ARTICLES OF INCORPORATION OF THE MARY MEIGS ATWATER WEAVERS' GUILD OF UTAH
Revised April 2025

Pursuant to Section 16-6-46 of the Nonprofit Corporation Laws of the state of Utah, the following nonprofit corporation is organized.

Article 1—Name

The name of this Corporation shall be the Mary Meigs Atwater Weavers' Guild of Utah.

Article 2—Term of Existence

This Corporation shall exist in perpetuity or until dissolved or disincorporated as provided by law.

Article 3—Purposes

This Corporation shall be an educational, scientific, charitable, and literary nonprofit corporation, no part of the earnings of which shall inure to the benefit of any member or individual.

This Corporation shall not engage in carrying on propaganda or otherwise attempt to influence legislation, and shall not participate in or intervene in (including the publishing or distribution of statements or endorsements) any political campaign on behalf of any candidate for public office.

The objects of this Corporation shall be to promote and foster the art of handweaving and related skills; to be of practical and technical assistance to interested persons; to share knowledge and experience concerning the art of handweaving and related skills with others; to render voluntary service, without compensation, to clinics, institutions, hospitals, rehabilitation centers, and such other schools, occupational therapy centers, or organizations as may have need of such voluntary services; to publish any papers, leaflets, booklets, drafts, or books on the subject of handweaving or related skills; and to perform any other function that shall tend to foster the improvement of the art of handweaving and related skills among members of the Corporation or others.

Article 4—Powers

The powers of the Corporation shall include the power to do anything and everything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of any said purpose.

Included in the above general statement of powers, which included all the powers conferred by the laws of the state of Utah upon nonprofit corporations, shall be the power to receive, administer, and disburse dues, assessments, and other grants and funds; to acquire by any lawful means, to hold absolutely or in trust, to contract for and convey, encumber, mortgage, convey, lease, or otherwise acquire or dispose of real, personal, or mixed property. The corporation shall have the power to borrow money on the security of real, personal, or mixed property and to give written obligations therefor, and may secure the payment thereof by mortgage or other liens. The Corporation shall have the power to publish, distribute, sell, or otherwise dispose of books, pamphlets, and other writings and instructional materials; to hold exhibits; to affiliate with other similar organizations; to establish branches, sections, or divisions on a regional basis; to engage in such other activities as are in keeping with the objects of the corporation.

The above enumeration of powers shall not be held nor construed to limit or in any way restrict the general powers of the corporation in any manner whatsoever.

Article 5—Contracts

All contracts between the corporation and any person, persons, firm, partnership, corporation, or organization of any nature shall be in writing and shall be signed by the President, or the Vice-President in those instances when the bylaws authorize the Vice-President to act in the stead of the President, and also by either the Secretary or the Treasurer of the Corporation.

Article 6—Place of Business

The principal place of this Corporation shall be at Salt Lake City, Utah.

Article 7—Officers

The management of the business and affairs of the Corporation shall be vested in an Executive Committee, which shall consist of the following officers: a President, a Vice-President, a Secretary, a Treasurer, and one or more Grants Officers (Grants Officers may also be appointed officers, depending on need), for which purpose, except as otherwise provided in these articles, concurrence of four members shall be required. These officers shall be selected by a show of hands at the May or June meeting of the corporation and shall serve until their successors are elected and installed. The term of office shall be for one year, with the opportunity for each officer to continue for a second year in office if he agrees to serve in that capacity. The bylaws may provide for the filling of vacancies and other matters not inconsistent herewith. No bond shall be required of the officers.

Article 8—Meetings

The Corporation shall meet during the month of May or June and at such meeting shall elect the

officers of the Executive Committee. The Corporation shall meet at such other times and at such places as may be determined by the bylaws or vote of the members. A special meeting may be called by the Executive Committee.

Article 9—Amendments to the Articles

The articles may be amended by a two-thirds vote of the members present at any meeting, provided that notice of the proposed amendment shall have been circulated to the members at least thirty days prior to the meeting at which such amendments shall be voted upon, and provided that a quorum shall consist of not less than one-third of the members.

Article 10—Bylaws

Bylaws not inconsistent with these articles or laws may be adopted, amended, or repealed by a majority vote of the members present at a regular or special meeting, provided that notice of the proposed amendment shall have been circulated to the members at least thirty days prior to the meeting at which such amendments shall be voted upon.

Article 11—Liability

No member of this Corporation shall be personally liable for the debts, obligations, or other liabilities, in contract or in tort, of this corporation, nor shall the personal property of any member be so liable.

Article 12—Membership

The Corporation shall have members; however, there shall be no stock issued in evidencing membership.

Membership shall be open to all persons in sympathy with, interested in, or actively engaged in the art of handweaving or related skills, provided the reasonable regulations concerning admission may be administered by the Corporation as may be provided for in the bylaws. Exclusion of members may be regulated by the bylaws, provided that the exclusion of any member not in arrears for dues shall be for good cause only and shall be by a two-thirds vote of all dues-paying members upon thirty days notice to all members and to the member concerned, who shall have the opportunity to be heard on her/his own behalf at such meeting.

Article 13—Provisions

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be

amended.

Article 15—Principal Agent

The responsibilities of the Principal Agent are to register the Guild each year with the State of Utah Department of Commerce and to submit the Guild's statement of nonprofit status to the IRS each year. The office of Principal Agent generally stays with a long-term Guild member for several years at a time so that the nonprofit status of the Guild is not endangered.

CONSTITUTION OF THE MARY MEIGS ATWATER WEAVERS' GUILD OF UTAH

Article 1—Name

The name of the organization shall be the Mary Meigs Atwater Weavers' Guild of Utah.

Article 2—Objects

Section 1: The objects of the Guild shall be to promote and better the art of handweaving; to encourage and stimulate interest in handweaving; to be of practical and technical help to interested persons; to share knowledge and experience with other weavers; to give volunteer service to clinics, institutions, occupational therapy centers, schools, or other organizations that may have need of such service.

Section 2: Further objects of the Guild shall be to publish any papers, leaflets, booklets, drafts, or books that would aid other weavers pursuing the craft; and to engage in any organized course of study that the Guild feels would increase knowledge of weaving or related crafts.

Section 3: No monies received from publications or the sale of articles or other money-raising projects shall be used for personal benefits of any member or members. All monies shall be used to further objects of the Guild as defined in Sections 1 and 2.

Article 3—Powers

Section 1: The Guild shall have the power to receive, administer, and disburse dues, assessments, and other grants to further its ends; to acquire, hold absolutely or in trust for the purposes of the Guild, and to convey property real and personal; to publish papers, leaflets, booklets, drafts, or books; to hold exhibits when feasible, and to exhibit such materials as meet Guild standards; to affiliate with other organizations in the pursuit of common aims and to appoint delegates or representatives to such organizations; to establish branches, sections, or divisions on a regional basis; and to engage in such other activities as are in keeping with the objects of the Guild.

Section 2: All contractual agreements shall be signed by the President and either the Secretary or Treasurer.

Article 4—Membership

Section 1: Membership of the Guild shall consist of persons in sympathy with, interested in, or actively engaged in the art of handweaving and related crafts.

Section 2: The Executive Committee may, by two-thirds vote, remove from the membership rolls any member whose acts are contrary to the ideals, objects, and accepted standards of the Guild as set forth in Article 2.

Article 5—Officers

Section 1: The officers of the Guild shall consist of a President, Vice-President, Secretary, Treasurer, and one or two Grants Officers (Grants Officers may also be appointed officers, depending on need). These officers shall comprise the Executive Committee.

Section 2: Officers shall be elected by a show of hands at the May or June meeting of each year, shall assume office at the close of the June meeting, and shall serve until their successors are installed.

Section 3: The term of office for each officer shall be for one year, with the opportunity for each officer to continue for a second year in office if he agrees to serve in that capacity.

Article 6—Meetings

Section 1: The Guild shall meet monthly, September to June inclusive, on a day, time, and place to be designated by the Executive Committee. One-third of the membership shall constitute a quorum.

Section 2: A special meeting may be called by the Executive Committee.

Article 7—Committees

Section 1: The President shall appoint such committee chairpersons as are needed for the proper functioning of the Guild. These committees may include, but is not limited to: newsletter, hospitality, library, equipment, Guild show, and workshops.

Article 8—Amendments

Section 1: This constitution may be amended by a two-thirds majority of the quorum.

Section 2: Amendments may be proposed by the officers or by any five members of the Guild. The proposed amendments shall be circulated to the Guild at least thirty days before the meeting at which such amendments shall be voted upon.

Section 3: The amendments or provisions of this constitution, as approved at the meeting, shall be effective immediately upon their adoption and shall supersede and nullify all previous constitution enactments in conflict with them and all amendments and provisions herein.

BYLAWS OF THE MARY MEIGS ATWATER WEAVERS' GUILD OF UTAH

Article 1--Membership

Section 1: Each applicant for membership shall pay the full current annual dues.

Section 2: The annual dues of active members shall be set by the Executive Committee.

Section 3: Each active member shall have one vote in the transaction of the business of the Guild, and shall be eligible for any elective or appointed office of the Guild.

Article 2--Elections

Section 1: There shall be a nomination committee of three members appointed at least sixty days before the annual election of officers.

Section 2: The nominating committee shall present a slate of officers to the membership thirty days before the annual meeting, at which time the meeting shall be open for further nominations from the floor.

Article 3--Duties of the Officers

Section 1: The President shall be the presiding officer of the Guild.

Section 2: The President and either the Secretary or the Treasurer shall sign all contractual agreements.

Section 3: The Vice-President shall assume the duties of the President in the event of the absence, death, resignation, or incapacity of the President. The Vice-president shall serve as program chair for Guild meetings.

Section 4: The Membership Secretary shall assume the duties of the Vice-president in the event of the absence, death, resignation, or incapacity of the President or Vice-president. The Membership Secretary will maintain the membership list and distribute updated versions to members as needed.

The Recording Secretary shall take minutes of all meetings and write and distribute the minutes of all Board meetings to members of the Board.

Section 5: The Treasurer shall administer the finances of the Guild. She shall maintain proper and adequate records, which shall be open to the inspection of the Executive Committee at all times. The Treasurer shall render an annual report.

Section 6: The Grants Officer shall serve a two-year term in office. During the first year of the term, she shall write the grant. Being a member of the Executive Committee will allow the feedback needed to write the proposal for funds. During the second year of the term, she will act as a member of the committee that directs either the fiber festival or Guild exhibit, depending on which the proposed funds were for, and will write the evaluation of that project upon its completion. During the second year she will assist the incoming Grants Officer in writing the grant. There may be two Grants Officers serving on the Executive Committee, one serving for the first year of the term and the second serving for the second year. Grants Officers may also be appointed officers, depending on need.

Article 4—Affiliations, Branches, Etc.

Section 1: Independent groups or guilds whose objects are compatible with those of the Mary Meigs Atwater Weavers' Guild of Utah may become branches, provided all members of said group shall be and remain members of the Mary Meigs Atwater Weavers' Guild of Utah.

Section 2: Chapters shall subscribe to the Articles of Incorporation, the Constitution, and By Laws of the Mary Meigs Atwater Weavers' Guild of Utah. The chapter shall comply with the Internal Revenue Code 501(c)(3) and the Utah State code for nonprofit organizations.

The chapter will be organized as follows:

1. The chapter shall consist of at least five members.
2. There shall be duly elected officers, including a President and a Treasurer with the option of adding other officers as deemed necessary by the chapter.
3. The chapter shall levy annual dues of which shall be paid to the Mary Meigs Atwater Weavers' Guild of Utah. A portion of these dues will be returned to the chapter for operating expenses.
4. The chapter Treasurer shall handle all chapter monies in a form prescribed by the Mary Meigs Atwater Weavers' Guild of Utah. The Treasurer shall submit an annual report to the Executive committee.

The chapter shall submit an annual written report of activities to the Mary Meigs Atwater Weavers' Guild Executive Committee. The President and one other member of the chapter shall represent the chapter at such a meeting as voting members. Electronic submissions of votes will be accepted by the Executive Committee.

The charter for the chapter shall be withdrawn if said chapter fails to comply with the purposes and rules set forth in the Articles of Incorporations, the Constitution, and the By Laws of the Mary Meigs Atwater Weavers' Guild of Utah, or with Section 501(c)(3) of the Internal Revenue Code and the Utah State code for nonprofit organizations. Distribution of assets and property shall comply with that code.

No chapter shall be dissolved without a hearing before the Mary Meigs Atwater Weavers' Guild of Utah Executive Committee and two voting members of each local chapter.

Article 5—Meetings

Section 1: Notification of any meeting shall be sent to the members at least five days before such meeting. A special meeting may be called on recommendation of the Executive Committee and due notice given to the membership. In case of emergency, notice of such special meeting may be given by telephone or email.

Article 6—Committees, Appointments, Etc.

Section 1: The President shall appoint committee chairpersons as provided in Article 7, Section 1 of the Constitution and may appoint such additional committee chairpersons as may from time to time be required.

Article 7--Duties of Executive Committee

Section 1: Questions shall be decided by the Executive Committee by a majority of the votes cast. A quorum of the Executive Committee shall consist of a majority of the membership thereon. In the case of a tie vote, the decision of the President shall be final.

Section 2: The Executive Committee shall have the power to make interim appointments to fill vacancies in offices until elections are held.

Article 8—Annual Reports

Section 1: The Secretary shall compile an annual report from the minutes of the Guild, which shall include the reports of all the officers, committees, and delegates or representatives required to make such reports, and such reports shall be kept in a permanent file.

Section 2: The Treasurer shall render an annual report.

Article 9—Finances

Section 1: The fiscal year of the Guild shall begin July 1st.

Section 2: Annual dues shall be payable at the date of the September meeting. Members three months in arrears shall not be entitled to vote, and after notice, may be dropped from the rolls. Reinstatement is accomplished by the payment in full of the current year's dues.

Section 3: The income from annual dues and from investments and other sources shall

constitute the working fund, which shall be available for such services, publications, and other current expenses consistent with the purposes of the Guild.

Section 4: No financial obligations in excess of the funds available in the treasury shall be assumed by the Executive Committee, any officer or committee chairperson, or the membership as a whole on behalf of the Guild, except when approved by a two-thirds vote of the membership of the Guild at a regular, annual, or special meeting.

Section 5: When, as, and if an audit of the books shall seem necessary or expedient to the Executive Committee, such audit shall be conducted at the expense of the Guild.

Article 10—Amendments

Section 1: These bylaws may be amended by a majority vote at a regular or special meeting of the Guild, provided that notification of such business shall have been given to the membership thirty days in advance of such a meeting.

Section 2: The provisions of these bylaws, as approved, shall be effective immediately upon their adoption and shall supersede and nullify all previous enactments in conflict with them.

Tax Exemption

The Mary Meigs Atwater Weavers' Guild of Utah has been designated as a nonprofit, 501(c)(3) organization by the Internal Revenue Service. Members are reminded that donations to the Guild made during the current calendar year are, therefore, tax deductible as charitable contributions on their tax returns. These donations may include gifts of money, books, equipment or other property. In addition, an exemption for mileage is allowed on travel for Guild-related activities such as attendance at executive and other formally designated Guild committees and demonstrations furthering the educational objectives of the Guild, including volunteer activities at Pioneer Trail State Park, schools, hospitals, etc. Members should consult the current Internal Revenue regulations for the amount allowed per mile. Members must be able to support these deductions and are advised to consult their tax attorney, accountant, or financial adviser when preparing their tax returns.