

**BY-LAWS OF
THE MID-ATLANTIC FIBER ASSOCIATION
As amended October 19, 2002**

Article I. Name

Sec. 1

The name of the corporation shall be the Mid-Atlantic Fiber Association, Inc.

Sec. 2

The registered office of the corporation shall be CT Corporation System.

Sec. 3

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania."

Article II. Objectives

Sec. 1

To promote education in the fiber arts field by planning, organizing and conducting conferences, and to facilitate communication among the member guilds.

Sec. 2

To encourage cooperation among the fiber groups in the middle Atlantic region of the United States.

Article III. Membership

Sec. 1

Any interested fiber group in the middle Atlantic states may become a member guild in the Association.

Sec. 2

An Associate Membership is open to interested commercial enterprises, institutions, organizations, schools, and any individual who is not in an affiliated guild.

Sec. 3

Guild membership dues are set by the Board of Directors and approved by Member Guilds, and are payable by October 1 of each year or upon acceptance of membership. Membership benefits, including the right to vote at meetings, shall be terminated if dues are not paid within 30 days of the due date."

Sec. 4

The length of term for an Associate Member is one year. Associate Membership dues are set by the Board of Directors and approved by Member Guilds, and are payable by October 1 or upon acceptance of membership.

Article IV. Representatives

Sec. 1

Each member guild shall elect or appoint one representative and one alternate representative to the Association. They shall serve two-year terms beginning in September of odd numbered years.

Sec. 2

Each member guild shall have one representative vote.

Sec. 3

Other people may be appointed to the representative assembly on an ad hoc basis as needed for conference and other events. These people shall have no vote.

Sec. 4.

Associate members shall have no voting representation.

Article V. Meetings

Sec. 1

Meetings of Representatives from all member guilds shall be held at least two times per year in the fall and spring, and when deemed necessary. The fall meeting shall be scheduled between September 15 and November 1, and the spring meeting shall be scheduled between April 15 and June 1. The President shall change the meeting date when deemed necessary.

Sec. 2

A quorum shall consist of 20 percent of the total of the voting representatives.

Sec. 3

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

Article VI. Officers

Sec. 1. Officers

The officers of the association shall be the President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. Such officers shall also comprise the board of directors. Associate members are not eligible to hold elective office.

Sec. 2. Duties

A. The President shall have the general duties and powers of the chief executive officer, shall preside at all meetings of the board of directors and of the representative assembly, shall serve as an ex officio member of all committees except the nominating committee, may sign contracts and execute agreements upon approval of the board of directors, and shall perform other duties incidental to the office as designated by the board, the representative assembly, or the parliamentary authority.

B. The Vice President shall assume the office of president in the absence or incapacity of the president, shall supply board members and all representatives with organizational information and packets, and shall perform other duties incidental to the office as designated by the board, the representative assembly, or the parliamentary authority.

C. The Treasurer shall keep detailed financial records of the Association, shall collect dues, shall reimburse expenses which have been approved by the board of directors following presentation of proper documentation, and shall perform other duties incidental to the office as designated by the board, the representative assembly, or the parliamentary authority.

D. The Recording Secretary shall maintain a current list of representatives, shall take minutes of representatives and /or board meetings and distribute said minutes, shall perform other duties incidental to the office as designated by the board, the representative assembly, or the parliamentary authority.

E. The Corresponding Secretary shall secure the meeting site, send written notice of meetings at least 30 days in advance of such meetings to all representatives and/or directors, shall handle correspondence from the president and/or the board of directors to the membership, and shall perform other duties incidental to the office as designated by the board, the representative assembly, or the parliamentary authority.

Article VII. Board of Directors

Sec. 1

The Board of Directors shall consist of the Association officers as listed in Article VI. The immediate past President shall serve in an advisory capacity to the board of directors.

Sec. 2

The Representatives shall elect all officers for two-year terms. The election shall be by Representatives present or by absentee ballot. A Representative's or alternate's presence at a meeting takes precedence over their absentee ballot. Election of the President, Treasurer and Corresponding Secretary shall be held at the fall meeting of the odd-numbered year and the Vice-President and Recording Secretary shall be elected at the fall meeting of the even-numbered year. The terms of office of the elected officials shall begin immediately after their election.

Sec. 3

Any vacancies on the Board of Directors shall be filled for the unexpired term by a majority of the entire board of directors.

Sec. 4

The members of the Board of Directors shall receive no salaries.

Sec. 5

No member may hold more than one position on the Board of Directors.

Sec. 6

The meetings of the Board of Directors shall be held quarterly as determined by the President, who shall notify the corresponding secretary to give written notice of every meeting to every member of the Board at least seven days prior to the day of the meeting.

Sec. 7

The Board of Directors may transact business for the organization in the interval between meetings.

Sec. 8

In addition to the powers and authorities by these by-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these by-laws directed or required to be exercised or done by the members. In addition, the Board of Directors is given the specific authority to defend the Association from any suit in law or equity.

Article VIII. Committees

Sec. 1

The Conference Steering Committee shall be chaired by the Conference Coordinator, and have as members the President, the immediate past Conference Coordinator, and other persons appointed by the Conference Coordinator.

Sec. 2

The Communications Committee shall consist of a Communications Coordinator appointed by the Board, a newsletter editor and other members as deemed appropriate. The Communications Coordinator and the committee shall be responsible for the education and information publications of the Association; such as, but not limited to, the newsletter, website, by-laws and operations manual.

Sec. 3

The Grants Committee shall consist of a Coordinator appointed by the Board of Directors and members as needed. The committee shall be responsible for the application for; review and approval of; and the distribution of grants by the Association.

Sec. 4

The Nominating Committee of three persons, none of whom is a Board member, shall serve for two years, shall present a slate of officers to the Representatives at the spring meeting of the odd-numbered year for President, Treasurer and Corresponding Secretary. The Nominating Committee shall present a slate of officers to the Representative at the spring meeting of the even-numbered year for the Vice-President and Recording Secretary. The Committee will also solicit viable candidates for the Coordinator positions of Conference, Communications, Membership, and Grants to be brought before the Board of Directors.

Sec. 5

The Membership Committee shall consist of a Membership Coordinator and other members as deemed necessary. The Membership Committee shall maintain current membership lists of all member guilds as well as the general mailing list.

Sec. 6

The Board of Directors may appoint standing and ad hoc committees.

Article IX. Finances

Sec. 1

The fiscal year shall begin October 1 and end September 30.

Sec. 2

All expenditures need the written approval of two members of the Board of Directors.

Sec. 3

Dues of members shall be deposited with the Treasurer. Dues, in addition to any conference surplus or other funds received, may only be used for the following purposes:

- A.** Regular expenses incurred between conferences necessary to carry out the general purposes of the Association including, but not limited to, the newsletter, educational informational material approved by the Board of Directors, postage, phone calls, and supplies.
- B.** To establish a fund to finance the initial expenses of the next conference.
- C.** For any necessary expenses of the Association, organizing, maintaining or defending the Association, including professional fees, taxes, and other appropriate expenses.
- D.** For special grants of amounts determined by the Board of Directors after evaluation of requests.
- E.** To help defray expenses incurred by individual or group sponsored Association activities, subject to the approval of the Board of Directors.
- F.** No funds shall be used in any manner contrary to Article IX of the Articles of Incorporation.

Sec. 4

The financial records shall be audited at the end of the odd-numbered fiscal year or prior to the change in the office of the treasurer, by an accountant. The accountant shall issue a report for review at the next regular meeting.

Article X. Amendments

By-laws may be adopted, amended, or repealed by the votes of two thirds of all Representatives present at a regular or special meeting duly convened after a 30 day written notice to the representatives of proposed changes.

Article XI. Dissolution of the Organization

In the event that the Corporation votes to dissolve, dissolution shall be carried out in accordance with Article X of the Articles of Incorporation.