

BY-LAWS of the SEATTLE STORYTELLERS' GUILD 2019 Revision

ARTICLE I - MEMBERSHIP

- 1) Any person who is committed to the purposes as contained in the Mission Statement of the Seattle Storytellers' Guild is eligible to become a member.
- 2) Dues and categories of membership may be established by the Board of Directors. Membership is not transferable.
- 3) Members who have not paid their dues are not in good standing and may not vote, hold office, or enjoy other privileges of membership. Membership in the Guild may also be terminated by voluntary withdrawal, or by expulsion by the Board of Directors for willful misuse of Guild property.

ARTICLE II - MEETINGS OF MEMBERS

- 1) An annual meeting of the members of the Guild shall be held in either the month of May or June, in the Seattle metropolitan area. All members must be notified of the date and agenda, in the Guild newsletter or by other written notice, at least fifteen days prior to the date of the meeting.
- 2) Special meetings may also be called by the Board of Directors as necessary. Notice is required as in Section 1 above.
- 3) A quorum for any meeting of the general membership of the Guild shall consist of at least ten members in good standing.
- 4) Each member shall have one vote. Proxy, mail-in or e-mail votes are not allowed at meetings of the Members.
- 5) Decisions will be made by simple majority vote of the members present.

ARTICLE III - THE BOARD OF DIRECTORS

A. Composition of the Board of Directors

The Board shall be a working board consisting of four officers, namely the President, Vice President, Secretary, and Treasurer, and seven Members-at-Large. Thus, the Board shall consist of Eleven Members. Terms shall run for one year. The Board will carry out the day-to-day business of the Guild within guidelines determined by the Board.

1. The individual Members-at-Large may have various functions on the Board coordinating Membership, Publicity and Social Media, Programming, Community Outreach and Education, Hospitality, and Fund Raising; or in serving as the Guild's Webmaster, or the Newsletter Editor. From time to time the duties of each board position may change. Such change will not require an amendment of the bylaws but may be adopted by a quorum of board members. A written description of the Board of Director's various Offices and Functions shall be kept up-to-date and be made available to the general membership at the Annual Meeting.

2. The Board of Directors shall be elected by the general membership at the Annual Meeting. A nominating committee should be appointed by the President at least 30 days prior to the Annual Meeting to find candidates willing to serve on the board either as Officers or as Members-at-Large. Nominations may be submitted to the President or can be made from the floor. Any contested positions should be voted on individually. Then, the entire Board should be introduced and welcomed with a vote of acclamation by the membership at the Annual Meeting. Vacant posts may be filled by vote of the Board of Directors at any time.

3. Members-at-Large shall be members in good standing willing to commit themselves to regularly attending meetings of the Board, and to carry out any tasks or duties they have taken on. The names of these members and their functions on the Board of Directors shall be communicated to the general membership via the Guild's newsletter.

B. Meetings of the Board of Directors

1. Board meetings shall be held at least every month, excluding the summer months. Board members must be notified at least one week in advance. When possible, dates will be published in the Guild newsletter. Regular Board meetings may be either face-to-face meetings, or via media such as video / voice conference calls.

2. Meetings will be open to the general membership. Only the Board of Directors may vote.

3. The Board may set attendance policy. Members not meeting that policy effectively have resigned, unless the Board should determine otherwise.

4. A quorum consists of a simple majority of the current number of members on the Board of Directors. Decisions will be made by the majority vote of that said quorum.

5. Board decisions in certain situations may be made via e-mail. Such decisions should follow the Guild's Policy on e-mail discussion and voting and be recorded into the minutes of the next regular meeting along with the maker and seconder of the motion and the final vote count either approving or rejecting that motion.

C. Powers of the Board of Directors.

The Board shall:

1. Determine Guild policy
2. Determine the duties of the Board Members
3. Set guidelines for Special Committees and Volunteers
4. Plan an annual calendar of events and programs
5. Oversee regular on-going events, such as monthly storytelling programs and swaps.
6. Assist the special committees in approving venue, storyteller and other staff arrangements, such as Sound Techs, Caterers, or providing for lodging and transportation, etc.
7. Must approve all expenditures over \$500.

D. The Board shall have the power to remove a Board member who is performing in a manner detrimental to the Guild, as determined by the Board, but only after all reasonable alternatives have been tried. The decision to remove must be a unanimous decision of all the members of the Board except the person in question.

E. Upon dissolution of the organization, the Board shall take responsibility for the liquidation and disposal of all assets. All assets remaining after payment of all liabilities shall be distributed to a storytelling organization(s) or entity which is (are) exempt under Section 501(C)(3) of the 1954 Internal Revenue Code. The selection of the exempt group(s) to which assets are to be distributed shall be made by the Board of Directors.

ARTICLE IV - SPECIAL COMMITTEES AND VOLUNTEERS

Special committees will be formed as needed, by the Board within the following guidelines.

Function: The committees will assume tasks outside the scope of the day-to-day business of the Guild.

Composition: The Committees will be composed of at least one Board member plus volunteers. Committees shall consist of a least three people.

Meetings and Operation: Shall be determined by each committee as needed. Committees shall provide timely reports to the entire Board.

Duties: The following functions shall be the basis of Guild committees. Committees and subcommittees may be formed as needed, as determined by the Board.

- Ongoing Guild events: Such as monthly storytelling programs, StoryTable, and swaps.
- Special Events: For example, epic storytelling programs, Tellabration™, Earth Day, storytelling festivals, and Northwest Folklife events.
- Special projects: For example, Under the Rainbow, Elder Tales, etc.

To assist the Board of Directors, other members in good standing may be asked from time-to-time to assume responsibility for specific short-term or long-term business of the Guild under the direction and guidance of the Board and their duties include reporting back to the Board of Directors. Along with serving on special committees, members may be asked to assist the Board in maintaining liaisons with NSN, FAR-West, regional festivals, various venues, and other guilds and organizations.

ARTICLE V – DUTIES OF THE OFFICERS

A. The President shall have general charge of the meetings of the Board and the membership, and shall perform such other duties as may be assigned by the Board of Directors. The President prepares Board meeting agendas, distributes them to Board Members, and conducts Board Meetings. The President will write an report for the Annual Meeting, and conducts the Annual Meeting, including the election for the next Board. The President is authorized to sign contracts on behalf of the Board.

B. The Vice President shall have such powers and perform such duties as requested of him or her from time to time by the Board of Directors. In case of absence of the President from any meeting, the Vice President shall assume those powers and duties. The Vice President may also coordinate ongoing and special events or engage in Fund-raising and seeking grants and endowments.

C. The Secretary shall keep the minutes of all meetings of the board of Directors and the general membership, and shall give notices to such directors and have charge and custody of all books, papers, contracts, and documents belonging to the corporation except those pertaining to the office of the Treasurer. He or she shall also perform such other duties as may from time to time be assigned by the Board of Directors.

D. The Treasurer shall keep custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer will handle the filing of tax returns to the City, State, and IRS, and the annual renewal of our city and other business licenses. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board at the regular meetings thereof an account of all such transactions as Treasurer, and of the financial condition of the corporation. The Treasurer will prepare a Financial Report for the Annual Meeting.

ARTICLE VI - SUBSIDIARY ACTIVITIES

The Board of Directors shall be empowered to enter into contracts with individuals or organizations for the purpose of operating specific projects compatible with the goals and purposes of the Guild, including those supported by grants or contracts from federal, state, or local governments.

ARTICLE VII - CONFLICT OF INTEREST

No member of the Board of Directors or any Committee shall cast a vote on any matter which would financially benefit that member, any member of his/her immediate family, his/her partner, or any person or organization which does employ or is about to employ that member. The Board of Directors shall establish policy and procedures to determine compliance with this article.

ARTICLE VIII – AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws adopted by a simple majority vote of the members present at an annual or special meeting of the membership. Notice is required as in Article II - Section 1 above.

Amendments to these By-Laws shall be submitted to the membership upon the vote of the Board of Directors, notifying them of the date and agenda of the meeting at least 15 days prior to the meeting. Any amendments to those submitted amendments made from the floor of the meeting require a two-thirds vote of that meeting's quorum to make any changes to these proposed amendments prior to the final vote.

THIS IS TO CERTIFY that the above By-Laws are the current By-Laws of the Seattle Storytellers' Guild, as approved by a majority vote of those members present at a meeting of the general membership.

President of Board

Secretary

Date of Board Approval: 3/5/2019

Date of Membership Approval: / /