



# Bylaws of the MidAtlantic Fiber Association

*As revised May 2016*

## Article I. Name

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The name of the corporation shall be the MidAtlantic Fiber Association, Inc.

## Article II. Objectives

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The objectives of the corporation include:

- 1) encouraging cooperation and communication among fiber groups in Delaware, the District of Columbia, Maryland, New Jersey, New York, North Carolina, Pennsylvania, Virginia, West Virginia and such other states as determined by the Board of Directors (“the MidAtlantic Region”);
- 2) promoting education in the fiber arts; and
- 3) planning, organizing, and conducting conferences.

## Article III. Membership

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### Section 1

Any interested fiber group in the MidAtlantic Region may request acceptance as a Member Guild in the MidAtlantic Fiber Association.

### Section 2

Any interested commercial enterprise, institution, organization, school, or individual who is not a member of a Member Guild may request acceptance as an Associate Member in the MidAtlantic Fiber Association.

### Section 3

The first term of membership for a Member Guild or Associate Member accepted for membership in the MidAtlantic Fiber Association shall begin on the date of acceptance and end on September 30 of the next succeeding even-numbered year. Subsequent terms shall be for two years, beginning on October 1 of even-numbered years and ending 2 years later.

### Section 4

Dues for Member Guilds and Associate Members are set by the Board of Directors and approved by Member Guilds. Dues are payable by October 1 of even-numbered years or upon acceptance of membership. Membership benefits, including, in the case of Member Guilds, the right to vote at meetings, shall be terminated if dues are not paid within 30 days of the due date.

## Article IV. Representatives

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### Section 1

Each Member Guild shall elect or appoint (i) one individual (their “Representative”) to represent the Member Guild at meetings of Representatives (the “Representative Assembly”) of the MidAtlantic Fiber Association and (ii) an alternative (“Alternative Representative”) to represent the Member Guild in those meetings that the Representative cannot attend. Representatives and Alternative Representatives shall serve for two-year terms beginning on October 1 of even-numbered years.

### Section 2

Each Member Guild shall be entitled to one vote in the Representative Assembly.

### Section 3

An individual may serve as a Representative for more than one Member Guild of which he or she is a member. Such a Representative shall have one vote for each of the Member Guilds he or she represents.

### Section 4

Associate Members shall have no vote in the Representative Assembly.

### Section 5

Members of the Board of Directors may serve as Representatives or Alternate Representatives for their Member Guilds.

## Article V. Meetings

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### Section 1

Regular meetings of the Representative Assembly shall be held at least two times per year, once in the fall and once in the spring. 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. In odd-numbered years, an additional Representative Assembly shall be held at the Conference. The President may change the meeting date or call additional meetings at his or her discretion.

### Section 2

Representatives of 20 percent of Member Guilds are required for a quorum.

### Section 3

The Representative Assembly, the Board of Directors and all committees are authorized to meet via teleconference or other electronic means, provided that all those participating have the ability to contribute to the meeting and to see or hear the contributions of all other participants.

### Section 4

Any written notice required in these bylaws may be sent via post, fax, email, or other electronic means.

## Article VI. Officers

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### Section 1. Officers

The officers of the MidAtlantic Fiber Association shall be the President, First Vice-President, Second Vice-President, Treasurer, and Secretary (the "Officers"). Such Officers shall also comprise the Executive Committee of the Board of Directors. No Associate Member may be an Officer.

### Section 2. Duties

A. The President shall have the general duties and powers of a 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 of Directors or the Representative Assembly.

- B. The First Vice-President shall serve as the Communications Coordinator for the corporation, shall assume the office of President in the absence or incapacity of the President, and shall perform other duties incidental to the office as designated by the Board of Directors or the Representative Assembly.
- C. The Second Vice-President shall serve as the Conference Coordinator for the biennial conference and shall perform other duties incidental to the office as designated by the Board of Directors or the Representative Assembly.
- D. The Treasurer shall keep detailed financial records of the corporation, shall collect dues, shall reimburse expenses that have been approved by the Board of Directors following presentation of proper documentation, shall present financial reviews, shall ensure that tax returns are filed, and shall perform other duties incidental to the office as designated by the Board of Directors or the Representative Assembly.
- E. The Secretary shall send written notice of each Representative Assembly at least 30 days in advance of the meeting to all Representatives and Alternative Representatives, shall take minutes of Representative Assemblies and Board of Directors meetings and distribute said minutes, shall secure meeting sites, shall ensure all legal paperwork is filed and shall perform other duties incidental to the office as designated by the Board of Directors or the Representative Assembly.

## Article VII. Board of Directors

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### Section 1

The Board of Directors shall consist of the Officers as well as the Membership Coordinator and the Chair of the Grants Committee. Up to two additional committee chairs designated by the Board of Directors may also serve on the Board. The immediate past President shall serve in an advisory capacity to the Board of Directors.

### Section 2

The Representatives shall elect all Officers for two-year terms. The election shall be by Representatives present or by absentee ballot, or by email or other form of electronic ballot. A Representative's (or Alternate Representative's) presence at a meeting takes precedence over their absentee ballot. When possible, election of Officers and members of the Nominating Committee (ref Article 8, Section 4) shall occur at the biennial

conference, which occurs in the summer of odd-numbered years. If for some reason the election cannot be held at the conference, it shall be held no later than September 30 of the odd-numbered year. The terms of office of the Officers and members of the Nominating Committee shall begin on October 1 of the odd-numbered-year, that is, the October following the election.

### Section 3

Any vacancies on the Board of Directors shall be filled for the unexpired term by a vote of the majority of the members of the Board of Directors.

### Section 4

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 5

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

### Section 6

The meetings of the Board of Directors shall be held at least quarterly on dates determined by the President, who shall provide written notice of every meeting to the members of the Board of Directors at least seven calendar days prior to the day of the meeting. Notice may be provided via electronic means.

### Section 7

Between Representative Assemblies, the Board of Directors may transact business for the corporation.

### Section 8

Any 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 9

The Board of Directors may exercise all powers of the corporation and perform such lawful acts as are not in violation of statute, the Articles of Incorporation, or these bylaws. In addition, the Executive Committee is given the specific authority to defend the MidAtlantic Fiber Association from any suit in law or equity.

## Article VIII. Committees

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### Section 1

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

### Section 2

The Communications Committee shall be chaired by the First Vice-President and shall consist of other persons appointed by the First Vice-President. The committee shall be responsible for the website, social media presence, and any other educational and informational publications of the Association as well as interguild communications.

### Section 3

The Grants Committee shall be chaired by a Chair appointed by the Board of Directors and shall include other persons appointed by the Board of Directors. The committee shall be responsible for the guidelines and application for, the review and approval of, and the distribution of grants by the corporation. The term *grant* applies to awards to individuals as well as to groups (Member Guilds and Associate Members), and may be referred to as *scholarships*, *fellowships*, or other applicable terms as well as *grants*.

### Section 4

The Nominating Committee shall consist of three persons, none of whom is a member of the Executive Committee. The members of the committee shall be elected at the same time as the Officers are elected and shall serve for two year terms. The Nominating Committee shall present a slate of officers to the Representatives at the Representative Assembly held in the spring of odd-numbered year. At that time, the Nominating Committee shall also present a slate of candidates to serve on the next Nominating Committee. The committee shall also bring to the attention of the Board of Directors viable candidates for other key leadership positions.

### Section 5

The Membership Committee shall consist of a Membership Coordinator appointed by the Board of Directors and such other persons appointed by the Membership Coordinator. The Membership Committee shall maintain current membership lists of all member guilds as well as the contact information for Member Guilds, Representatives, Alternate Representatives, Member Guild officers and Associate Members.

## Section 6

The Board of Directors may appoint other standing or *ad hoc* committees.

# Article IX. Finances

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## Section 1

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

## Section 2

All expenditures of the corporation require the written approval of two members of the Board of Directors.

## Section 3

Dues of Member Guilds and Associate Members shall be deposited by the Treasurer into an interest-bearing account at a US bank. 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 corporation.
- B. To establish a fund to finance the initial expenses of the next conference.
- C. For any necessary expenses of the corporation, organizing, maintaining, or defending the corporation, 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 individuals or groups who are hosting activities of the MidAtlantic Fiber Association, subject to the approval of the Board of Directors.
- F. No funds shall be used in any manner contrary to Article 9 of the Articles of Incorporation.

## Section 4

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

## Article X. Amendments

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Bylaws may be adopted, amended, or repealed by the votes of two-thirds of all Representatives present at a regular or special meeting duly convened at least 30 days after the delivery of a written notice of proposed changes to the Representatives. Notice may be sent via electronic means.

## Article XI. Dissolution of the Organization

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In the event that the corporation votes to dissolve, dissolution shall be carried out in accordance with Article 10 of the Articles of Incorporation.

Amended: July 1999

Amended: May 2001

Amended: October 19, 2002

Amended: May 4, 2013

Revised: May 7, 2016