

**SOUTH CENTRAL REGION  
THE EMBROIDERERS' GUILD OF AMERICA, INC.  
BYLAWS 2015**

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

The name of this organization shall be the South Central Region (SCR) 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 needle and thimble 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 foster the highest standards of excellence in the practice of the art of embroidery through an active program of education and study and to preserve the heritage of the art of embroidery, 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 South Central Region shall be composed of chapters within the geographical 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.

Section 2. Annual region dues shall be payable to the SCR treasurer on an annual basis that coincides with the scheduled payment of EGA dues and in a manner consistent with SCR policy.

Section 3. Those chapters whose dues are not current within the quarter of notification may, at the discretion of the executive committee, 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 elected officers of the South Central Region shall be region director, assistant region director, secretary, treasurer, and education coordinator. All officers shall live in the region and be a member of a chapter in the region

### Section 2. Qualifications

A. The region director and assistant region director shall have served as an SCR chapter president. No SCR officer shall serve concurrently as a chapter region representative.

B. The region director will represent SCR as a member of the national EGA board of directors. No region director or assistant region director will serve concurrently as a national elected EGA officer or director.

Section 3. Each officer shall serve a term of two years or until a successor has been elected. No officer shall serve two consecutive terms in the same office with the exception of the treasurer who may serve a second two-year term.

Section 4. A vacancy in the office of region director shall be filled by the assistant region director. All other offices shall be filled by a vote of the South Central Region executive committee from a single slate submitted by the nominating committee.

### Section 5. Nominations and Elections

#### A Selection of the Nominating Committee

1. A nominating committee, consisting of three people from different SCR chapters, shall be elected by plurality vote of the SCR board of directors at the semiannual

meeting in even-numbered years. The committee member receiving the most votes shall act as chairman.

2. Nominations for this committee may be mailed to the secretary two weeks prior to the Semi-annual meeting in even-numbered years or may be made from the floor with consent from the candidate. If the candidate is not present, the consent must be in writing. The vote shall be taken by ballot.
3. The nominating committee shall remain active for a period of two years, with no member serving more than two consecutive terms.
4. Vacancies on the nominating committee shall be appointed by the Regional Director.

#### B. Duties of the Nominating Committee

1. It shall be the duty of the committee to nominate in odd-numbered years a single slate of candidates to fill the offices of region director, assistant region director, secretary, treasurer, and education coordinator.
2. The report of the nominating committee shall be forwarded to the secretary for distribution to the chapters at least thirty (30) days prior to the semi-annual meeting in odd-numbered years.
3. Additional nominations may be made from the floor at the semi-annual meeting after written consent from the candidate has been submitted to the secretary.

#### C. Election of Officers

1. All officers shall be elected by the board of directors at the semi-annual meeting in odd numbered years. The vote shall be by ballot except in the case of a single slate for each office, in which case the board of directors may vote to waive the ballot for a voice vote.
2. All officers shall take office at the conclusion of all activities related to the South Central Region Seminar in odd-numbered years. If no seminar occurs, the executive board will determine the date for the change of officers during the month of June.

## ARTICLE V. MEETINGS

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

Section 2. The annual meeting shall be held during the SCR seminar for the purpose of receiving reports of the officers and standing committee chairmen; adopting the budget and transacting other business necessary for operation of the region; and installing officers in odd-numbered years. In the event a seminar does not occur, the executive board will determine the date for the change of officers and conducting business for the region during the month of June.

Section 3. A semi-annual meeting shall be held for the purpose of receiving reports of the officers and standing committee chairmen, transacting other business necessary for operation of the region, electing a nominating committee in even-numbered years; and electing officers in odd-numbered years.

Section 4. Voting members at SCR meetings shall be the elected region officers, chapter region representatives, region-sponsored EGA national special events chairmen, standing committee chairmen, and special committee chairmen. Each chapter shall have a region representative who shall have one vote, and no two chapters shall have the same region representative. If a region representative is unable to attend the meeting, an alternate may attend and vote provided the chapter president provides written approval prior to the meeting.

Section 5. Special meetings may be called by the region director, executive committee, or any three chapter region representatives. Written notice of such meetings shall be given to the chapters at least thirty (30) days before the meeting. Notice for special meetings shall state the purpose of the called meeting, and no other business other than that stated in the notice may be transacted.

Section 6. The quorum of all SCR meetings shall be one-third of the voting members of the region.

Section 7. Voting without a meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting provided that all members of the board or committee are notified in writing (In writing as determined by EGA National can be interpreted as either by paper or electronic means; i.e., electronic meetings, conference calls, skype, etc.) of the resolution, and that two-thirds of the members of the board or committee consent in writing (by either paper or electronic means ) to the adoption of the resolution authorizing the action. If action without a meeting is necessary by the board, the action shall be ratified at the next regular board meeting to become an official act of the board.

## ARTICLE VI. BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected SCR officers, standing committee chairmen, and a region representative or legal alternate from each chapter in the SCR.

Section 2. The board of directors shall have full power and authority over the affairs of the South Central Region.

Section 3. The region director shall appoint a parliamentarian with the approval of the executive committee. The appointment shall be announced at the first SCR meeting after the election or as appropriate. The parliamentarian shall serve without a vote.

Section 4. 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.

## ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. The executive committee shall consist of the SCR elected officers and the following chairs and/or coordinators: Communications, Special Events, Bylaws, Historian, Assistant Education Coordinator, Outreach, Ways and Means, Region Seminar Chair, and Heart and Hand.

Section 2. The executive committee shall have the power of the board of directors between meetings of the board of directors. All actions taken by the executive committee shall be reported to the board of directors at its next meeting. Changes to policy and programs may be recommended by the executive committee; but such changes require approval by the board of directors.

Section 3. Meetings of the executive committee shall be held three times a year. Special meetings may be called at the discretion of the region director, or upon the request of three of its members. Written notice of such meetings shall be given to the members at least seven (7) days before the meeting. Notice for special meetings shall state the purpose of the called meeting; and no business other than that stated in the notice may be transacted.

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

## ARTICLE VIII. COMMITTEES

Section 1. Standing and/or special committees will be appointed as necessary.

Section 2. The region director shall appoint all standing committee chairmen. These committee appointments shall be approved by the elected officers. Each committee chairman shall appoint committee members as needed with the approval of the region director. All standing and special committee chairmen and members shall have terms of office concurrent with the region director.

Section 3. The region director, subject to the approval of the executive committee, shall create special committees as deemed necessary to carry on the work of the region. The region director shall appoint the chairman of special committees. These appointments shall be approved by the executive committee.

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

## ARTICLE IX. FISCAL POLICY

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

Section 2. The books and accounts of the South Central 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 the region; however, the 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. The board of directors and/or executive committee shall not spend any non-budgeted funds in excess of \$500 during the fiscal year. The board may approve an expenditure in excess of this amount provided:

1. the membership is notified at least thirty (30) 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 board of directors by a two-thirds vote, has designated as the recipient. Notice of such a proposed donation shall be submitted in writing to the members at least thirty days prior to the meeting at which such vote is to be taken.

#### Section 6. Dissolution:

In the event of dissolution of the South Central 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 representatives shall be provided in writing, at least thirty days prior to the meeting at which such a vote is to be taken.

#### Section 7. Indemnification of Directors or Officers.

a) The Indemnification of Directors and Officers in Article X, National EGA 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 Section 2D, Article IV of the National EGA Bylaws.

### ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order; Newly Revised shall govern the South Central 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. AMENDMENTS

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; and

Section 2. These bylaws may also be amended by 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 (30) 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 Director June 3, 2015  
Date

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Chairman, Chapter/Region Bylaws Review Committee Date

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Director of Bylaws Date