLAWS 11/22/05**

### **I. NAME**

As set forth in the Articles of Incorporation, Article I.

### **II. OBJECTS AND PURPOSES**

As set forth in the Articles of Incorporation, Article II.

### **III. MEMBERSHIP**

**Section 1. Classification.** Any individual or institution who is in sympathy with the objects and purposes of the corporation may become a member by paying dues.

**A. Individual membership.** Individual membership is required for full privileges, including participation in the Study Groups, Library, and voting.

**B. Family membership.** A family membership for two or more people living at the same address shall have the full privileges of an individual membership, except that it shall receive only one copy of the Journal and associated printed materials, and have only one vote.

**C. Institutional membership.** An Institution shall receive a single copy of each journal issue, have one vote, and shall have other limited privileges as determined by the board.

#### **Section 2. Dues.**

**A. Dues and terms of membership.** Dues and terms of membership shall be established by the Board of Directors. Dues are the sum of the base membership rate plus variable postal rates.

**B. Membership Term.** The membership term includes the “Last Issue Date” on the Journal mailing label, and expires on the day before the following Journal is due to be issued.

**C. Dues Payment.** Dues shall be payable in advance, on or before the expiration of each member’s term.

**D. Delinquent Dues.** A member who is delinquent in payment of dues shall immediately forfeit all the rights and privileges of membership, and be dropped from membership.

**E. Membership List.** A current membership list shall be maintained and made available to the entire membership.

**Section 3. Privileges and Obligations.** Non-institutional members' privileges and obligations include: participating in the organization's activities, leadership service (as officers, directors, committee members, study group leaders, area representatives, etc), volunteering of time and talent for the general good, and voting.

#### **IV. OFFICERS**

**Section 1. Officers.** The elected officers of Complex Weavers shall be a President, a First Vice-President, a Second Vice President, a Secretary, a Treasurer, and a Study Group Coordinator. The Immediate Past President is an officer.

**Section 2. Qualifications.** To be eligible for elected office a person shall be a member of Complex Weavers.

**Section 3. Term of Office.** The immediate past president and the elected officers shall assume office at the end of the first annual meeting after the election. These officers shall serve for two years or until their successors are elected. An officer may be elected for more than one term, except that the president of one term cannot serve as president or first vice president in the succeeding term.

**Section 4. Continuity.** The terms of the elected officers shall be staggered to ensure continuity to the organization. The president and the first vice-president shall be elected in even-numbered years. The second vice president, treasurer, the secretary, and the study group coordinator shall be elected in odd-numbered years.

**Section 5. Vacancy in Elected Office.** In the case of a vacancy in the office of president, the first vice-president shall serve as president for the remainder of the term. A vacancy in any office other than president shall be filled by the board of directors, and in the case of a vacancy in the office of first vice-president, the position shall be filled preferably by the second vice president, or from among current or past members of the board of directors if the second vice president declines the position.

**Section 6. Duties of Officers.** The elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the board of directors, by the president, or in the adopted parliamentary authority.

**A. Duties of the Immediate Past President.** The immediate past president shall:

1. provide continuity.
2. act as a sounding board to the president.
3. understand and present bylaws information to the board as needed.

**B. Duties of the President.** The president shall:

1. be the chief executive officer and official spokesman of Complex Weavers.
2. appoint the chairmen of the standing committees, subject to the approval of the elected officers. The term for committee members shall correspond to that of the president, however

there are no limits on how many times a committee chair may be approved by the board to serve in succession.

3. create new standing or special committees as needed, and appoint their chairmen and members, subject to the approval of the board of directors.

4. act as ex officio member of all committees, except for the Nominating Committee.

**C. Duties of the First Vice President.** The first vice-president is in charge of outreach and as such shall:

1. coordinate and appoint the area and conference representatives, including the HGA liaison.

2. keep all contact for area and conference representatives up to date for the website, journal, and board of directors.

3. pass concerns and questions between the board of directors and the representatives.

4. is in charge of awards given out in the name of Complex Weavers, but may designate assistants as needed.

**D. Duties of the Second Vice President.** The second vice president shall:

1. assist the First Vice President with outreach and other duties as needed.

2. assist the President as needed.

**E. Duties of the Secretary.** The secretary shall:

1. record the minutes of all meetings of the membership and of the board of directors.

2. send thank you, get well, sympathy, and other correspondence as requested by the board.

3. maintain a notebook of current legal and financial documents to be turned over to the archivist as they are superseded.

**F. Duties of the Treasurer.** The treasurer shall:

1. be custodian of the organization's funds.

2. present a proposed budget for the ensuing year at the annual meeting of the board of directors.

3. present an annual financial report at the annual meeting of the board of directors, which shall also be published in the Journal.

4. make all financial records available for annual review.

5. disperse funds for the organization's expenses, subject to the approval of the board.

6. from time to time, deposit all funds of the organization not otherwise employed, to the credit of the organization in such banks, trust companies, or other depositories as the board of directors may select.

**G. Duties of the Study Group Coordinator.** The study group coordinator shall:

1. monitor and assist with the "health" of study groups as needed.

2. help set up and approve new groups and disband moribund groups.

3. discuss ideas, problems, solutions with existing and prospective group leaders, and pass concerns and questions between the study group leaders and the board of directors.

4. collect the study groups newsletters, samples, notebooks to send to the library.

5. suggest and solicit articles for the journal from the study group submissions.

6. obtain and manage individual group updates for the study group email listserve, journal, webpage, and board of directors.

7. in a Seminar year, prepare a schedule for the study groups to meet during the Seminar.

**Section 7. New and Renewing Appointments.** The elected officers shall meet immediately after the election of new officers to approve appointments.

## V. NOMINATIONS AND ELECTIONS

### Section 1. Nominating Committee.

**A. Membership.** The Nominating Committee shall consist of three persons to be appointed by the president, and approved by the board. None shall be board members. The chairman shall be appointed by the president, and approved by the board.

**B. Duties.** The Nominating Committee shall consider the qualifications of all candidates for elected office. They shall seek suggestions, in writing, from board members, regional representatives, study group leaders, and the general membership. Nominees shall be asked to serve in specific capacities according to their particular skills.

**C. Committee Report.** The report on nominations for the elected offices shall be submitted to the board of directors for review before being submitted to the editor of the Journal. The ballot for the elected officers will then be placed in the appropriate issue of the Journal.

### Section 2. Election of Officers.

**A. Ballot.** The procedures for secret balloting by mail, according to the adopted parliamentary authority, shall be written on each ballot. Mailed ballots must be returned by the date specified on the ballot, which shall be a minimum of forty-five (45) days after the date that the ballot is mailed to the members.

**B. Voting.** Election shall be by a majority of the votes cast. The nominating committee shall act as tellers and shall report the results to the president. The results shall be published in the following Journal issue.

## VI. MEETINGS

**Section 1. Annual Meetings.** A membership meeting shall be held annually.

**A. Location.** In even-numbered years, the membership meeting shall be at the Seminar or at the call of the board of directors. In odd-numbered years, the membership meeting shall be held in conjunction with a regional weaving conference or at the call of the board of directors.

**B. Call to the meeting.** The call to the membership meeting, giving notice of the place, date, and time of the meeting, shall be sent to the membership at least forty-five (45) days prior to the meeting date. The annual membership meeting shall be for the purpose of installing officers, receiving reports, and transacting such other business as may properly come before it.

**C. Honorary Director.** The title of "Honorary Director" shall be given to honor the Past President whose term was the earliest of those Past Presidents in attendance at an annual membership meeting. The honor shall endure through the meeting and for the duration of the seminar itself. The honoree has only the right to make the motion to adjourn the meeting, after the President asks for such a motion.

**Section 2. Special Meetings.** Special meetings of the membership may be called at any time by the president or by any three members of the board of directors. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Written notice of the time place

and the exact purpose of the meeting shall be given, mailed, or emailed to each member at least forty-five (45) days before the date fixed for the meeting.

**Section 3. Quorum.** The presence at an annual or special meeting of the membership in person or by proxy of one-tenth (1/10<sup>th</sup>) of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting until a quorum shall be present or be represented.

**Section 4. Proxy Voting.** At any annual or special meeting of the membership or board of directors, any member or director may vote by a written proxy, provided that notice of each matter properly coming before the meeting with respect to which such proxy is to be exercised is given to each member or director in writing more than thirty days prior to such meeting, together with all supporting information necessary to enable each member or director to reach an informed decision on such matter, that such proxy specifically identifies the matter with respect to which it is to be exercised and the manner in which it is to be exercised, and that the executed original of the proxy is delivered to the secretary of the corporation at or before the beginning of such meeting. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable.

**Section 5. Postponement.** In the event of an emergency, the board of directors by a two-thirds vote may postpone a seminar or membership meeting. All members shall be notified of the postponement in a manner determined by the board of directors to be fair and reasonable under the circumstances.

## **VII. BOARD OF DIRECTORS**

**Section 1. Composition.** The members of the board of directors, who need not be residents of the State of Colorado, shall be the Immediate Past President, President, First Vice-President, Second Vice-President, Secretary, Treasurer, Study Group Coordinator, and up to six Directors-at-Large appointed by the President and affirmed by a majority of the elected officers. The number of directors may be increased or decreased by an amendment to these bylaws, but shall never be fewer than three. The number of Directors-at-Large shall never exceed the number of elected directors plus the past president.

### **Section 2. Duties.**

**A. Power and Authority.** The board of directors shall have full power and authority over the business and affairs of CW between seminars, except as otherwise provided in these bylaws.

**B. Duties of the Board of Directors.** The board of directors shall:

1. adopt an annual budget.
2. approve the report of the financial review committee annually.
3. authorize the place, time, and fees of the biennial seminar and membership meetings, except for special meetings.
4. have other such duties as are prescribed for the board in these bylaws, by the membership or in the adopted parliamentary authority.

**Section 3. Meetings.** A regular meeting of the board of directors shall be held at least once each fiscal year on call of the president. This may be in person or by conference call or by email.

**Section 4. Quorum.** A majority of the board members, including at least three of the elected officers, shall constitute a quorum.

**Section 5. Vote Required.** Adoption of a main motion and any election shall require the affirmative vote of a majority of the members of the board of directors present.

**Section 6. Vacancy of Directorship.**

Any vacancy, except for elected officers (see Art.IV.Sec.5.), occurring in the board of directors may be filled by appointment by the president, affirmed by a majority of the remaining directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected, appointed, or installed. Any directorship to be filled by reason of an increase in the number of directors shall be filled by the affirmative written vote of a majority of the members voting. A director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of directors and until such person's successor has been elected.

**Section 7. Removal.**

**A. Elected.** Any elected officer may be removed by the affirmative vote of two-thirds of the votes cast at an annual or special membership meeting or by mail in ballot whenever in its judgment the best interests of the corporation would be served thereby.

**B. Appointed.** Any appointed member of the board of directors may be removed by the affirmative vote of two-thirds of the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

**Section 8. Action Without a Meeting.** Any action required by law to be taken at a meeting of directors or any other action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors, which consent may be signed in counterparts.

**Section 9. Compensation.** No directors shall receive compensation for serving the corporation in such capacity. All directors shall be entitled to reimbursement for reasonable expenses incurred in connection with service to the corporation.

**Section 10. Contracts, Loans, Deposits, Investment Managers, and Property**

**A. Contracts.** The board of directors may authorize any officer or officers, agent or agents 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.

**B. Loans.** No loans shall be contracted for or on behalf of the corporation and no evidence of indebtedness shall be issued in the name of the corporation unless authorized by a resolution of the board of directors. Such authority may be general if confined to a maximum dollar amount specified by the board of directors by resolution from time to time. Such authority shall otherwise be confined to specific instances. No loan shall be made to any officer or director of the corporation.

**C. Checks, Drafts, and Notes.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer

or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board of directors.

**D. Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the treasurer may select with the approval of the board.

**E. Investment Managers.** The board of directors shall have the authority to invest and reinvest the assets of the corporation and designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and the investment of the assets of the corporation.

**F. Property.** The property of the corporation, unless otherwise directed by donors, shall be held and applied in promoting the general purposes of the corporation declared in its Articles of Incorporation. No real estate belonging to the corporation shall be conveyed or encumbered except by authority of a majority vote of the board of directors of the corporation. Any such conveyance or encumbrance shall be executed by the president or vice-president of the corporation in its name and such instrument shall be duly attested and sealed by the secretary or treasurer of the corporation.

## VIII. EDUCATION

**Section 1. Seminar.** A seminar for members shall be held biennially at a place, date, and time to be authorized by the board of directors for the purpose of education, networking, and sharing experiences. The Seminar Coordinator is responsible for selecting a site, registering participants, scheduling instructors and setting up facilities for the biennial seminar, and may enter into contracts in this connection.

**Section 2. Study Groups.** Members may participate in study groups, according to the guidelines published in the "Study Group Guide". For the duties of the elected study group coordinator, see IV.6.G.

**Section 3. Complex Weavers Journal.** A journal containing educational articles, contact information and notice of the organization's business shall be published on a regular basis.

## IX. COMMITTEES

**Section 1. Standing Committees.** The standing committees shall be Archives, Grants, Journal, Library, Membership, Seminar, Website.

**A. Accountability.** The standing committees shall report to the board of directors and shall be responsible to the president between meetings of the board.

**B. Ex-officio Members.** The president shall be ex-officio a member of all committees except the Nominating Committee.

**C. Term.** The term for committee members shall correspond to that of the president, however there are no limits on how many times a committee chair may be approved by the board to serve in succession.

**Section 2. Creating Committees.** The president shall create new standing or special committees as needed, and appoint their chairmen and members, subject to the approval of the board of directors. The president may appoint a member of the board to any committee to facilitate communication with the

board; the appointee's right to vote and be counted as part of the committee's quorum shall be determined by the president.

## **X. ELECTRONIC MEETINGS**

The board of directors, standing committees, and special committees are authorized to meet by telephone conference, email, or through other electronic communications media so long as all members may participate during the meeting.

## **XI. ADMINISTRATIVE OPERATIONS**

**Section 1. Principal Office.** The principal office and place of business of the corporation in the State of Colorado shall be at 10982 Twin Spruce Road, Golden, Colorado 80403. Other offices and places of business may be established from time to time by resolution of the board of directors.

**Section 2. Corporate Seal.** The seal of the corporation shall be inscribed with the name of the corporation the year of its incorporation, and the words "Colorado" and "Seal", and shall be in a form approved by the board of directors, which may alter the same at its pleasure.

**Section 3. Fiscal Year.** The fiscal year of the corporation shall be January 1 through December 31.

## **XII. INDEMNIFICATION**

As set forth in the Articles of Incorporation, Article XII.

## **XIII. LIMITATION OF LIABILITY**

As set forth in the Articles of Incorporation, Article XIII.

## **XIV. DISSOLUTION**

The board of directors of this corporation shall have the right from time to time on the vote of a majority of the directors in office and with the approval of a majority of members present and voting at a meeting or a majority of members voting by written ballot to dissolve the corporation. Upon the dissolution of the corporation, the board of directors shall pay or make provision for the payment of all the liabilities of the corporation. Members shall approve the disposal of all the assets of the corporation exclusively to a nonprofit organization or organizations organized and operated for the promotion of weaving. Such approval shall be by mailed ballot within sixty (60) days after receipt of written notice.

## **XV. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **XVI. AMENDMENT OF BYLAWS**

**Section 1. Correlation with Articles of Incorporation.** Article I, Article II, Article XII, and Article XIII, of these bylaws shall be identical to the corresponding articles of the Articles of Incorporation.

**Section 2. Procedure.** Acting as a special committee, the board of directors shall consider and make recommendations on proposed bylaw amendments or revisions offered by members. The full text of the proposed amendment or revision shall have been delivered to each director of the corporation at least fifteen days prior to the meeting at which it will be presented to the board for deliberation. Such amendments, along with written recommendations of the board, shall be presented to the membership at least forty-five (45) days prior to the deadline for return mail voting and shall be approved by 2/3 of those voting.

**PROVISO:** Elected members of discontinued positions will fill out their term as board members. New elected position(s) and positions with changed election dates will be filled in the interim by appointment of the president and approval of the board until their next scheduled election.