

## **SECTION II**

### **BYLAWS, POLICIES AND PROCEDURES**

(Complete review done: 12/2008)

## EGA NATIONAL BYLAWS

Please go to EGA's national website to download the *EGA Bylaws*. This will assure you of getting the most up-to-date version of the document.

To find this document, go to the home page for EGA: [www.egausa.org](http://www.egausa.org). In the left-hand column, scroll down to: Members Area. Click on: Forms & Guides. Go to the section labeled: Bylaws and click on the document name.

## EXCERPTS FROM EGA POLICIES AND PROCEDURE MANUAL

(For full manual, go to EGA website: [www.egausa.org](http://www.egausa.org), click on Members Area, Forms & Guides, and go to Manuals)

**POLICY** – a governing principle which determines the course of action taken by EGA; the official opinion of EGA on a given subject. *Section I.D.2.a (1)*.

**PROCEDURE** – the method or manner of carrying out a particular course of action taken by EGA; the steps to be taken to enforce or implement a policy. *Section I.D.2.a (2)*.

### “SECTION VI - REGION POLICIES (July 2007)

#### A. Organization

1. Each region shall consist of the chapters within the geographical boundaries set by the national board. Chapters constitute the region's membership. Chapter members shall be considered members of the region by virtue of their membership in the chapter. 10/87
2. Each chapter shall remain a member of the region to which it was assigned as of October 31, 1984. The parameters for a chapter requesting reassignment from one region to a bordering region are:
  - a. The chapter members must vote to effect this change.
  - b. The chapter submits vote tally and reason for reassignment request to its region director.
  - c. The two region directors involved must agree.
  - d. The national board then reviews the request and votes. 1/04
3. Each chapter shall pay dues to the region. Dues are set at the discretion of the region board of directors. 3/85

#### B. New Chapters

1. New chapters shall be assigned to a region in accordance with the boundaries accepted by the board of directors. 1/86
2. New chapters outside the continental United States shall be assigned to the region most accessible. 1/86

#### C. Regions Committee

The region directors shall constitute the national regions committee. The vice president shall serve as chair. 9/91

#### D. Region Representatives

1. Each chapter shall have a region representative who is a voting member of its board of directors. 3/86
2. The chapter's region representative or president is responsible for reporting chapter activities and (potential) problems to the region director on a regular basis. 1/87
3. Chapter presidents and region representatives shall receive the minutes of all region board meetings. 6/87
4. Copies of all chapter minutes (board and general) shall be sent to the region director immediately following each meeting. 6/87
5. Chapter newsletters shall be sent to the region director and national newsletter reviewer as published. 6/87

## **E. Region Finance**

1. Each region shall exercise financial responsibility; operating expenses of each region shall be met by:
  - a. its chapters' dues, and
  - b. fundraising by a method of its own determination. 9/80
2. Any surplus or deficit accruing through region sponsored activities shall be handled by the region in accordance with its policy---a copy of which shall be filed with its bylaws. 10/87
3. No personal funds shall be commingled with any region funds at any time. No exceptions. 8/96
4. The region shall not make or accept any monetary loans of any kind to or from any individual, entity, member, chapter, satellite, or region. 8/96

### **EXCEPT:**

- a. Monetary loans may be made by a region and accepted by one of its chapter or a region special event committee (for the hosting of a region special event) pursuant to the provisions of the region bylaws, standing rules and/or policies and procedures; and
  - b. A region or chapter may accept monetary loan(s) from EGA for the hosting of an EGA special event pursuant to the provisions of EGA's Policies and Procedures. 8/96
5. Cash, money order, or cashier's checks shall be required from members who have outstanding, non-collectible, returned checks payable to EGA. This policy applies at all levels of EGA; notification shall be made to all tiers. All documented returned check expenses associated with NSF checks shall be charged back to the issuer including returned check fee assessed by the bank, all other documented expenses associated with the return check, plus a \$25.00 handling fee. 7/04

## **F. Region Seminar**

See EGA website [www.egausa.org](http://www.egausa.org) for *Region Seminar Guidelines*

1. General Seminar Policies
  - a. All regions are encouraged to conduct educational seminars at such times and in such locations as shall meet the needs of its members. 9/80
  - b. Every effort must be made to avoid scheduling region seminars in conflict with national board sessions and other seminars. To avoid conflicts, all EGA seminar dates shall be registered with EGA headquarters. 10/87
  - c. A seminar executive committee, composed of key personnel, shall make major decisions. 10/00
  - d. The seminar chair shall be the liaison between the seminar committee and the region. 10/87
    - (1) The seminar chair is directly responsible to the region director and/or the region board, as specified by each individual region. 10/87
    - (2) The region director is an ex-officio [voting]member of the region seminar committee. 10/87
    - (3) Consult region bylaws and/or policies for special circumstances. 10/87
  - e. At the discretion of the region board of directors, the seminar chair may serve as an ex officio member of the board. The board shall determine the rights and privileges of the ex officio member. 4/02
  - f. Meeting notices and minutes shall be sent to the region director and any other officer designated in region policies. 10/00
  - g. A copy of the final region seminar report, including the complete financial statement, shall be sent to the region director within 120 days of the close of the seminar. 10/87

- h. All contracts and services for region seminars, including faculty contracts, shall be approved and signed by the region director. 10/88
  - i. All students enrolled in EGA seminars at any level shall be members of EGA. 10/87
  - j. The registrar shall make class assignments in a blind random manner with no preference to anyone. 10/00
  - k. Since official meetings are held in conjunction with seminars, space shall be held open for officers, board members, and representatives from the chapters. Each member shall be asked to note on her registration form "officer, board member, or chapter representative." Space shall be held only until a specified date. Only space at the seminar and not specific class nor hotel space shall be assured. All rules concerning deadlines shall be followed. 4/94
2. All sales at region seminars, except boutique/ bookstore and EGA jewelry, shall take place on Merchandise Night. No teacher or seminar participant may sell items from her room or in a classroom. 10/87
3. Seminar Financial Policy
- a. The region seminar chair and treasurer shall keep the region director up-to-date concerning all aspects of the seminar and its finances. 9/80
  - b. Each request for loan monies shall be accompanied by an approved up-to-date budget. Monies for region seminars shall be requested from and approved by the region director or other officer specified in region policy. 3/88
  - c. Each seminar shall maintain a separate checking account. 10/87
  - d. The seminar chair/treasurer shall prepare quarterly budgets and accounting reports of seminar expenditures. During the final year, monthly treasurer's reports shall be prepared. Region seminar treasurer's reports shall be sent to the region director and/or other officer specified in region policy. 10/87
  - e. Budgets shall be revised as needs change. Whenever budgeted line items vary in a substantive manner, the change shall be reflected in a line item budget change sent to the region director, and/or other officer specified in region policy. When several line items have changes or whenever line items are added, a total budget revision shall be sent. 2/92
  - f. Teacher and lecturer Payment Reporting Forms (1099 MISC) shall be postmarked to EGA headquarters within 14 days of the close of seminar. 10/00
  - g. A copy of the final seminar financial summary shall be attached to the region's (or host unit's) Annual Financial Report. A copy of this summary shall be sent to each chapter representative. 1/01
  - h. Under no circumstances shall a seminar committee accept personal loans. 10/87
  - i. Loan money shall be repaid within 30 days of the opening of registration. 10/87
3. Seminar Faculty Policy
- a. Only classes teaching techniques using the needle with an eye or judging, jurying and exhibiting, teaching techniques, and classes which are art related shall be offered at seminars. Exceptions may be made with the approval of the region director or other designated officer as specified in region policy. 10/87
  - b. A teacher need not be EGA certified, an EGA member, or even an embroiderer to teach at a seminar. 10/87
  - c. The procedure for contracting with foreign teachers as outlined in the *Foreign Teacher Procedure* document found on the EGA website under Forms & Guides shall be followed. 3/07
  - d. A faculty committee shall consult with the director of education for its approval before contracting a teacher to "teach teachers." 1/94

- e. A faculty committee shall consult with the director of education for its approval before contracting an instructor to give a judging workshop or program. 1/94
  - f. Each region director shall receive a listing of all those teachers who have submitted proposals to their region seminar prior to faculty selection. The teacher listing shall be sent to the director of education for review. If the name of a teacher on the listing is one who may not teach at a region seminar because of a national contract violation, the region director shall contact the teacher to urge the teacher to withdraw the proposal(s). 3/89
  - g. All teachers shall be paid the same amount for the same event. A daily rate shall be established and paid to all teachers with the total amount dependent upon the number of days of teaching. 10/87
  - h. A teacher may be contracted to teach for a part of the seminar. If teacher attends the remainder of the seminar, teacher shall pay the standard seminar rates for the portion attended. 1/98
  - i. Only members registered for the class may purchase the kit for that particular class. 10/87
4. Seminar Publicity
- a. Written permission to publicize copyrighted materials by way of website shall be obtained prior to publication of such materials on a website. This written permission shall be included in any seminar teacher or education contract. 7/00
  - b. Seminar logos must include the EGA trademark (logo). Prior to usage, seminar logos must be submitted to the Product Design and Sales Committee for approval. 6/88 (Ref. I.E.1. for specific logo information.)
5. Special Events - Seminars
- a. Merchandise Night
    - (1). The region shall determine who is eligible to attend merchandise night: EGA members, the general public, and/or other people or groups as the region designates. 7/00
    - (2). All vendors shall adhere to local and state sales tax laws. 4/03
    - (3). A committee appointed by the seminar chair shall determine the eligibility of items for sale on merchandise night. 7/00
    - (4). If nonmembers are allowed to attend, whether as vendors or buyers, the seminar shall purchase a special event rider from EGA's insurance company. 4/03
  - b. The text of any seminar newsletter must be approved by the seminar chair to ensure it conforms to EGA policies. 10/87
  - c. A volunteer member leading a bus tour at a seminar shall not be charged for a tour ticket. 10/87"

## **“Section II - Education Policies**

### **A. General Education Policies**

#### **1. EGA Approved Definitions**

- a. Original: An original work is one which, from the beginning, is solely the creative product of the stitcher. 3/89, JCP committee 7/03
- b. Adaptation: An adaptation is needlework inspired by or based upon a source other than needlework and modified through significant changes. Source(s) are to be documented. 3/89, JCP committee 7/03
- c. Interpretation: An interpretation is needlework developed from a professional or nonprofessional needlework design (chart, painted canvas, class project, etc.) and modified by the stitcher through the use of different colors, materials, and stitches from those of the original design. Source(s) are to be documented. 3/89, JCP committee. 7/03

- d. Amateur: An amateur is one who engages in needlework as a pastime and for pleasure rather than for financial gain. 10/89
- e. Professional:
  - (1) Noun - A professional is one who engages in needlework as a teacher, artist/designer, or stitcher and receives financial return for the work. 10/89
  - (2) Adjective - Manifesting fine artistry or workmanship based on sound knowledge and conscientiousness, reflecting the results of education, training, and experience. 10/89
- f. Basic: The stitcher has no experience in the technique being taught. 8/90
- g. Intermediate: The stitcher has knowledge of the basic stitches, the materials, and their use in a given technique. 8/90
- h. Advanced: The stitcher has the ability to execute simple and difficult stitches in the technique. The stitcher also has knowledge of color and design which will allow for exploration and creativity. 8/90”

**Rocky Mountain Region  
The Embroiderers' Guild of America, Inc.  
Bylaws 2008**

**Article I  
Name and Use of EGA's Trademarks**

The name of this organization shall be the Rocky Mountain Region (RMR) 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". 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, to preserve the heritage of the art of embroidery, to serve as a link between chapters and the national organization, to aid in effective cooperation and communication among its member chapters, and to provide for a progression of leadership.

**Article III  
Membership**

- Section 1. The Rocky Mountain Region shall be composed of chapters within the geographic boundaries as defined by EGA board of directors. Each chapter shall be considered part of the region from the date of formal acceptance of its petition for charter by the EGA board of directors. Membership in a chapter confers membership in its respective region.
- Section 2. Membership in a RMR chapter confers membership in the 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 3. Dues
- A. Rocky Mountain Region has the right to assess dues of its member chapters in order to defray costs of operations and activities, as deemed equitable and beneficial by the board of directors. (8/08)
  - B. Dues shall be set by the RMR board of directors. They shall be paid annually by the chapter treasurer to the region treasurer simultaneously with payment of national dues. Those chapters whose dues are not current may, at the discretion of the executive board, have voting or other privileges suspended until all dues are paid. (8/08)
  - C. New member dues shall be paid to EGA and Rocky Mountain Region at the time the individual joins. (8/08)
  - D. Region dues for transfer and plural members shall be paid by the chapter 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 plural. A plural member pays region dues only once annually to each region in which the member holds a plural membership.

## **Article IV Organization**

Section 1. Each chapter of this region shall have one representative who is strongly encouraged to attend region meetings. This delegate, named region representative, shall be considered a member of the region's board of directors. Each chapter shall have one vote. (12/08)

## **Article V Officers**

### Section 1. Elected Officers

- A. The officers of this region are elected and shall include a director, assistant director, secretary, treasurer and nominating committee chairman. Officers shall be members of a chapter within the region.
- B. The RMR director shall be a voting member of the EGA board of directors. If the director is unable to attend an EGA board of directors' session, the assistant director or a representative appointed by the RMR executive board shall become the non-voting RMR representative member at the meeting.

Section 2. Duties of the officers shall be carried out as prescribed by these bylaws, the EGA bylaws, policies and procedures; the RMR policies and procedures; and/or the region parliamentary authority.

### Section 3. Qualifications

- A. No member may hold more than one region elected office at a time.
- B. No region elected officer may serve concurrently as a region representative.
- C. No region director may serve concurrently as a nationally elected EGA officer or director.
- D. Successive region directors shall not come from the same chapter.

### Section 4. Elections and terms

- A. Election of officers shall be by written ballot following the annual meeting. The region representative shall cast the mail-in ballot for the chapter. (12/08)
- B. The term of office shall be two (2) years or until their successors shall be elected. No officer shall serve more than two terms consecutively in the same office.
- C. Officers shall assume their respective offices on January first of even numbered years.

Section 5. If a vacancy occurs in the office of region director, the assistant region director shall automatically become region director; all other vacancies in office shall be filled by election by the remaining executive board. Nominations to fill the vacancy will be made by the nominating committee.

### Section 6. Nominations

- A. The nominating committee chairman shall submit to the RMR board of directors two additional names for election to the nominating committee at the first meeting in even numbered years. No chapter shall have more than one member on the committee. No more than two consecutive terms may be served. Should a vacancy occur, the executive board shall select a successor.
- B. It shall be the duty of the nominating committee to nominate at least one candidate for each of the offices to be filled, having received consent to serve from each nominee and an endorsement from the nominee's chapter president and an endorsement from the nominee's region representative.
- C. The names and resumes of the candidates shall be reported in the region newsletter and/or these names shall be sent to each chapter president and RMR board member not less than six weeks prior to the annual meeting. (12/08)

- D. Nominations from the floor may be made at the annual meeting provided the consent of the nominee has been secured. Resumes and endorsements for those for those nominated from the floor shall be included with the mail-in ballot.
- E. This committee shall submit for election by RMR board of directors at the annual meeting in odd-numbered years a candidate for the national nominating committee.

## **ARTICLE VI Meetings and Notice**

Section 1. There shall be at least two meetings of the region annually.

### Section 2. Annual Meeting

The annual meeting shall be the second meeting of the year at such time and place as the RMR board shall determine, for the purpose of receiving reports, appropriate elections, and transacting any other business as shall properly come before the board.

A. A written notice of regular and annual meetings shall be sent to member chapters at least thirty (30) days prior to the meeting. (12/08)

### B. Special meetings

1. Special meetings may be called by the director, executive board, or by any three member chapters.
2. Notice of special meetings shall be given to the member chapters at least six weeks before the meeting.
3. Notice of special meetings shall state the purpose of the called meeting and no other business shall be transacted.

Section 3. The quorum shall consist of twenty-five percent (25%) of the voting members.

## **Article VII Board of Directors**

### Section 1. Composition

A. The RMR board of directors shall be composed of the elected officers, standing committee chairmen, and region representatives. Each member has one vote.

B. A parliamentarian may be appointed by the region director and shall serve without vote.

Section 2. The board shall have supervision of the affairs of the region; fix the day, hour and place of region meetings; and conduct such other business as is necessary to the operation of the region.

Section 3. The quorum for meetings of the board of directors is twenty-five (25%) of its members.

## **Article VIII Executive Board**

Section 1. The executive board shall be composed of the elected officers of the region and the standing committee chairmen.

Section 2. The executive board shall supervise the affairs of the region between meetings of the board of directors and shall perform other duties specified in the bylaws or by the board of directors. Any action taken by the executive board shall be reported to the board of directors. Each member of the executive board shall have one vote.

Section 3. The executive board shall meet at the discretion of the region director or upon request of two of its members.

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

## **Article IX Committees**

### Section 1. Standing Committees

- A. The standing committees of this region shall be bylaws (as needed), Director's Club, education, funding, historian, newsletter, outreach, Prospectors, and seminar coordinator.
- B. The region director subject to the approval of the executive board shall appoint standing committee chairmen. Committees serve terms concurrent with the elected officers.
- C. The director shall be an ex-officio member of all committees except the nominating committee.
- D. Board members serving in more than one capacity shall have one vote.

Section 2. Other committees shall be appointed by the director to carry on particular work of the region; the appointments shall be subject to approval of the executive board.

## **Article X Fiscal Policies**

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

Section 2. The books and accounts of the region shall be kept in accordance with sound accounting practices. The treasurer shall furnish a report of the finances to EGA, as requested. An audit of the books shall be completed and reported to the board yearly, prior to the submission of the annual report. An annual report of region finances shall be furnished to the national treasurer by February 15 of each year.

Section 3. No one may profit from membership in the region by sales, or solicitation of sales, at EGA meetings or workshops; however the region may contract with members in their professional capacities.

### Section 4. Annual Budget

- A. The region shall prepare and present a budget to the membership for approval no later than December 1 of the year prior to the implementation of the budget.
- B. The board of directors and/or the executive board shall not spend any non-budgeted funds in excess of 3% during the fiscal year. The region may approve 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. (12/08)
  2. The written notice shall include the amount and purpose of the expenditure, and
  3. The approval is by a two-thirds (2/3) vote. If there is no meeting, the vote may be submitted by e-mail or by regular mail. (12/08)

Section 5. 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 region, by a two-thirds (2/3) vote, has designated as the recipient. A written notice of such a proposed donation shall be submitted to the members at least thirty (30) days prior to the meeting at which such vote is taken. (12/08)

Section 6. In the event of dissolution of the 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 (2/3) vote. A written notification shall be provided to the membership at least thirty days (30) prior to the meeting at which such a vote is to be taken. (12/08)

Section 7. Indemnification of Directors or Officers. See attached Sheet.

**Article XI**  
**Parliamentary Authority**

The rules contained in the current addition of Robert's Rules of Order-Newly Revised shall govern the 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, any special rules of order the region may adopt or any statutes applicable to this organization.

**Article XII**  
**Amendment to Bylaws**

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.

Section 2. These bylaws may also be amended by a two-thirds (2/3) vote at any regular meeting of the region or between scheduled meetings 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. (12/08)

Membership Approval Connie Sue Fudge 12/30/08  
Date Region Director Signature

EGA Approval 11-9-08 Jan Kinelle  
Date Chairman, Chapter/Region Bylaws Committee

EGA Approval 12-8-08 Wanda Anderson  
Date Director of Bylaws

Article X, Section 7

Indemnification of Directors or Officers

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 2.D. Article IV of the National EGA Bylaws.

## POLICIES AND PROCEDURES

### I. Governance

- A. To participate fully and receive the benefits of the region, member chapters have the following responsibilities:
  - 1. Attend region meetings and be an active participant in region activities.
  - 2. Report region activities to the chapter and convey the chapter's wishes and needs to the region director and the board.
  - 3. Submit chapter news to *Border to Border*.
  - 4. Keep a current file of the region roster, minutes, bylaws, policies and procedures, Newsletters, and other pertinent information.
  - 5. Provide region director and national office with the current list of chapter officers.
- B. The Chapter shall provide the region director with:
  - 1. A copy of minutes of ALL chapter meetings and executive board meetings.
  - 2. Current chapter roster or yearbook with roster and quarterly updates.
  - 3. Copy of chapter newsletters.
- C. Each chapter having a newsletter shall send a copy of that newsletter to:
  - 1. National newsletter reviewer.
  - 2. Region director.
  - 3. Rocky Mountain Region chapters.
  - 4. RMR executive board members: assistant director, newsletter editor, education chairman, and, if possible, the other executive board members.
- D. Chapters are encouraged to reimburse the chapter's region representative for expenses when attending region meetings.
- E. A proxy shall be included with the call to meeting for the purpose of allowing a chapter to vote in absentia. Proxies may be assigned to a specific person for the purpose of voting on business measures at region meetings. Proxies should be dated and signed if returning by mail or filled-in with identification if returning by e-mail .
- F. Chapters may cast their proxy vote, either per item or as a whole.
- G. Minutes of previous meetings need not be read aloud because each board member shall have been sent a detailed copy.
- H. Voting by mail and e-mail:
  - 1. Voting by mail or e-mail shall be used to vote between scheduled meetings and/or for emergencies.
  - 2. Voting by mail or e-mail shall be used to decide such items as, but is not limited to, amendments to the bylaws/policies and procedures, election of officers, Clare Award recipients, approval of special committee members, and acceptance of the next year's budget.
  - 3. Ballots: If a ballot is necessary it shall be designed with a space for the voter's signature or identification (if voting by e-mail) and full instructions for marking and returning. There shall be included an envelope, if voting by mail, with the name and address of the person to receive the marked ballots.
- I. Between Meeting Motions Protocols:
  - 1. Means to communicate. The presiding officer or committee chair with the committee/board members shall all agree on the means of communication and voting.
  - 2. Ways to vote: By recognized and accepted means of communication.

3. Presenting a motion.
  - a. All communications regarding each segment of a motion will emanate from the region secretary so that they are sent to the executive board, region board, and/or appropriate committee. The region secretary will be the conduit for the communications, not the facilitator of the motion.
  - b. A motion is presented to the region secretary with a copy to the region director.
  - c. The person making the motion will include the rationale for the motion.
  - d. The region secretary will second the motion and send the motion and rationale to the appropriate recipients. Recipients will be asked to acknowledge receipt of the motion.
    - 1) Record Keeping. The region secretary shall record the following information:
      - 1) Names of those acknowledging receipt of the motion,
      - 2) Names of those participating in the discussion,
      - 3) Names of those voting, along with their vote – yes, no, or abstain.
  - e. Time limits of debate/discussion.
    - 1) The region secretary will set the time line for the acknowledgement of the motion, the opening and closing dates for the discussion period, and the deadline for vote submission.
    - 2) When setting up the time line, the region secretary will try to avoid including weekends (Saturdays and Sundays).
    - 3) The time line will be set upon the acknowledged receipt of the motion from two-thirds (2/3) of the appropriate committee/board members. A second e-mail will be sent to any members of the committee/board who have not responded within three (3) working days (Saturdays and Sundays not included) following the date of the original e-mail.
  - f. Actual Debate/Discussion.
    - 1) All comments shall be copied to and by all voting members.
    - 2) Should an amendment be made, the same procedure as in making a motion shall be followed.
  - g. Call for the vote.
    - 1) The votes shall be sent to the region secretary with a copy to the presiding officer or chair and all committee/board members involved in the voting.
    - 2) A motion will pass if two-thirds (2/3) of the appropriate committee/board members vote in favor of the motion. A second e-mail will be sent to any members of the committee/board who have not responded within three (3) working days (Saturdays and Sundays not included) following the date of the original e-mail.
  - h. Results of the voting process. The region secretary shall immediately send the results of the vote to all committee/board members.
  - i. Announcing the results of the vote. The region secretary shall include the motion and the results of the vote at the beginning of the minutes of the next committee/board meeting.
- J. Telephone Conference Calls Protocols: When it is necessary for a committee/board to conduct business between scheduled meetings by telephone, the following are the recommendations set by the region board of directors.
  1. Committee chair/region director
    - a. Sets the time and day of meeting with a seven (7) day minimum notice, except in cases of emergency.

- b. Sets the agenda for meeting with input from committee/board members, as needed. In the case of an emergency conference call, only the topic creating the emergency conference call will be discussed.
  - c. Sends time and day of meeting and agenda to participants seven (7) days prior to conference call to allow the participants time for review, except in cases of emergency.
  - d. May limit time of discussion allowed for each agenda item or may limit time of discussion by each committee/board member.
2. Record Keeping
- a. An appointed scribe/region secretary takes roll of all members present and establishes a two-thirds (2/3) quorum.
  - b. The scribe/region secretary keeps a written record of the conference call and prepares minutes for distribution to the full committee/board.
3. Motions
- a. When possible, any motions to be made shall be sent by the scribe/region secretary to the committee/board members prior to the conference call.
  - b. After the conference call, a final copy of the motion shall be sent to the scribe/region secretary for inclusion in the minutes.
4. Voting on Motions
- a. A roll call of votes shall be taken by the scribe/region secretary.
  - b. The scribe/region secretary shall announce the result of the vote.
  - c. The region motion(s) shall be treated by the region secretary as a “between scheduled meetings” motion. The minutes are reported by the scribe/region secretary in the board report and read into the minutes at the next scheduled board meeting.
5. Recognition Sought/Floor Obtained
- a. A committee/board member wishing to speak to a topic shall request recognition by announcing her/his name.
  - b. Committee chair/region director recognizes member requesting to speak to an issue.
- K. Any changes/additions made to the *Region Officers’ Notebook (RON)* are recorded on the master copy by the secretary.
- 1. The Secretary then sends a copy of the change(s) to the region director to verify.
  - 2. Once verified by the region director, a revised copy of the Section (of the *RON*) wherein the changes took place, is sent to the webmaster for replacement in the online *RON*.
  - 3. Once the replacement is online, a notification of the change(s) is then sent out to all members of the region board of directors.
- L. Lost materials initially provided to a chapter by the region will need to be reimbursed by the chapter or the person responsible. Each chapter will decide responsibility for replacement costs.
- M. Terms of standing committee chairmen shall be concurrent with the director by whom they are appointed. Profiles of nominating committee members shall be published in *Border to Border* upon selection by the board.

## II. Dues

- A. Annual dues of five dollars (\$5) per chapter member shall be paid to the region as set forth in the bylaws. 8/08
- B. Dues will be pro-rated for new primary and plural members (see RMR VI.B.1) 8/08
- C. Payment of dues is a requirement for participation in any region activity.
- D. Dues shall be paid by the chapter for all primary members and for all plural members whose primary chapter is outside RMR

### III. Finances

- A. All region monies shall be kept in federally insured institutions. Money shall be deposited in interest-bearing accounts if minimum balance can be maintained.
- B. All accounts will have two signature authorities, the region director and the region treasurer.
- C. Officers and committee chairmen shall submit expense records (Form VII.B.1) to the region treasurer, along with receipts for reimbursement or recording (when no reimbursement is desired). Such records will be submitted on 3/15, 6/15, 9/15, and 12/15 as needed. Requests must be submitted within the year that the expenses were incurred.
- D. The region director shall approve all requests for reimbursement submitted for the region treasurer expenses.
- E. The Region financial books shall be audited at the close of each calendar year. The audit committee will consist of two region members recommended by the region director and approved by the executive board.
- F. The outgoing region treasurer will transfer working funds to the incoming region treasurer on the first business day of the new term. The outgoing region treasurer will have the books audited and the *Annual Financial Report* filed by the end of January. After the audit, all old accounts will be closed and any remaining funds transferred to the new accounts.
- G. The region will reimburse the region director for the following expenses, up to the amount budgeted:
  - 1. The region director shall be reimbursed for travel to national board sessions at the lowest available airfare and a per diem rate for meals. The per diem rate will be determined from the IRS, *Publication 1532, Per Diem Rates*.
  - 2. Travel within region for chapter visits, budget permitting.
  - 3. A portion of a shared hotel room at national board sessions.
  - 4. Administrative expenses for postage, photocopying, telephone, etc.
- H. Prior to taking office in January, the incoming region director shall be reimbursed for travel, lodging, and per diem to the same extent as current region director, to attend a national board session.
- I. The Rocky Mountain Region financial report shall be published in *Border to Border* at the end of the second and fourth quarters of the year.

### IV. Newsletter

- A. *Border to Border* is the official publication of this region.
- B. The newsletter shall be distributed to:
  - 1. All region officers and committee chairmen.
  - 2. All region chapter presidents, region representatives, and newsletter editors.
  - 3. National board members, including newsletter reviewer, and all other region newsletter editors.
- C. *Border To Border* will be offered at no charge to all region members and members-at-large in an electronic format. A \$5.00 per year subscription price will be available for those desiring a paper copy.
- D. Advertising deemed appropriate to the interests of the member chapters in the region will be accepted, at a rate to be determined by the region board.

### V. Clare Award

- A. The Clare Award is given to a member who has given of herself CONTINUALLY in the Rocky Mountain Region above and beyond the normal dedication of our members. Her noteworthy performance can be in any of several aspects: administration, teaching, works that show excellence in the art of embroidery, or any other way which brings positive attention to our region and EGA through skill and attitude.

- B. This award may be given:
  - 1. One or more in any one year.
  - 2. None in the year.
  - 3. No posthumous nominations will be accepted.
- C. Selection
  - 1. When the name of a member of the RMR is to be presented for consideration for the Clare Award, the presenter must provide, in writing, the name to be considered, chapter affiliation, a synopsis of all EGA offices held, and a paragraph listing the reasons the presenter feels the member should be a recipient.
  - 2. Nominations are accepted by the region director up to four (4) weeks prior to the first region board meeting of the year so the nominations can be discussed and voted on by the executive board members at that meeting. Nominations received after the four(4)-week deadline, will be considered for the following year. If three-fourths (3/4) of the executive board members in attendance concur, ballots will be sent to each member of the region board eight (8) weeks prior to the meeting at which the award will be presented. The approval ballot shall be returned to the region director by the date indicated.
  - 3. If a nominee does not receive a three-fourths (3/4) vote of the executive board members in attendance, the person making the original recommendation will be notified in writing.
  - 4. Each name presented will be considered on its own merit. The original nomination information will be sent to all voting region board members. Each name will appear on a separate ballot to ensure individual consideration.
  - 5. A three-fourths (3/4) majority of the region board is required for the award.
  - 6. After the voting, the Secretary will tabulate the ballots and report the name(s) of those selected for the award to the region director.
  - 7. Ideally, the award should be presented at a region seminar banquet along with the pin, certificate, and the chart of St. Clare.
  - 8. Each recipient's name and year of award shall be added to the St. Clare banner.

## **VI. Region Seminar Policies**

- A. The position of seminar coordinator shall be appointed by the region director.
- B. A region seminar may be held annually in conjunction with the annual region meeting. The Region shall follow national policy regarding region seminars and, as applicable, the latest information in *Region Seminar Guidelines*.
- C. The region shall schedule its seminar upon acceptance of an invitation by a chapter, preferably two years in advance. Chapters may co-host a seminar. Hosting chapters shall, upon acceptance, provide their proposal for delineation of duties.
- D. The seminar chairman shall be selected by the host chapter(s) and ratified by the region executive board in a timely manner. A synopsis of background information relating to the position for the proposed chairman shall be submitted to the region director who will then distribute it to the region executive board prior to the ratification vote.
- E. The seminar chairman selects all committee chairmen. The chairman will submit the name and synopsis of background information relating to the position of the dean of faculty, treasurer and registrar to the region director within 30 days of the chairman's ratification. The region director will send the information to the region executive board members and they will ratify these selections in a timely manner.
- F. Job descriptions for the seminar chairman, seminar treasurer and seminar dean of faculty are policy – descriptions are found in the *Rocky Mountain Region Seminar Guidelines*.

- G. The treasurer of a seminar shall not be treasurer of any other unit of Embroiderers' Guild of America, Inc. from the time of appointment through the sending of the complete final seminar report at the end of the seminar.
- H. A letter will be sent by the seminar coordinator to the seminar chairman, dean of faculty, the seminar treasurer and seminar registrar to be signed by each, indicating that each (chairman, dean of faculty, treasurer and registrar) has read the EGA *Seminar Policies and Procedures* and the RMR seminar policies and procedures contained in the *Rocky Mountain Region Seminar Guidelines* and the *Region Officers' Notebook* and that they will abide by them. If these policies and procedures are not adhered to, any deficit will be borne totally by the host chapter. If there is a deficit and the policies have been adhered to, the deficit will be borne as indicated in section S below.
- I. If a seminar must be canceled, the termination shall be accomplished by the teacher cancellation date indicated in the teachers' contracts or by the facilities contract cancellation date.
- J. Seminar checking and savings accounts require that one of the elected region officers (as close to the host chapter as possible) be a signatory on the accounts.
- K. In the event a RMR seminar is required to provide deposit money to reserve seminar facilities, RMR shall be responsible for the minimal sum to reserve the facilities as a separate amount from normal seminar loan money. This deposit shall incur no risk to the Region and shall be repaid at the time the loan money is repaid.
- L. When the EGA national president accepts an invitation to attend a RMR seminar, the RMR will assume cost of registration, lodging and food, excluding any class or kit fees. This arrangement should be clearly stated to the guest in the original invitation.
- M. An audit of the seminar books shall be conducted prior to the closing of the bank account and final report.
- N. The money for the RMR awarded scholarship(s) will be deducted from the region's share of the profits at the closing of the seminar financial books.
- O. The proceeds derived from a silent auction at region seminar will go to the hosting chapter unless the donor has designated another EGA entity. (*i.e. a scholarship fund, national general fund, etc.*)
- P. The region's share of the proceeds shall be sent to the region treasurer within 120 days of the close of seminar.
- Q. The Final Seminar Report, which includes the complete financial report, shall be sent to the region director within 120 days of the close of seminar. If the Final Seminar Report is NOT submitted within the 120-day limit, the region officer who is signatory to the accounts shall close those accounts and transfer the balance to the region treasury. Upon the region director's receipt of the complete Final Seminar Report, the host chapter's share of the proceeds, less any expenses incurred as a result of the region officer securing the funds for the Region, will be sent to the host chapter.
- R. Loan money in the amount of two thousand dollars (\$2,000) may be advanced to the host chapter. One thousand dollars (\$1,000) may be advanced two (2) years prior to the seminar upon acceptance of a preliminary budget by the region director, treasurer and seminar coordinator. The remaining one thousand dollars (\$1,000) may be advanced to the seminar upon request and approval by the region director, treasurer and seminar coordinator. Approval is contingent upon the seminar's compliance with RMR and national EGA guidelines.

- S. Any surplus from the seminar will be shared between the region and host chapters with 50% going to the region and 50% going to the host chapter(s). If a deficit can be foreseen after all cost-cutting measures have been taken, including canceling low enrollment classes, the seminar will be canceled. Any deficit will be divided 50% of the shortage borne by the region and 50% by the host chapter(s). (see item H above.)
- T. An additional fee shall be levied upon MALs and non-RMR members.
- U. Registration should be made available first to RMR members based on a first day postmark. First day registration shall not be a weekend or holiday.
- V. At the discretion of the seminar committee, pre-registration for classes may begin at the region seminar the year prior and be open for at least three months. The fee due at the time of pre-registration should be the non-refundable portion of the total registration fee.
- W. Pre-registrants are guaranteed a space in their choice of class if the class makes and does not go to lottery with pre-registrants provided that the completed registration is received with a first-day postmark. By failing to complete the registration by first-day postmark, the pre-registrant forfeits guaranteed space in the chosen class.
- X. No classes shall be closed until all registration fees are received.
- Y. At Merchandise Night, the region will be given one half (1/2) table, free of charge, to sell region merchandise. Also, space at that table shall be made available, free of charge, for chapters to sell chapter pins. Chapters found to be in non-compliance (i.e. selling items other than chapter pins) will be levied a fee equivalent to rental of a full table.

#### **VII. Region Seminar Scholarship**

- A. The region will pay the seminar registration fee for one region member-in-good-standing.
- B. A second scholarship may be awarded to any region member-in-good-standing who has never attended a region or national seminar.
- C. A drawing will be made for an alternate for each scholarship.
- D. The winner(s) and alternate(s) of the RMR Scholarship(s) for the region seminar will be notified by the region director immediately to congratulate and to verify the intentions of the recipient (s). If the recipient is not able to accept the award the alternate will be notified.
- E. Once acceptance is verified, information regarding the process for registration should follow. The region director will send the seminar registrar contact information for the winner(s) and alternate(s) so it can be noted that their registration is paid by the region and to be able to communicate with the scholarship winner(s) with necessary seminar information.
- F. Scholarship winner(s) MUST pre-register for region seminar. If pre-registration fee has been paid by winner(s), it will be returned.
- G. Scholarship winner(s) MUST register for region seminar by first-day registration date. The registration fee is not submitted by scholarship winner(s). All other applicable fees must be paid by the winner(s).
- H. Previous Rocky Mountain Region Seminar Scholarship awardees are ineligible.
- I. The chapter region representatives will submit names of the interested region members by a date determined by the region director.
- J. The decision to offer one, two or no scholarships will be made by the region board at the first board meeting of the year for the next year's seminar based upon available funds. It is suggested that the winner should be guaranteed their first class choice. If that class is cancelled, then they should receive their second choice.

#### **VIII. EGA Prospectors Exhibit – Policies and Procedures**

- A. Any member of Rocky Mountain Region, EGA in good standing may participate. You do not have to attend the seminar to participate.

- B. You may enter up to three pieces each year.
- C. It is not required but recommended that each piece follow the challenge or theme.
- D. Each piece should be worked within the past two years.
- E. Teaching pieces which have not been contracted at the time of the exhibit will be accepted.
- F. No piece that has been shown at a prior Prospectors Exhibit will be accepted, unless it is an encore exhibit.
- G. Size restrictions will be announced each year, if required.
- H. No piece that has been shown at a prior Prospectors Exhibit will be accepted, unless it is an encore exhibit.
- I. Size restrictions will be announced each year, if required.
- J. Each work must be an original\* or an adaptation\* and must have been done with an eyed needle for part of the piece.
- K. Pieces must be complete and display ready.
- L. Each piece must be registered prior to the deadline by completing the Prospectors registration form and completing an EGA insurance form or waiver. No piece can be accepted without insurance information and identification information attached to the entry.
- M. Each piece must be delivered to the exhibit by you or your representative.  
Each participant will be awarded a certificate of participation
- N. Each piece must be delivered to the exhibit by you or your representative.  
\*EGA defines an **original** as “an original work is one which, from the beginning, is solely the creative product of the stitcher.” An **adaptation** is “needlework inspired by or based upon a source other than needlework and modified through significant changes. Source(s) are to be documented.”

## IX. Region Scholarship

- A. The region scholarship shall be named the “Jody Gergens Memorial Scholarship”.
- B. The Directors' Club, a standing committee whose membership consists of past RMR Directors who are current RMR members, shall receive and review applications and award the scholarship. The immediate past region director shall serve as committee chairman. If she is not able to serve, the Directors' Club shall choose its own chairman. All decisions shall be made by a majority vote.
- C. The number and dollar amount of scholarships shall be determined annually by the Directors' Club based on the merit of the proposals submitted and the funds available. The amount of money awarded shall be no more than 10% (ten percent) of the balance in the scholarship fund at any given time. A region budget line for committee expenses shall be maintained.
- D. The scholarship fund, begun with proceeds from the sale of Jody Gergens' books, shall be augmented by interest on the account and donations.
- E. All donations shall be accepted. Donations may not be restricted. Letters of thanks, written by the chairman, shall be sent to all donors and to persons or families of honorees. The names of donors shall be published in *Border to Border* and on the region website, with their permission.
- F. The scholarship may be used for:
  - 1. Independent Study Courses (six step minimum).
  - 2. Extended Study Program.
  - 3. EGA teacher, judge and appraisal certification programs.
  - 4. Other courses with the consent of the Directors' Club.
- G. All RMR members are eligible to apply for the scholarships.

- H. An official application form (Form V.I.E.1&2), can be obtained from the current Directors' Club chairman, a chapter region representative, a chapter president, any region officer, or from the RMR website. The chairman shall verify information as necessary.
- I. Applications for the scholarship may be accepted at any time and processed according to procedures.
- J. Applications must be sent to the Directors' Club members within five (5) days of receipt by the chairman. Identifying information must be blocked on applications sent to the Directors' Club members for the selection process. Only an identifying number shall be used.
- K. Applicants will be notified of the committee's decision within six (6) weeks of receipt of the application. Monies will be available for one (1) year following acceptance. Recipients' names, with their permission, shall be published in *Border to Border* and on the region website.

**X. National Exhibit Award**

- A. The name of the award shall be the Rocky Mountain Region Award for Artistic Merit.
- B. The award, to be determined at the discretion of the national exhibit jurors, shall be for a work by a Rocky Mountain Region member residing in the region.
- C. The monetary award will be evaluated for each national exhibit and shall not be less than \$100. The amount will be determined at the annual region board meeting in the year prior to the opening of the national exhibit.

**XI. Job descriptions**

- A. Each office has a job description, which should be followed as closely as possible.
- B. Job descriptions may be changed by the office holder with the approval of the region director.
  - 1. The region director may change her job description after conferring with a previous region director.
  - 2. Region representatives should confer at a region meeting before changing their job descriptions.

**XII. Amendments**

These policies and procedures may be amended by a majority vote at a regular meeting of Rocky Mountain Region board of directors or between scheduled meetings following the protocols in Section I-Governance.