

Guild Bylaw Amendment Summary—November, 2011

The Guild is governed by a set of bylaws which may be amended from time to time. Established early in the Guild's existence, they were amended in 1998 and again in 2006. The Steering Committee has been working on a set of changes since early this year and has now agreed on a document for submittal to the membership for approval at the general meeting scheduled for November 19, 2011.

A reading of this document may seem a far cry from the simplicity of the Guild founding two decades ago, but the Guild now has an annual budget of approximately \$30K, 50 meetings per year, scholarships, seven subgroups, a symposium and a seasonal membership peaking at more than 570 paid members. We are registered with and file annual reports to the IRS as a 501(c)3 Non-Profit and also with The Division of Charitable Trusts—a unit of the New Hampshire Department of Justice.

The principles delineated in these new amended bylaws take account of the traditions of the Guild plus the legal realities of today. The Steering Committee consulted with subgroup leads and other long time members and supporters plus legal counsel at Sulloway & Hollis, P.L.L.C. (www.sulloway.com) experienced in non-profit governance. Legal review included several pro bono readings plus a roughly 2-1/2 hour face-to-face review and discussion.

As a founding member, past president and long time Steering Committee member, Jon Siegel wrote the following:

"Last night after we voted on the bylaws, I remember applause at the table. I think there was a sense that something important had happened, and indeed it had. We not only passed the bylaws but also the two policy papers which will be the cornerstones of the new policy book. This is the most significant leap in administrative sophistication since we got job descriptions for officers and the first bylaws under Jack Grube. ... I think it was the single most significant Steering Committee meeting in the Guild's history."

Changes to these bylaws come in three categories — 1) cleanup; 2) updates made to reflect current practice; and 3) changes to current practice. This summary covers the highlights with an emphasis on categories 2 and 3. Approval requires a majority vote of those present at the November 19, 2011 general meeting.

Highlights Summary

The full text of the current and proposed bylaws can be found on the Guild website at <http://www.gnhw.org/resources/guild-bylaws/>

Article III - Governance

Section 1: The Steering Committee has always been the governing body of the Guild and remains so. It consists of the four elected officers, the immediate past president and a number of At-Large members. Total membership is to be between 9 and 13 (reduced from the current size of 10-16). At-Large Members serve open ended terms, are nominated by the President, confirmed by the Steering Committee and serve at the discretion of the Steering Committee. There is no longer a requirement per se to include the Old Saw editor and the Program Coordinator.

Section 7: A continuously updated policy book shall be maintained by the Secretary and posted on the website. We have published meeting minutes for the past several years but have never collected policy in one place.

Section 11: This lengthy paragraph lays down the voting process for both the Steering Committee and for those items called out in the bylaws requiring membership approval. Membership approval shall be required for four things: 1) changes in membership dues (Article III Section 12); election of officers (Article IV Section 2); 3) dissolution of the Guild (Article XII Section 1); and 4) amendment of the bylaws (Article XIII Section 1). *Note that there is no provision for initiative, override or referendum from the general membership. The Steering Committee is the sole governing body.*

Article IV - Officers

Section 3: The Steering Committee presents a slate of officer nominees at the Annual Meeting. Also, a call for officer nominations is to be made in the newsletter and/or via email at least 15 days prior to the Annual Meeting plus any member may present himself/herself for nomination by contacting the President prior to the Annual Meeting or present himself/herself from the floor.

Article V - Membership

Section 5: A member grievance procedure shall be established by the Steering Committee.

Section 6: The Steering Committee may revoke the membership of a member for cause by two-thirds vote. *This would only be justified under extreme circumstances and is for the protection of the organization.*

Article VI - General Meetings

Section 2: *The subject of much debate, this section establishes a firm and clear open door policy to all general meetings. This was felt to be essential to the continued character of the guild and a principle which carries out our mission statement and aids in our Charitable Trust and Non-Profit obligations.* All general meetings other than Symposia, are open to all Guild members and non-members at no charge (i.e. no admission fee) regardless of venue. Attendance may be limited by registration if the venue requires. Payment by individuals for optional food service, materials or supplies is permitted. Venues which require an admission or service fee shall be paid from the Guild general fund.

Section 3: Payment of demonstrator/speaker fees at general meetings is NOT permitted. However, reimbursement of travel expenses or other incidental expenses to demonstrators/speakers is permitted. *This has been general policy since the founding of the Guild. There have been exceptions but generally, this has been standard practice. Subgroup meeting policy is more permissive in this regard (Article VII).*

Article VII - Subgroups

The current bylaws make no mention of subgroups. Since this is now an important and core part of guild activity, this new article defines how subgroups are to be governed. For governance, liability and policy reasons, subgroups are authorized by and overseen by the Steering Committee.

Section 1: Financial support of the subgroups may be provided by from the general fund by the Steering Committee.

Section 2: Subgroups may create their own rules or policies provided they are reviewed and approved by the Steering Committee and not in conflict with Guild bylaws and policies as set out by the Steering Committee.

Section 3: Subgroup meetings shall be open to all Guild members and non-members at no charge (i.e. no admission fee) regardless of venue. Attendance may be limited by registration if the venue requires. Payment by individuals for optional food service, materials or supplies shall be permitted.

Section 4: *This section provides subgroups with significant autonomy to raise money and spend it as they see fit including payment to speaker/demonstrators.* Subgroups may raise money on behalf of the Guild with the approval of and subject to oversight by the Steering Committee through various activities or donations. Subgroups shall also be eligible to apply for and receive grant money from the Guild scholarship fund. Subgroups shall be permitted to pay venue/event admission or service fees, demonstrator/speaker fees, and/or reimburse travel or other incidental expenses from these activities, donations or grant monies.

Article VIII - Scholarships and Grants

A scholarship/grant program has never been mentioned in previous bylaws. Since this is a major activity of the Guild, this new article spells out the purpose and mechanization of this activity.

Section 4: Establishes a Scholarship Committee. Members shall be nominated by the President and approved by the Steering Committee and shall serve at the pleasure of the Steering Committee. The Guild Treasurer and at least one other Steering Committee member proposed by the President shall automatically be one of the three (3) to five (5) members of the committee.

Section 5: Scholarships and grants shall require approval by the Steering Committee upon recommendation by the Scholarship Committee. *This is new policy as it requires the Steering Committee to be solely responsible for approval of scholarships and grants.*

Article IX - Privacy

Section 1: This article codifies long standing Guild policy prohibiting the sharing of membership lists. Exceptions are provided on an opt-in basis.

Article XIII - Amendments to the Bylaws

Section 1: Approval of the membership at a general meeting shall require a two-thirds vote in the affirmative of those present plus any voting by proxy. *The current bylaws require only a majority vote of members present.*