

**GREEN BAY AREA CHAPTER  
THE EMBROIDERERS' GUILD OF AMERICA, INC.  
ENDOWMENT FUND BYLAWS - 2019**

The Green Bay Area Chapter of The Embroiderers' Guild of America, Inc. (GBAEGA), established an Endowment Fund in 2010.

- I) **Establishment of a fund.** A fund shall be established on the books of the GBAEGA which shall be known as the Green Bay Area EGA Endowment Fund (Fund).
- II) **Property of the Fund.** The Fund shall include the monies donated to the GBAEGA for the express purpose of being included in the Fund. A special account shall be set up for this Fund. If other than monies are received, the items shall be transferred into money as soon as is feasible. The Fund shall be administered by a Fund Board of Directors. The GBAEGA members shall have the ultimate authority and control over all property in the Fund, and the income derived therefrom, in accordance with the Bylaws of the GBAEGA (and as they may be amended from time to time), and the terms of this Fund applied in a manner not inconsistent with said Bylaws.
- III) **Designation of Purposes.** The Fund shall be used for support of the following purposes:
  - a) Special projects that promote the GBAEGA through partnering with Green Bay Area charitable organization(s).
  - b) Special educational programs and/or projects which benefit the GBAEGA.
  - c) Financial grants to GBAEGA member groups to be used for supplies and materials that support A and/or B.
  - d) Education scholarships to individual GBAEGA members.
- IV) **Board of Directors.** The Fund Board of Directors (Fund Board) shall consist of five (5) active members of the GBAEGA who will each serve a term of three years.
  - a) The Fund Board member(s) election will take place at the same time as the elections for the GBAEGA officers.
  - b) The term of office shall begin June 1 following the election.
  - c) Board members must belong to GBAEGA for one full year before being eligible for the Fund Board.
  - d) No member shall be eligible to serve more than 2 three year terms consecutively.
  - e) If a vacancy occurs, the position shall be filled by election within three general membership meetings.

**V) Officers.**

- a) The Board shall elect the following officers: president, a treasurer, and a secretary.
  1. The president shall:
    - i. preside over all Fund meetings
    - ii. serve as a member of the GBAEGA Board of Directors
    - iii. receive applications for the distribution of funds
    - iv. serve as the Public Information Office for the Fund
    - v. ensure that a review of the finances is conducted in accordance with Section VIII.A. of these by-laws
  2. The treasurer shall:
    - i. keep all financial records
    - ii. maintain care and custody of the Fund's money
    - iii. Send Thank-you notes to all donors
  3. The secretary shall:
    - i. record the minutes of the Fund Board meetings
- b) Officers shall hold their office for a maximum of two consecutive terms during their term of office on the board or until their successors are elected. The two-year term of office shall begin June 1.
- c) No officer shall hold more than one office at a time, except as stated below in subsection d.
- d) In the event that the Fund Board does not have five active members, the offices and duties may be combined with the exception of the president and the treasurer, which are to remain separate from each other.
- e) In the event an EFB officer steps down from office during their term or otherwise vacates their office, replacement shall be selected by the endowment fund board within 60 days.

**VI) Distribution of Income.**

The fund must maintain a balance of at least \$5,000. Distribution shall be made from monies in excess of principal. Expenses related to operation of the fund, must be approved by the Fund Board.

**VII) Process of Applying for Funds.**

See Appendix A - Policy on the Distribution of Green Bay Area Chapter of the Embroiderers' Guild of America Endowment Funds.

**VIII) Fiscal Policies.**

- a) The books and accounts of the Fund shall be kept in accordance with sound accounting practices. The Fund treasurer shall furnish the GBAEGA treasurer with a report of the finances of the Fund by January 31 of each year. A reconciliation of the books shall be conducted every two years by a non-GBAEGA Endowment Fund member by May 31 of odd years.
- b) Contributions designated as fund principle by the donor or the GBAEGA Board will automatically increase principle balance.

IX) **Variance.** The Fund Board, with majority approval of the GBAEGA members shall have the power to modify any restriction or condition of the distribution of funds, if, in their judgment, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or becomes inconsistent with the charitable need of GBAEGA. The exercise of such power shall not be effective earlier than at least thirty (30) days after the Fund Board notifies the GBAEGA president in writing of (1) its intent to exercise such power, and (2) the manner in which the Fund Board plans to exercise that power. During the notice period, GBAEGA may advise the Fund Board of its views regarding the proposed exercise of power and take such other action as it deems appropriate.

X) **Indemnification.** Directors and Officers Covered. Directors whom the chapter may indemnify under this Section include the directors described in these chapter bylaws as members of the Board of Directors. Officers whom the chapter may indemnify under this Section are the elected officers described in these chapter bylaws. If an officer or director is described in this Section, indemnification may be paid to her/his duly qualified executor, administrator, or other personal representative.

c) Legal actions, Suits or Proceedings Brought Against Directors or Officers of Chapter

i) Discretionary Indemnification. Except as provided in Paragraph 2 below, the chapter may, at the sole discretion of its Board of Directors, indemnify any director or officer or former director of officer described in Paragraph a above against any judgment and any expenses, including attorneys' fees, actually, reasonably and necessarily incurred by her/him in connection with the defense of any action, suit or legal proceeding, civil or criminal, in which she/he is made a party by reason of being or having been such director or officer.

ii) Limitations Upon Indemnification. The chapter shall have no obligation to provide indemnification to or for the benefit of any officer or director in relation to matters as to which she/he shall be considered by the chapter's board of directors to have acted with gross negligence or misconduct in the performance of a duty owed by such officer or director to the chapter or to EGA.

d) Payment of Indemnification.

i) Approval. Notwithstanding the foregoing Sections, the chapter shall not indemnify any director or officer described in Paragraph a of this Section unless such indemnification is approved by its Board of Directors acting by a quorum which consists of directors who are not parties to the action or proceeding for which indemnification is considered.

ii) Notice to Members. If any expenses or other amounts are paid by way of indemnification to a director or officer, other than by court order or action by the members, the chapter shall prepare a statement specifying the person(s) paid, the amount, and the nature and status of such litigation or threatened litigation at the time of such payment. Such statement shall be mailed by the chapter to its members of record entitled to vote for the election of directors within 3 months from the date of payment.

## XI) PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with the chapter bylaws, Great Lakes Region bylaws, the bylaws of The Embroiderers' Guild of America, Inc., any special rules of order the chapter may adopt, or any statutes applicable to this organization.

## XII) Dissolution.

The Endowment Fund will remain in effect until the dissolution of the Green Bay Area Chapter of the EGA as stated in the GBA Chapter of the EGA By-laws, Article IX Section 6. In that event, the Endowment Fund, after completion of payment or provision for payment of all the Fund's debts and liabilities, shall be distributed to EGA, with proper notification to all contributors. The GBAEGA membership will decide which fund of EGA monies will be distributed to by a two-thirds vote. Notification to the membership shall be provided in writing at least thirty (30) days prior to the meeting at which such a vote is to be taken.

Endowment Fund Board Approval Date: 5/23/2019

Endowment Fund Board President: Helen Matye Date: 5/23/2019

Chapter Membership Approval Date: 5-23-2019

Chapter President Signature: Helen Domagala Date: 5-23-2019

EGA Approval Date: 7/4/19

Director of Bylaws Signature: Sharon Lane Date: 7/4/19

## Appendix A

### POLICY ON THE DISTRIBUTION OF GREEN BAY AREA CHAPTER OF THE EMBROIDERERS' GUILD OF AMERICA ENDOWMENT FUNDS

The Endowment Fund must maintain a restricted balance of \$5,000. The Endowment Fund Board of Directors (EFB) may authorize annual distributions in the amount of up to 5% of the fund's total value on December 31 of the preceding year, which shall include contributions to the fund, income earned and all gains and losses on such funds. Distribution shall be made from monies in excess of principle.

According to the terms of the GBAEGA Endowment Fund (EF) By-Laws, funds "shall be used for support of the following purposes:

- A. Special projects that promote the GBAEGA through partnering with Green Bay Area charitable organization(s).
- B. Special educational programs and/or projects which benefit the GBAEGA.
- C. Financial grants to GBAEGA member groups to be used for supplies and materials that support A and/or B.
- D. Educational opportunity scholarships to individual GBAEGA members.

Application for funds shall meet the requirements of one of the above mentioned categories. Applications may be filed by one applicant for multiple projects throughout the year; however the EFB retains the right to fund a person or project based on availability of funds and other considerations.

Endowment Application: The attached form, along with any supplemental documents or information, must be completed with each application for disbursement of endowment funds. Application deadlines for each year are on March 15 and September 15. The application and all accompanying documentation must be submitted to the President of the EFB. The EFB will act on the applications at the next regular meeting following the application deadline.

Documentation: Applicants are required to provide proof of their expenditure to the EFB, e.g. receipt for paid tuition, travel or other related costs. Expenses may be paid, by the treasurer of the EFB, directly to the educational opportunity provider in the event that funding is needed by the applicant prior to the opportunity.

EFB Action: The board may: approve the funding; request more information from the applicant; delay action until such time that all information needed has been gathered; grant partial funding

requests; or deny the funding request. The EFB will act in a prudent manner regarding all funding requests.

Funded Applicants: Funded Applicants will be required to give a short presentation to the GBAEGA at an upcoming meeting or write an article for the next upcoming newsletter at the EFB's discretion.

Reimbursement for educational opportunities may be requested for appropriate events/activities completed up to 90 days prior to application. There is no guarantee of funding for completed educational opportunities.