

## Fiber Artists of San Antonio (FASA)

### **Organization By-laws**

#### I. NAME

The name of the organization shall be Fiber Artists of San Antonio (FASA).

#### II. NONPROFIT CORPORATION

The Fiber Artists of San Antonio shall be a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or to an organization exempt from taxation under Internal Revenue Code Section 501(c)(3) for one or more purposes under the Texas franchise tax.

#### III. PURPOSE

The purposes of the organization shall be:

1. To maintain and advance fiber as an art form through the education of its members and the general public.
2. To promote appreciation and encourage support of fiber as an art form by the public through exhibitions and educational activities.
3. All organizational meetings and activities will further serve educational, charitable and cultural purposes within the meaning of 501(c)(3) of the Code.

#### IV. MEMBERSHIP

Individuals who are actively involved in the creation of original fiber art and/or who are interested in promoting fiber as art, will receive full membership status including voting upon payment of annual dues. The Board of Directors may designate a member or other community individual to receive Honorary Life Membership based upon years of service and/or exceptional dedication to FASA. An Honorary Life Member is not required to pay dues and receives member privileges such as newsletter or entry into exhibits at member rate. However, an Honorary member may not vote in any FASA election.

#### V. MEETINGS

1. Meetings of the general membership are open to the general public and will be held monthly or more often if so designated by the Board at such place as may be designated by the Board.
2. Special meetings of the members for any purpose may be called by the Board at such place as may be designated by the Board. No notice of meetings is required.

#### VI. OFFICERS AND DIRECTORS

1. The officers shall include the following: President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Secretary, Treasurer, and Newsletter Editor. Each elected position has one vote whether the position is filled by one person or shared among several. The President must have served on a previous

Board. Additional officers may be elected when the Board submits the desired position to the Nominating Committee . The nominating committee will then select a candidate to fill this office, and the membership votes and/or can nominate someone from the floor.

2. Officers shall be elected for a term of one year. The fiscal year and term of office shall begin following the installation of the new board and end at the installation of the new board.

3. The governing of Fiber Artists of San Antonio shall be by the Board of Directors (the "Board") composed of the elected officers, the immediate Past President, and appointed Committee chairpersons.

4. The officers shall not be paid a salary for service as an officer but their expenses, if any, in connection with the affairs of the organization may be reimbursed by the organization. This provision shall not be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

5. The Board of Directors may appoint such other officers as it shall deem necessary. These officers shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined by the Board.

## VII. DUTIES OF OFFICERS

1. The President shall: Call and preside at all meetings. Approve all expenditures. Appoint Committee Chairs. Be responsible for the governing of the organization.

2. The First Vice President shall: Perform the duties of the President in the event of absence. Be responsible for programs at general meetings of the membership. Responsible for any workshops

3. The Second Vice President shall: Be responsible for the annual exhibit. Promote other exhibits.

4. The Third Vice President shall: Be responsible for fund-raising activities and events.

5. The Fourth Vice President shall: Be responsible for recommendations to the Board of Directors and oversight of scholarship donations to appropriate 501(c)(3) organizations. Distribution of scholarship monies shall be made no later than 90 days past the beginning of the fiscal year.

6. The Secretary shall: Keep minutes of all meetings. Be responsible for the general correspondence for the organization as delegated by the President. Submit a copy of the minutes of all meetings to the President monthly. At the end of the term, submit to the President a separate and current list of all duly accepted resolutions and a current copy of the Bylaws and any Standing Rules.

7. The Treasurer shall: Receive and disburse all funds upon proper authorization. Be accountable for all monies collected. Submit a financial record to the membership at meetings, format to be decided by the Treasurer with input from the Board. Prepare an annual draft budget based on requests from the officers and committee chairs as appropriate to their positions and responsibilities. Provide necessary documents for the Financial Review Committee and/or non-member accountant to meet the required

review within 60 days of the close of the fiscal year. The Treasurer shall insure that all necessary governmental reports and forms are filed in a timely manner.

8. The Newsletter Editor shall: Be responsible for preparing and sending to the membership Newsletters and other publications as authorized by the President.

## VIII. COMMITTEE CHAIRS

The President will appoint committee chairs as deemed necessary for the smooth operation of FASA. Specified duties will be assigned/outlined at the time of appointment. Committee chairs serve on the Board and have input into discussions and decisions. Each Board position shall have one vote but each board member may vote only once.

The following list simply acts as a guideline.

1. The Membership Chair shall: Be responsible for receiving and encouraging membership. Keep the membership file up to date. Compile an annual list of members for distribution.

2. The Publicity Chair shall: Be responsible for appropriate and desirable publicity about the organization and its activities to other crafts people and the general public.

3. The Community Service Chair shall: Be responsible for activities involved in community outreach. Keep records of volunteer hours via documentation.

4. The FASA Email Tree Chair(s) shall: Be responsible for communication with paid members via the World Wide Web using a designated email set by the FASA board.

5. The Education Committee Chair shall: keep members abreast of educational activities throughout the city and surrounding areas; act as liaison for San Antonio Garden Club and provide assistance for one meeting during the year; other activities designated by the board and agreed to by the Education Chair.

6. The Website Administrator shall maintain the (FASA) organization's websites, including but not limited to:

Designing the organization's websites: the regulation and management of access rights of different users of the websites (i.e., members, general public); generation and revision of web pages; management of content.

Note: Web Administrator is responsible for content placement, styling, editing, etc., whereas content generation (website contributions) will be the responsibility of all board members and the membership.

Replying to user comments that pertain to the organization's websites, and forwarding other comments to board members, chairs, and membership, as appropriate.

Examining traffic through the site and reporting results to board and the membership.

Maintaining the online FASA Shop products and online forms (e.g., online membership fees, online purchase of event tickets, workshop registrations, call for entry registrations, etc.).

Maintaining accounts related to fees incurred (i.e., webhost fees, SSL certificate fees, jotform fees) and submitting payment invoices to appropriate board members for approval and payment/re-imbusement.

Make recommendations to the board and membership regarding online presence, as appropriate.

7. The Hospitality Chair shall: Create a nurturing, welcoming atmosphere for the gatherings by making coffee and cold drinks, and organizing food contributions. Set up serving table for potlucks. Clean up. Stock and store supplies.

8. The Satellite Chair shall: provide leadership and opportunity for exchange of art related topics outside of the regular second Monday meeting date. The Satellite group was established to give fiber artists who are unable to meet during the work week an opportunity for education and representation.

9. Say Si Liaison shall : Be responsible for fostering a relationship between FASA and Say Si. Introduce Say Si students to fiber as an art form. Create several workshops a year for Say Si students to study fiber techniques. Establish fiber programs for students. Develop a mentoring program to network students with FASA artists. Encourage student participation in FASA Art Shows.

#### IX. STANDING COMMITTEES

1. The Nominating Committee shall be composed of two members appointed by the President and three members elected by the membership at the January meeting.

2. The Budget Committee, which shall consist of the current President and Treasurer with input from the officers and committee chairs as appropriate, shall present a budget and recommend dues for the fiscal year. The Budget Committee shall publish the recommended budget no later than 60 days after the beginning of the fiscal year. The recommended budget will be voted on by the membership at the August General Meeting.

#### X. DUES

1. Annual dues shall be recommended by the Budget Committee, approved by the Board, and approved by a majority vote at the meeting preceding the fiscal year.

2. Dues shall be payable to the Treasurer during the first 45 days of the fiscal year. Members whose dues are delinquent after that date shall be dropped from the membership. No notice is required.

#### XI. ELECTIONS

1. The Nominating Committee shall propose a slate of officers to be announced two months before the election.

2. Elections shall be held at a meeting at least two months preceding the new fiscal year and no later than the April meeting.

3. Nominations may also be made from the floor at the time of the election with the consent of the person nominated

4. An officer may be removed from office after three consecutive absences from Board meetings or for reasons deemed by the Board to require dismissal.

5. A vacancy in any office, except President, shall be filled by appointment made by the Board for the unexpired portion of the term. In the vacancy of the Presidential office, the First Vice President shall have and may exercise the powers of the President, and in the absence of the First Vice President, the Second Vice President

shall serve. Should a vacancy occur by the resignation of an officer-elect, the previously elected nominating Committee shall present a candidate at the first regular meeting following the resignation.

## XII. EXHIBITIONS

1. The annual exhibition shall be juried by a qualified juror/jury, to be selected by the Second Vice President with approval of the Board.
2. All work entered in FASA exhibitions must be original, executed entirely by the artist or in collaboration with another artist & completed within two years prior to the Annual Exhibition.
3. Rules pertaining to each exhibition shall be established by the Exhibition Committee and approved by the Board.
4. FASA may collect no commission from artists or vendors participating in any FASA sponsored exhibit (Annual Show or Runway Show).

## XIII. ANNUAL FINANCIAL REVIEW

Treasurer's financial records shall be reviewed within 60 days of the close of the fiscal year by a Financial Review Committee appointed by the President at the beginning of the Fiscal Year. The Committee is comprised of two board members and a member at-large and chaired by one member of the Committee. The Committee is to electronically distribute the findings of the review within 90 days of the close of the fiscal year to all FASA members in good standing. Alternatively, an accountant or bookkeeper familiar with nonprofit financial requirements could be hired to look over the books, financial reports, and processes.

## XIV. STANDING RULES

Additional rules, not included in these By-Laws, will be called Standing Rules and must be approved by the Board and passed by a majority vote at any general meeting.

## XV. AMENDMENTS

These Bylaws may be amended by approval of the Board after notification to the membership by newsletter or at a previous general meeting and by a majority vote of the members present at any general meeting.

*By-laws Amended by Board, July 2017*

### **Fiber Artists of San Antonio (FASA) Standing Rules**

1. The Executive Board composed of Officers and Chairpersons of standing Committees shall meet once a month on a set date, or when designated by the President. Attendance shall be taken.
2. General meetings are held the second Monday of each month. Social time is at 9:30 AM and the business meeting or program will begin at 10:00 AM. Attendance will be taken at each meeting. Name tags will be worn. All meetings are open to the general public.

3. Dues shall be thirty-five dollars (\$35.00) per year for the period of June 1 to May 31. Dues for students with proof of student status with Board approval shall be fifteen dollars (\$15.00) per year.

4. The President shall appoint all Committee chairpersons before the June Board meeting.

5. Committee chairpersons shall appoint their own Committee members.

6. Any unbudgeted item of expenditure over one hundred dollars (\$100.00) shall be reviewed by the Treasurer and approved by the Board of Directors.

7. Workshops are open to the general public. Nonmembers will be subject to an additional fee equal to 10% of the workshop's total cost, not to exceed yearly membership dues. Workshops must be self-sustaining. Confirmed workshop deposits are nonrefundable, unless the First Vice President deems a refund appropriate because of extenuating circumstances. Any transfer of workshop fees to another person must be approved by the First Vice President.

8. The Fiber Artists of San Antonio shall have at least one exhibition or event a year. An artist's piece may be shown only once in the FASA Annual Exhibition.

9. FASA shall have a Runway Art-to-Wear Show or other fund-raising event to promote and advance fiber arts through the education of its members and the public. The events may raise scholarship funds for local institutions with students enrolled in the areas of surface design, fashion, or fiber arts. All events and exhibitions are open for submissions from the general public as well as FASA members.

10. Funds raised by these events, exhibits, or other activities will go to support the educational and charitable activities of FASA. The Board of Directors may upon a majority vote designate part or all of any fundraising activity to be donated to another 501c3 organization. When applicable, certain activities can be designated prior to the event for such charitable purposes.

It is the duty of the 4th Vice-President to ascertain that recipient institutions do have their Federal Tax-Exempt status as a 501(c)(3) organization and that the funds donated are used for the designated purpose.

11. Satellite meetings may be held six times a year or more, as determined by the satellite chair, dates and times will be decided by the Satellite Chairperson, as appropriate. Dates and times will be published in the FASA Newsletter and on the FASA web site.

12. Meetings held at the San Antonio Garden Center are governed by the City Code of San Antonio, Texas.

### **Annual Exhibition, Runway Show and other Events**

1. All exhibitions and events will be open to the general public as exhibitors or designer/artists, as well as audience members or participants. Non-members may be charged an additional entry fee not to exceed the annual membership dues.

2. The requirements for events and exhibits will be widely publicized to the general public through various media.

3. Entry fee shall be determined by the FASA exhibition or event committee.

4. Entry shall be completed within two years prior to the Annual Exhibition.
5. Entry shall be of original design and execution with a major focus on fiber or fiber techniques.
6. Collaborations are eligible.
7. Pieces completed in a workshop from kits or instructor provided patterns may not be entered in the Annual Exhibition.
8. The focus of each entry should represent fiber or fiber technique. (Definition of fiber below)
9. Entry must be properly prepared for hanging (no zigzag hangers). If special hanging and/or display instruction are required, they must be included with the work. The Second Vice President has the right to reject any entry not properly prepared for exhibition.
10. Size or other special considerations are to be determined by the exhibition or event committee.
11. Entrants shall furnish their own insurance. Although great care will be taken, FASA or its representatives cannot be held responsible for loss or damage to the entrant's work.
12. The FASA Exhibition or event committee is required to reject any entry that does not comply with show rules.
13. The Juror or Jurors shall not be a member of FASA. The juror or jurors shall be selected by the exhibition or event committee.
14. Fiber Artists of San Antonio will keep a separate accounting system in relation to art sales for FASA members.
15. Memorial and Special Awards. Monies donated for memorial/Special awards (not 1st, 2nd or 3rd place) will be used for the award specified by the donor. If donations were received but not earmarked for a specific award, how the donation will be used shall be determined by the FASA Exhibition or event committee. If no donations are received for the memorial/special award then that particular award will not be available for the annual exhibit. Monetary amount of memorial/Special awards shall be determined by the FASA Exhibition or event committee.

**FIBER:** The majority of the material used in a fiber piece should conform to Webster's definition of "fiber." Any material not defined as fiber may be incorporated as embellishment but may not be used as the main material. Webster's Seventh New Collegiate Dictionary defines fiber as: 1. A thread or structure or object resembling a thread ...c. a slender & greatly elongated natural or synthetic filament (as wool, cotton, gold, asbestos, glass or rayon) typically capable of being spun into yarn. 2. Material made of fibers.

*Revision of FASA Standing Rules by the FASA Board, July 2016*