

# What the Knit Bylaws

## ARTICLE I: MEMBERSHIP

**Section 1. Name and Purposes.** The name of the Corporation is “What the Knit” (the “Corporation”). The Corporation’s charitable purposes include, but are not limited to, providing education to knitters at all levels of ability and communication, enhancing the quality of their workmanship and their creativity, and facilitating interactions among members to improve knitting skills.

**Section 2. Eligibility for Membership.** Any person interested in the purposes and objectives of the Corporation is eligible to apply for membership. The Corporation shall not discriminate on the basis of race, religion, gender, political affiliation, sexual orientation, or any other factor in consideration for membership eligibility. Members must be at least 12 years of age, and an adult must accompany Members between the ages of 12 and 17. Visitors may attend one regular monthly meeting, but must become Members to attend additional meetings.

**Section 3. Nonprofit Status.** The Corporation shall not act as a buying cooperative to obtain goods at wholesale prices for its Members. Members may not sell items for personal profit during meetings.

**Section 4. Membership Classes.** Classes of Membership and dues for each class are established by the Board and may be changed from time to time.

**Section 5. Member Voting.** Each Member has the right to cast one vote at the Annual Business Meeting and at any Regular Meeting or Special Business Meeting of Members on any motion that may be properly brought before the Meeting, including the election of Directors. The Board of Directors may, but is not required to, permit voting by proxy at meetings of Members, provided a ballot is sent to all Members entitled to vote.

**Section 6. Member Dues.** Dues are payable at the beginning of each year, and dues will be pro-rated for Members who join after the beginning of the year. A Membership shall expire 60 days after the end of the period of time for which dues have been paid unless the Membership is renewed by payment of dues for the succeeding period.

**Section 7. Termination of Member for Cause.** The Board of Directors shall have the power to suspend, expel, or terminate any Member for nonpayment of indebtedness to the Corporation, for violation of any Bylaw rule or any policy established by the Board of Directors, or for conduct which, in the opinion of the Board of Directors, is improper or prejudicial to the welfare, interest and character of the Corporation. A two-thirds vote of the Board of Directors is required to suspend, expel or terminate a Member. The Board of Directors must give the Member written notice of its decision and the reasons therefore within 5 days. The Member shall have the right to appeal the decision by a written notice to the Board of Directors within 15 days after receiving notice of the decision. If the Member appeals, the Board of Directors will provide the Member at least 10 days notice of the time and place set for hearing the appeal. The Member may contest the decision in person or in writing at the hearing. The vote of two-thirds of the Board of Directors to uphold the decision

following the hearing shall be final, and the suspension, expulsion or termination shall be effective 5 days after the date of the decision.

**Section 8. Membership List.** The Membership roster shall not be used for business other than that of the Corporation unless the Board of Directors approves such use by a two-thirds vote. Any such approval shall be on a case by case basis only.

## **ARTICLE II: MEMBERSHIP MEETINGS**

**Section 1. Meeting Schedule.** The Board of Directors shall have the discretion to set a regular schedule for meetings of Members on a monthly or more frequent basis. The meeting schedule shall be communicated to the Members electronically or posted on the website.

**Section 2. Annual Meeting.** The Annual Meeting of Members of the Corporation will be held in June on a date and at a location selected by the Board of Directors. The Board of Directors shall provide Members written notice of the time and place of the meeting at least 10 (and no more than 90) days prior to the date of the Meeting. The notice shall include the names of all nominees for director to be voted on at the Annual Meeting and specify any actions the Board of Directors intends to present for a vote of the Members.

**Section 3. Special Meetings.** Special Meetings of the Members may be called by resolution of the Board of Directors, the President, or by petition of at least 5% of the Members. Notice of a Special Meeting, stating its time, location, purpose and objectives, must be provided to each Member at least 10 (and no more than 90) days prior to the date of the meeting.

**Section 4. Quorum and Voting.** Members of the Corporation present and in good standing constitute a quorum at any regular, Annual or Special Meeting, and decisions are made by a majority vote of (1) the Members present and in good standing plus (2) Members who have submitted votes by proxy prior to commencement of the Meeting (provided the Board has approved voting by proxy on this issue).

**Section 5. Notice.** At the Annual Meeting and at any Special Meeting, Members may consider any matter on the agenda for which notice has been given. At the Annual Meeting, Members elect new Directors. At either the Annual Meeting or at a duly called Special Meeting, Members may amend the Articles of Incorporation and/or Bylaws. No action shall be taken at a regular meeting unless the Members receive advance notice in accordance with Section 3 of this Article.

## **ARTICLE III: BOARD OF DIRECTORS**

**Section 1. Composition and Duties.** The control and conduct of the business of the Corporation is vested in its Board of Directors (Board). The Board will include five to nine Directors, as determined by a two-thirds vote of the Board. All Directors must be Members in good standing. Directors shall serve without compensation.

**Section 2. Election of Directors.** The Directors are elected at the Corporation's Annual Meeting, by a majority vote, as defined in Article II, Section 4. In addition, the Immediate Past President shall serve ex officio as a Director for one term.

**Section 3. Terms.** Terms are for one-year and begin immediately at the close of the Annual Meeting at which the Director is elected. Directors are limited to three consecutive one-year terms, but may again be elected to the Board after a one-year interval has passed. If a Member is appointed or elected to complete a term as the result of a vacancy or to stagger terms, the Member will be allowed to serve an additional three full terms following completion of the partial term created by the vacancy. In addition, even if the President has already served three consecutive full terms as Director, the President's ex officio term as Director shall be for an additional one year following the end of her term as President. The Board of Directors may increase the length of the term to two years without of vote of the membership.

**Section 4. Staggering Terms. In the event of an increase to two-year terms, the Board may decide to stagger terms.** To initiate staggering the terms of Directors, the Board may, by majority vote, specify that certain positions will be for a term of one year instead of the normal two years.

**Section 5. Vacancies.** If vacancies exist on the Board, the Board may, by majority vote, elect a Director or Directors to fill the vacancies and the Director or Directors so elected will serve until the next Annual Business Meeting of the membership.

**Section 6. Nominating Committee.** The President must appoint a Nominating Committee of at least three Members (including at least one non-Board member) in February of each year. This Committee will establish a slate of candidates to fill scheduled vacancies on the Board. The slate of candidates will be submitted to the general membership no later than the May monthly meeting.

**Section 7. Nominations from Floor.** Nominations for Director may also be made from the floor of the Annual Meeting, and the ballot must include adequate space for a voting Member to write in the name of any other qualified person.

**Section 8. Regular and Special Meetings.** There must be at least four regular meetings of the Board each calendar year, but not more than one regular meeting in any one month. The Board will determine the dates and locations for the meetings at its first regular meeting following the Annual Meeting. Special meetings of the Board may be called by the President or by request of the majority of the elected Directors, provided all members of the Board are given at least four days prior notice. The President or, in her absence, the Vice President acts as Chairman at any meeting of the Board. In the absence of both the President and the Vice President, the Board may designate any other currently serving Director to act as Chairman at a meeting.

**Section 9. Quorum.** A majority of the elected Directors constitutes a quorum at any meeting of the Board, and decisions are made by a majority vote of the Directors present unless otherwise specified in these Bylaws. A quorum is required for the passage of any motions and for approval of business transactions not previously approved by Board policy, budget, or resolution. Directors may not vote by proxy.

**Section 10. Meetings by Teleconference.** Directors may participate in and hold a meeting of the Board by means of telephone or video conferencing or other similar communications equipment by means of which all persons participating in the meeting can hear each other and each member is afforded the opportunity to participate. Participation in a meeting pursuant to this Section 10 constitutes presence in person.

**Section 11. Action by Unanimous Consent.** Any action required or permitted to be taken at a meeting of the Board, or any committee, including an Executive Committee, may be taken without a meeting, provided the proposed action is communicated to all the members of the Board or committee, as the case may be, and the members of the Board or Committee unanimously approve the action in writing. Action taken without a meeting has the same effect as action taken at a meeting.

**Section 12. Annual Budget Approval.** The Board must, upon motion and majority vote, approve the annual budget of the Corporation, if possible at the regular January meeting. The approved annual budget will be posted on the website or otherwise communicated to the Members electronically. To the extent that expenditures are not anticipated in the annual budget, or approved by prior resolution, the Board may, upon motion and majority vote, appropriate funds for expenditures that the Board determines to be in the best interests of the Corporation and in accordance with its purposes and objectives.

#### **ARTICLE IV: OFFICERS**

**Section 1. Officers.** The Officers of the Corporation are a President, a Vice President, a Secretary, and a Treasurer, and any other Officers the Board may determine. Officers shall serve without compensation.

**Section 2. Election of Officers.** Officers are elected by majority vote of the Board at its first meeting following the Annual Meeting and take office during such meeting immediately following their election. All officers except the Treasurer must be elected members of the Board. The Treasurer may, but is not required to, be a Director but must be a Member.

**Section 3. Officers' Terms.** The Officers hold office for a term of two years, or as otherwise determined by the Board. Officers may be re-elected to the same position.

**Section 4. Officer Vacancies.** If by reason of resignation or death, or for any other reason, an office becomes vacant, the Board may, by resolution, appoint an Officer to fill the vacancy and the Officer so appointed shall serve until the next Board meeting at which officers are elected.

**Section 5. President's Duties.** The President directs and administers the affairs of the Corporation as its executive head and supervises all phases of its activities, subject to instructions from the Board. The President has an agenda prepared for each Board Meeting and the Annual Meeting. The agenda for the Board Meeting must be circulated to Directors at least 7 days before the meeting and the agenda for the Annual Meeting must be electronically communicated to the Members or posted on the website at least 7 and no more than 30 days before the meeting. The President presides at all meetings of the membership and at all

meetings of the Board, and may elect, without limitation, to serve on and attend meetings of any Committee.

**Section 6. Vice-President's Duties.** The Vice-President assists the President in carrying out her duties and, in the absence of the President, directs and administers the affairs of the Corporation and supervises all phases of its activities, subject to instructions by the Board, and also presides at meetings of the Members and of the Board.

**Section 7. Secretary's Duties.** The Secretary prepares minutes for each Board and Annual Meeting and provides notice as required for these meetings. The Secretary maintains custody of all books, records, and papers of the Corporation, except those in the charge of the Treasurer or other authorized person; conducts all correspondence of the Corporation except that which the Board or President delegates to another Officer or Director ; and performs other duties as assigned by the President or Board.

**Section 8. Treasurer's Duties.** The Treasurer maintains custody of the Corporation's funds and oversees the receipt, disbursement, and budgeting of the Corporation's funds under guidelines established by the Board. The Treasurer provides the Board with a financial report at each Board meeting and prepares a proposed budget for the coming year for distribution to and approval by the Board at the first Board meeting of the year. The Treasurer is also responsible for filing tax returns, annual reports, and other information requested by government agencies.

**Section 10. Check-Signing.** Except as otherwise provided by resolution of the Board, all of the Corporation's checks for \$100 or more must be signed both by the Treasurer and another Officer. Checks for less than \$100 are ordinarily signed by the Treasurer, but may be signed by another Officer when requested to do so by the Treasurer. No Officer is authorized to sign a check made out to him or herself or, without specific authorization by the Board, to sign a check in excess of \$1,000. All other deeds, mortgages, contracts and other instruments affecting the properties and operations of the Corporation must be signed by the President and Treasurer or by an officer or employee designated by Board resolution.

## **ARTICLE V: RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS**

**Section 1. Resignation.** An Officer may resign at any time during the Officer's term of office. Resignations may either be announced by the Officer at a regular meeting of the Board or be submitted in writing to each member of the Board. A tender of resignation need not be accepted by the membership or Board to be effective.

Directors may resign from the Board at any time. Resignation occurs in the same manner as for Officers, and need not be expressly accepted by the membership or Board to be effective. A Director who fails to attend more than two consecutive regular meetings of the Board will be considered to have resigned as a Director, unless the Director provides advance written notice to the President and the reason for the absence is accepted by the Board. In the event of resignation through unexcused absences, the Director will be replaced through the ordinary process of filling Board vacancies. A Director treated as resigning under this section remains eligible to run for a Board position at the next regularly scheduled election of membership.

**Section 2. Removal for Cause.** Directors and Officers may be removed from the Board for good cause by a majority vote of the full Board, not including any Director whose removal is under consideration. A motion that a Director or Officer be removed may be made by a majority of the Board or by a petition signed by not less than two percent of Members. The Director or Officer will be given at least 10 days written notice of the reason for removal and will also be given a reasonable opportunity to rebut the stated reason for removal. The issue of removal must be resolved as soon as possible but no later than 45 days after the Director has been given notice.

**Section 3. Officer Presiding over Removal Proceeding.** If a motion for removal involves an Officer or Director other than the President, the President presides over the proceeding. If the motion for removal involves the President, the Vice-President will temporarily assume the power of the President until the matter is resolved. If the motion for removal involves both the President and Vice-President, the Board must appoint an acting President pending resolution of the charges.

**Section 4. Consequence of Removal for Good Cause.** Any Officer or Director removed for good cause is permanently barred from holding office or serving on the Board of Directors.

**Section 5. "Good Cause" Defined.** For purposes of this section, "good cause" includes, but is not limited to: unauthorized representation of the Corporation; misuse or misappropriation of the Corporation's funds or other assets; conviction of a felony, and conduct or behavior not conducive to the orderly running of or best interest of the Corporation. Mere disagreement over Board policy is not a basis for removal for good cause.

## **ARTICLE VI: EXECUTIVE COMMITTEE**

**Section 1. Composition and Duties of Executive Committee.** The Board may, but is not required to, form an Executive Committee. The Executive Committee consists of the President, Immediate Past President, and Treasurer (or if the Treasurer is not a Director, the Secretary). The Executive Committee has the ultimate responsibility for review and presentation of financial and budgeting matters to the Board, including presentation of a proposed budget at the first Board meeting following the Annual Meeting. It is also responsible for personnel matters.

**Section 2. Interim Conduct of Corporation's Affairs.** In the interim between meetings of the Board, the Executive Committee controls the routine business of the Corporation. It supervises the finances and property of the Corporation and has authority to authorize expenditures in excess of those approved by the Board in adopting the annual budget; provided, however, that the Executive Committee shall not commit the Corporation to more than \$500 of such expenditures.

**Section 3. Executive Committee Meetings.** Meetings of the Executive Committee may be held in person, or by telephone or video conference. Three voting members of the Executive Committee constitute a quorum at any executive meeting. The Executive Committee shall report any actions taken to the full Board at the next succeeding meeting; it shall also make a written record of each Executive Committee meeting which, except for confidential personnel matters, shall be made available to any Board member upon request.

## **ARTICLE VII: OTHER COMMITTEES**

**Section 1. Composition and Duties of Other Committees.** The Board may by resolution authorize Committees and define their powers and duties. Committees have the power to make recommendations to the Board on matters affecting the Corporation. However, no Committee has the power to commit the Corporation on any matter of general policy. All resolutions adopted by a Committee and all reports and other communications which purport to reflect the position of the Corporation must be approved by the Board before being made available either to the Membership or to the public.

**Section 2. Committee Chairs.** The President, with the approval of the Board, appoints the Chairs of Committees who, in turn, may select their own Committee members. Committee Chairs serve for two years, or until their successors are appointed. Chairs may be re-appointed for successive two-year terms. The Chair reports the activities of the Committee to the Board as required by the Board, including a written report of the Committee's activities at least once each year, at a time determined by the Board.

**Section 3. Removal of Committee Chair.** If any Committee fails to discharge its duties with reasonable promptness or violates any provision of these Bylaws or directives of the Board, the President may, at her discretion, remove the Committee Chair and/or members of the Committee. The President must report this action to the Board and, if the Board so directs, appoint a new Committee Chair (who will, in turn, select new Committee members).

## **ARTICLE VIII: PUBLIC POLICY POSITIONS**

**Section 1. Policy Positions.** The Corporation will only take public positions on issues involving knitting education and improvement of skills, and will do so only when approved by a two-thirds vote of the Board at a regular or special board meeting.

**Section 2. Non-Partisan.** The Corporation will be non-partisan and non-sectarian, and will not take part in, or lend its influence or facilities, either directly or indirectly, to the nomination or election of any candidate for elected public office, nor will it sponsor any meeting of a partisan political nature.

## **ARTICLE IX: AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Directors or by a majority vote of the Members, as defined in Article II, Section 4, at the Annual Meeting or a Special Meeting; provided, however, that any amendment that would materially and adversely affect the rights of Members as to voting or transfer must be approved by majority vote of the Members, as so defined. An Annual or Special Meeting at which amendments to the Bylaws are to be voted upon by the Membership must be duly called pursuant to the provisions of Article II, and the notice of the Meeting must either recite the wording of the proposed amendments or provide Members with a link to a web site that contains the wording of the proposed amendments. Amendments to the Bylaws may be proposed by the Board or by a petition signed by at least twenty-five percent of the Members in good standing. In the event

a valid petition is submitted, the Board must submit the proposed amendment at the next Annual Meeting of the membership.

## **ARTICLE X: MISCELLANEOUS**

**Section 1. Robert's Rules of Order.** In procedural matters not covered by these Bylaws, Robert's Rules of Order will govern, subject to the requirements of California law.

**Section 2. No Loans to Directors or Officers.** No loans shall be made to Directors or Officers, except that the Corporation may advance money to a Director or Officer for expenses reasonably expected to be incurred in the performance of their duties.

**Section 3. Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any Director, Officer or employee against liability arising from her status and/or out of the performance of her duties.

## **ARTICLE XI: CONSTRUCTION**

**Section 1. California Law.** These Bylaws will be construed under the laws of the State of California.

**Section 2. Pronouns.** The masculine or feminine pronoun, if used, includes both the masculine and feminine, wherever applicable.

**Section 3. Notice.** The terms "notice", "written notice", and "mail" include notice provided by first class mail or by dated electronic communication, such as electronic mail, to a member's last known mailing or email address, as the case may be, or, in the event no address has been provided, includes notice posted on the the Corporation's web site.