Houston Embroiderers' Guild

The Embroiderers' Guild of America, Inc.

South Central Region

Chapter Bylaws: 2026

ARTICLE I NAME; USE OF EGA'S TRADEMARKS

The name of this organization shall be Houston Embroiderers' Guild (HEG), a chapter of The Embroiderers' Guild of America, Inc., (EGA). While this chapter is recognized as a chapter by EGA, the chapter and its members may use EGA's registered trademarks: the name "The Embroiderers' Guild of America, Inc.", the stylized 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 chapter.

ARTICLE II OBJECT

The purpose of this chapter is to inspire passion for the needle arts through education and the celebration of its heritage.

ARTICLE III MEMBERSHIP

Section 1. Chapter membership shall be open to any individual interested in furthering the purpose of this organization upon payment of dues. Membership may not be limited in number or group of people and must be nondiscriminatory with regard to race, gender, religion, national or ethnic origin, or as required by federal law, the law of the state of Kentucky and the law of the state where the chapter is located from time to time.

Section 2. Annual dues shall be payable upon notification by the chapter membership chair.

Section 3. Transfer and plural members shall be accepted by this chapter upon notification and payment of chapter dues and appropriate region dues, provided the members' current national dues have been paid.

Section 4. Those whose dues are not paid by the date specified by the HEG Board of Directors shall be automatically dropped from membership.

ARTICLE IV OFFICERS

Section 1. The elected officers of this chapter shall be a president, a first vice president of programs, a second vice president of special projects, a secretary, a treasurer and a region representative.

Section 2. Officers shall serve a term of two years, or until their successors are elected. The term of office for the president, first vice president of programs, and secretary shall begin January 1 following the November election in even-numbered years. The term of office for the second vice president of special projects, treasurer, and region representative shall begin January 1 following the November election in odd-numbered years.

Section 3. No member shall be eligible to serve more than two terms consecutively in the same office, and no member shall hold more than one elected office at a time.

Section 4. If a vacancy occurs in the office of president, the first vice-president shall automatically become president, if unable to assume these duties, then the second vice-president would become president. All other vacancies in office shall be filled by nomination and election by the board of directors. Upon a motion, an officer may be removed for cause by a vote of the membership.

Section 5. Nominations and Elections**:**

a. A nominating committee of five members: two elected by the board of directors at the September board meeting and three elected from the general membership at the September meeting. The nominating committee shall select their own chair.

b. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled and to report at the October meeting, having obtained consent for nomination from each.

c. The election of officers shall be at the November meeting. Additional nominations from the floor may be made providing consent to serve has been obtained from the nominees prior to the meeting. If there is more than one candidate for an office, the vote shall be taken by ballot.

ARTICLE V MEETINGS

Section 1. Regular meetings of the chapter shall be held on the second Tuesday of the month unless otherwise ordered by the board of directors.

Section 2. The annual meeting shall be held in November for the purpose of electing officers, receiving annual reports from the officers and standing committees, adopting a budget, and transacting any other business that may arise.

Section 3. Special meetings may be called by the president, by the board of directors, or by ten members, two of whom must be board members. A seven-day (7) notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 4. The quorum for all chapter meetings shall be twenty percent of the number of members.

Section 5. Voting without a meeting. Any action required or permitted to be taken by the board or any committee thereof may be taken without an in-person meeting provided that all members of the board or committee are notified in writing or by electronic means of the resolution and that two-thirds of the members of the board or committee consent in writing or by electronic means to the adoption of the resolution authorizing the action. If action without an in-person meeting is necessary by the board, the action must be ratified at the next regular board meeting in order to become an official act of the board.

Section 6. If substituting an electronic meeting for an official chapter meeting, all members must be notified of the meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers and standing committee chairs.

Section 2. The president shall appoint a parliamentarian, with the approval of the executive committee. The appointment shall be announced at the first chapter meeting after the appointment or as appropriate. The parliamentarian shall serve without a vote.

Section 3. Unless otherwise stated, the term for the appointed members of the board of directors shall be concurrent with the term of the president who appointed them. Upon motion, a board member may be removed for cause by a vote of the board.

Section 4. The board of directors shall have general supervision of the affairs of the chapter between its business meetings: fix the day, hour, and place of meetings; make other recommendations to the chapter; and perform other duties specified in these bylaws. The board shall be subject to the orders of the chapter, and its acts shall in no way conflict with action taken by the general membership.

Section 5. Meetings of the board shall be held on the first Friday of the month, unless otherwise ordered by the president and any three members of the executive committee.

Section 6. Special meetings of the board of directors may be called by the president or by any three (3) members of the board, one of whom shall be an elected officer. A seven-day (7) notice stating the business of the special meeting is required, and no business other than that stated in the notice may be transacted.

Section 7. The quorum for all board of directors' meetings shall be a majority of its members.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the elected officers of the chapter.

Section 2. The executive committee shall have general authority over the chapter between meetings of the board of directors and it shall perform other duties specified in these bylaws. Any action taken by the committee shall be reported at the next board meeting.

Section 3. Meetings of the executive committee shall be held between meetings of the board of directors, if necessary.

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

ARTICLE VIII COMMITTEES

Section 1. The standing committees of this chapter shall be the following: bylaws, community outreach, education, membership, newsletter, operations, and special interest groups.

Section 2. The president shall appoint all standing committee chairs. Committee appointments shall be approved by the executive committee. The president shall announce said appointments at the first chapter meeting following the appointment or as appropriate.

Section 3. Special committees shall be appointed by the chapter president as the executive committee or by the board of directors deems necessary. Committee appointments shall be approved by the executive committee. The president shall announce the appointments at the first chapter meeting following the appointment or as appropriate. Special committees can be dissolved in the same manner as which they were appointed.

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

ARTICLE IX FISCAL POLICIES

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

Section 2. The books and accounts of the chapter shall be kept in accordance with sound accounting practices. Chapter financial records shall be audited each year, either professionally or by an audit committee appointed by the chapter president. The treasurer shall furnish EGA with a report of the finances of the chapter by February 15 of each year and shall send out-of-region plural members' dues to the Region on a regular basis.

Section 3. No one may profit from membership in EGA; however, an EGA chapter 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 chapter board of directors shall prepare and present a budget to the membership for approval prior to the effective date of the budget.

b. Neither the board of directors nor the executive committee shall spend any non-budgeted funds in excess of $ 1,000.00 during the budget year.

c. The chapter may approve an expenditure in excess of this amount provided:

   1. the membership is notified in writing 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 of the members present at this chapter meeting.

Section 5. Donations: Donations of monies by the chapter 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 chapter, 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 (30) days prior to the meeting at which such vote is to be taken.

Section 6. Dissolution**:** In the event of dissolution of the chapter, all its assets and funds remaining after payment or provisions for payment of all debts and liabilities of the chapter 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 chapter has designated as a recipient by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty days (30) prior to the meeting at which such a vote is to be taken.

Section 7. Indemnification of Directors or Officers

a. Directors and Officers Covered. Directors whom the chapter may indemnify under this Section include the directors described in these chapter bylaws as members of the board of directors. Officers whom the chapter may indemnify under this Section are the elected officers described in these chapter bylaws. If an officer or director is described in this Section, indemnification may be paid to her/his duly qualified executor, administrator, or other personal representative.

b. Legal Actions, Suits or Proceedings Brought Against Directors or Officers of Chapter.

   1. Discretionary Indemnification. Except as provided in Paragraph 2 below, the chapter may, at the sole discretion of its board of directors, indemnify any director or officer or former director or officer described in Paragraph a above against any

judgment and any expenses, including attorneys' fees, actually, reasonably and necessarily incurred by her/him in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.

2. Limitations Upon Indemnification. The chapter shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the chapter's board of directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the chapter or to EGA**.**

c. Payment of Indemnification.

1. Approval. Notwithstanding the foregoing paragraphs, the chapter shall not indemnify any director or officer described in Paragraph a of this Section unless such indemnification is approved by its board of directors acting by a quorum which consists of directors who are not parties to the action or proceeding for which indemnification is considered.

2. Notice to Members. If any expenses or other amounts are paid by way of indemnification to a director or officer, other than by court order or action by the members, the chapter shall prepare a statement specifying the person(s) paid, the amount, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the chapter to its members of record entitled to vote for the election of directors within three (3) months from the date of payment.

ARTICLE X PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with the chapter bylaws, South Central Region bylaws, the bylaws of The Embroiderers' Guild of America, Inc., any special rules of order the chapter may adopt, or any statutes applicable to this organization.

ARTICLE XI AMENDMENT TO BYLAWS

Section 1. Any bylaw amendment(s) effected by EGA that necessitates amendment(s) to the chapter bylaws shall be incorporated automatically in the chapter bylaws and the membership shall be informed of such changes at the next regular meeting.

Section 2. These bylaws may also be amended by a two-thirds (2/3) vote at any regular meeting of the chapter provided the proposed amendment has been submitted in writing to the membership at least thirty (30) days before the meeting and the proposed amendment has received the approval of The Embroiderers' Guild of America, Inc., prior to the meeting.

Membership Approval 8-11-26 Susan M. St. Romain-
Date Chapter President Signature

EGA Approval 8/24/2026 Susan E Andrews
Date Chairman, Chapter/Region Bylaws Review Committee

EGA Approval 10/11/26 Victoria Swerdlow
Date Director of Bylaws