

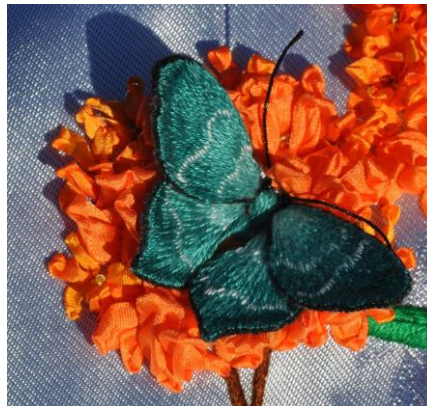


Embroiderers'  
Guild of America

# Updating Your EGA Bylaws

**Sue Andrews**

**Chair: Chapter/Region Bylaws Review Committee**



# **Agenda**

- **Introductions and summary**
- **How to start**
- **Standard update**
- **Variations and major changes**
- **After the draft**

# Summary of Steps

- **Gather templates and instructions from EGA National**
- **Use the template to create an updated set of bylaws**
- **Standard vs variations**
  - **Standard – send draft to Chapter/Region Bylaws Review Committee (CRBRC) Chair**
  - **Variation – arrange for vote by chapter or region board**
    - **NOT a vote to accept the bylaws**
    - **Vote to authorize submission of the bylaws as drafted for review**
- **CRBRC Chair reviews the draft**
  - **Sends back list of required and recommended changes**
  - **Sends back notice of approval to proceed when draft is acceptable**
- **Chapter/Region holds vote of membership/board-of-directors**
  - **Requires 30 day notice of vote**
  - **Requires meeting with quorum and 2/3 vote to accept**
  - **President signs bylaws accepted by chapter**
- **Signed bylaws sent back to CRBRC Chair with “return to” information**
  - **Electronic or 1 paper copy**
- **CRBRC Chair reviews, signs & sends on to EGA National Bylaws Chair**
- **EGA National Bylaws Chair signs and returns to chapter/region**

# Tips

- **Start with the current template**
  - The templates **CHANGE** from cycle to cycle
  - Merge your chapter/region specifics into the template
- **Make sure the long form of the EGA name is always as follows**
  - The Embroiderers' Guild of America, Inc.
  - Legal reference to parent organization
- **Your chapter/region name either has a “the” at the start or not**
  - Make sure “The” is included in the header, if so
  - Delete the “(the)” from the Article I text if not
- **Pay attention to required text (in bold)**
  - It may be different than previous cycle
  - Fill in blanks according to your chapter/region
  - Unbold text that is not document header or Article headers
- **Watch language in selections**
  - Correct for plurals/singulars
  - e.g., officer may serve no more than *one/two* consecutive term(s)
- **Try to avoid “awkward” page breaks, white space is OK**
- **Run “spell check”**

# Notes

- The template has not caught up with changes to dues payment process
  - Some mandatory language is out of date
- For chapters, the Region Bylaws Chair is a resource, not part of the review and approval chain
  - No signature authority on chapter bylaws
  - Please do not have the Region Bylaws Chair collect chapter bylaws to forward as a group
- Helpful to include the word “bylaws” in subject line of any email correspondence

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# Getting Started

- Chose a bylaws lead
- Download the following from the EGA National website (needs login)
  - [https://egausa.org/document-downloads/?fwp\\_sitewide\\_search=bylaws](https://egausa.org/document-downloads/?fwp_sitewide_search=bylaws)
  - Chapter or Region Bylaws template – recommend the “Word” version
  - Chapter or Region Instructions and Checklist
  - Chapter or Region Annotated Sample
- Find your existing bylaws
  - I have access to copies if you need them
- Compare your existing bylaws to the template
  - Note which choices your chapter uses (e.g., which officers)
  - Note additional provisions
- Determine whether your chapter/region wants to make significant changes

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# **Front Matter, Article I, Article II**

- **Replace the underlines in the blank before Chapter/Region with your chapter/region name**
  - **If a chapter, need to also replace blank before Region**
- **Only need to put in the year in header**
- **Article I:**
  - **If not using template, copy text exactly**
  - **Unbold text for body of article**
  - **Replace blank before Chapter/Region with appropriate name**
  - **Delete the “(the)”/”[The]” if your chapter/region has no “The” in the name**
- **Article II: Where is your chapter/region?**
  - **If NOT in California, only use first bolded text – no section #**
    - **This is likely a different “Purpose” than your previous bylaws**
  - **If in California, use required sections 1-3**

# Articles III and IV

- **Article III: Must use the bolded text from template**
  - **Unbold the section text**
  - **Chapters - Select who notifies members about dues**
- **Article IV**
  - **Bold text indicates required officers**
    - **Lower case on officer titles**
    - **“region representative” (if officer), not “regional representative”**
    - **If multiple vice presidents, number them (can also name)**
  - **Section 2 – select term and date/event for start of office**
    - **(I recommend a date rather than something like the annual meeting)**
  - **Section 3**
    - **Select maximum number of terms**
    - **Chapters – will allow one person to have more than one office, but single person may not be both president and treasurer**
  - **Other sections – fill in the blanks**
    - **Succession**
    - **Nominating committee number, election, and reporting timeline**
    - **Meeting for election of officers**

# **Article V - Meetings**

- **Chapters**
  - **Specify meeting tempo**
    - **Granting latitude on meeting specification**
    - **Will require plans for member notification**
  - **Specify timing of annual meeting – Annual meeting is required!**
- **Regions**
  - **Specify number of meetings per year**
  - **Specify which of the meetings will be the Annual meeting**
- **Both**
  - **Document who may call special meetings**
  - **Specify quorum requirements: number of members OR percent**
  - **Include sections on “Voting without a meeting” and electronic meeting**

# **Articles VI and VII**

- **Chapter**
  - **VI - Section 2:** if region representative is an officer, do not include in this section
  - **VI - Section 5:** Either
    - Specify standard timeline for board meetings
    - Specify how and when board meetings will be set and announced
  - **VII – Not much to vary**
- **Region**
  - **VII – Need to choice “Executive Committee” or “Executive Board”**
  - **VI - Section 2:** Carry over choice from Article VII

# **Articles VIII and IX/X/XI**

- **VIII - Section 1 - Standing committees**
  - **Specify your standing committees**
  - **Some chapters/regions are specifying these in their P&P**
- **VIII – Section 2**
  - **If nominating committee is a standing committee, president/RD may NOT specify the nominating committee chair**
- **IX/X/XI Fiscal Policies, Parliamentary Authority/Amendment**
  - **This is mostly bolded text and mandated language**
  - **Fill in the appropriate slots**
  - **Watch to make sure the (c) does not become a ©**

# **Signature Block**

- **Make sure to include the signature block**
- **Avoid having the signature block (or parts), separated from text from the prior article**

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# **Variations – Significant, Non-mandated, Changes**

- **Reasons**
  - Bylaws update an opportunity to change your chapter's governance
  - Chapter may need significant variance from standard
- **If significant variation from template**
  - Coordinate with CRBRC Chair
  - CRBRC Chair may consult with National Bylaws Chair
- **Verify changes acceptable to chapter membership**
  - AFTER coordinating with CRBRC chair if off-template
  - Recommend vote by chapter to approve request for change to governance
    - NOT a vote to accept bylaws for chapter
- **Submit for final review by CRBRC Chair**



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# **Submitting to the CRBRC**

- **Determine the name & contact information for current chair**
  - **Document Download section of Members-Only area**
  - **Search for Who's Who**
- **Emailed files are preferred (and faster)**
- **Please include chapter name & version date in document name**
  - **"Chapter\_bylaws.doc" is ambiguous**
  - **Chapter acronym is OK**
  - **Not "final" until approved and signed by chapter**
- **Allow for time for review**
  - **Numerous details to be checked for legal accuracy**
  - **May require dialog to deal with deviations from standard**

# **Successful Compliant Draft**

- **Set up time for vote to accept bylaws**
  - **Need  $\geq 30$  day notice to members**
  - **Need quorum at meeting and 2/3 positive votes**
- **Have president/RD sign and date bylaws on appropriate line**
  - **ONLY the president/RD signs, NOT the Bylaws Chair**
  - **Wet signature – either scan or sign at least 2 copies**
  - **E-signature acceptable – Acrobat Reader makes this easy**
- **Send copies to CRBRC Chair**
  - **E-copies fine or**
  - **1 paper copy with original signature (keep 2<sup>nd</sup> as back-up)**
- **Complete cover sheet or provide equivalent information in email**
  - **Chapter/region name**
  - **Name and position of person to receive copy for chapter/region**
    - **Can be multiple if electronic**
  - **Contact information (email, mailing address)**
  - **Include same information for president/RD if not primary recipient**

**QUESTIONS?**