

## **PIONEER QUILTERS' GUILD BYLAWS**

### **ARTICLE I – NAME**

The name of this organization, hereinafter referred to as Guild, shall be the Pioneer Quilters' Guild, a nonprofit organization.

### **ARTICLE II – PURPOSE**

The purpose of the Guild is to contribute to the growth and knowledge of quilting techniques, patterns, and the history of quilt making. This shall be accomplished by:

- Providing educational meetings & community outreach educational programs
- Sponsoring and supporting quilt making and collecting
- Promoting the knowledge and appreciation of quilts
- Providing community service through the distribution of quilts and/or related items as approved by the general membership.

### **ARTICLE III – MEMBERSHIP**

#### **General Membership**

Membership in the Guild is open to anyone who is interested in quilts and subscribes to the purpose of the Guild. Membership becomes valid upon payment and deposit of dues. Membership shall be limited to one hundred fifty (150) members. Members have the privilege of voting and holding office, receiving the monthly newsletter, free entry to all regular meetings of the Guild, receipt of opportunity quilt tickets, and access to the membership roster with the understanding that it will not be used or sold for commercial or solicitation purposes. Members shall support the activities of the Guild by voluntary service relevant to the Guild, such as participation in fund-raising activities, serving on committees, assisting in community service projects, and attending a minimum of five (5) meetings per fiscal year. Failure to comply with attendance requirements shall result in non-renewal of membership. The Membership Committee Chair shall notify the Board if a member does not meet the five meetings requirement. If a member is requesting an exception to the five meetings requirement, the member shall submit it in writing to the Executive Board for review.

In the event all membership positions are filled, a chronological waiting list of persons seeking membership shall be established and maintained. Anyone wishing to become a member of the Guild may place their name on such waiting list for notification of open membership positions as they become available.

#### **Honorary Lifetime Membership Status**

Commencing with the fiscal year 2016, Pioneer Quilters' Guild will establish an Honorary Lifetime Member status. An Honorary Lifetime Member is defined as an active guild member who has reached his/her eightieth (80<sup>th</sup>) birthday prior to the start of the fiscal year and who has been a continuing active member for at least ten (10) years. An Honorary Lifetime Member will be awarded an annual membership renewal without payment of dues and will have all the rights and privileges given to each general member. The number of Honorary Lifetime Members shall be over and above the one hundred fifty (150) member limit.

**Newsletter Subscribers** are not considered part of the general membership. They shall only receive the monthly newsletter.

#### **ARTICLE IV – FINANCIAL**

Fiscal year shall be from January 1 through December 31.

**Annual Dues:** Dues shall be reviewed annually by the Executive Board. Changes in dues of the Guild shall be set by a vote of the membership at a general meeting following the recommendation of the Executive Board. Dues are payable at or before the December general meeting. New members joining during or after the June general meeting shall pay pro-rated dues for the remainder of the fiscal year. All dues paid to the Guild become the property of the Guild and shall be used exclusively for Guild approved expenditures.

**Fiscal Review:** A fiscal review shall be conducted at the close of the fiscal year by two (2) guild members other than the Guild Treasurer, one of whom may be the Treasurer Elect. A report of the fiscal review findings shall be given to the membership at the general meeting following the review.

**Budget:** The Executive Board shall submit an annual budget for the Guild membership approval. Committee chairs shall submit budget requests by October 15th to the Guild Treasurer. The Treasurer shall submit a Proposed Annual Budget for review and approval of the Executive Board at the October Executive Board Meeting. The Proposed Annual Final Budget shall be published in the Guild's November newsletter. A vote by the General Membership to approve the budget shall take place at the December general meeting.

**Contributions and Donations:** Contributions or donations made to outside persons or organizations shall be made only with the approval of the General Membership.

**Fundraising:** At least one fundraising project directed to and in support of the Guild's purpose shall be held each year. Proposals for new projects and/or changes to the time, place, and nature of existing activity (ies) shall be submitted to the Executive Board for review and approved by a vote of the General Membership. "Fundraiser" is defined as any type of event or sale of products from which there is a reasonable expectation that the Guild will make a profit that can be applied to further the stated purpose of the guild.

**Liability Insurance:** The Guild shall carry liability insurance to cover its activities.

**Non-budgeted Expenditures:** All non-budgeted expenditures in excess of \$250 require the approval of the General Membership.

**Release of Funds:** All checks drawn to release funds from the Guild account shall bear at least two authorized signatures. Authorized signatures shall be the Treasurer, the President, and at least one other member as designated annually by the Executive Board.

#### **ARTICLE V – MEETINGS**

The Guild shall hold a minimum of ten meetings a year, at a time and place designated by the Executive Board. Such meetings will be announced in advance by phone, email, or by mail.

Special Guild meetings may be called by the President, by three members of the Executive Board, or by ten active members of the Guild. Special meetings shall be

announced by telephone, email, or by mail at least twenty-four (24) hours in advance of the meeting.

**Quorum:** Thirty percent (30%) of the membership of the Guild shall constitute a quorum. There shall be no proxy votes.

Workshops, excursions and special events for which the Executive Board may set an admission charge shall not be considered a regular meeting. Non-members may be assessed an admission charge to general meetings and Guild activities as set by the Executive Board.

## **ARTICLE VI – OFFICERS**

Officers of the Guild shall be President, Vice President, Secretary, Treasurer, Treasurer Elect, Past President, Program Chair, Program Chair Elect, Ways and Means Chair, Ways and Means Elect, and two (2) elected Members at Large. Candidates for the Presidency shall have served previously on the Executive Board. Nominations will be made in November and officers will be elected in December. Officers will be installed in December and officiate at the January general meeting.

If the Executive Board determines that any elected officer is not fulfilling the duties of the office, the Board shall propose removal of said officer. Removal must be approved by a majority vote at an Executive Board meeting. In the event of a vacancy in any office, with the exception of the President, the Executive Board shall fill the position by appointment.

A member may be elected to serve in the same office for no more than two consecutive terms of office, a term of office being one year. A member may not serve as President or Treasurer on the Executive Board if the member serves on the Executive Board of another quilt guild.

## **ARTICLE VII – OFFICERS’ DUTIES**

The President shall be the chief elected officer of the Guild and shall preside at all general meetings and Executive Board meetings.

The Vice President shall, in the absence or resignation of the President, serve and perform duties of the President, and be willing to seek the Presidency the following year. The Vice President shall be responsible for coordinating visiting opportunity quilts, chairing the Nominating Committee, and being responsible for special projects requested by the President.

The Secretary shall be responsible for the records of the Guild, keep the minutes of the General Meetings as well as the Executive Board Meetings, and make them available for inspection by the membership. The Secretary shall be responsible for all official Guild correspondence.

The Treasurer, as Chief Financial Officer of the Guild, shall be responsible for the care and custody of the funds of the Guild and for the timely preparation of all fiscally related reports and financial filings.

The Treasurer Elect shall work with the Treasurer to learn all the responsibilities relating to the funds of the Guild. In the absence of the Treasurer, the Treasurer Elect shall perform the duties of the Treasurer.

The Past President shall be responsible as the transition advisor, overseeing the transition of outgoing and incoming Board and Committee Chairs to ensure a smooth transition from one fiscal year to the next.

The Program Chair shall be responsible for the program segment for all general meetings of the Guild and conducting workshops for Guild members.

The Program Chair Elect shall assist the Program Chair. The Program Chair Elect shall arrange for Guild meeting speakers and workshop leaders for the next Guild fiscal year. All arrangements shall meet budgetary constraints. In the absence of the Program Chair, the Program Chair Elect shall perform the duties normally performed by the Program Chair.

The Ways and Means Chair shall be responsible for coordinating fund-raising activities for the Guild, including, but not limited to, Opportunity Quilt sales and the sale of miscellaneous merchandise.

The Ways and Means Elect Chair shall work with the Ways and Means Chair to learn the duties and responsibilities of the position.

The Members-at-Large shall act as a liaison between the members of the Guild and the Executive Board.

## **ARTICLE VIII – EXECUTIVE BOARD**

The Executive Board shall meet regularly, at a time and place designated by the Executive Board, to conduct its business meetings. The Executive Board shall consist of the following elected officers: President, Vice President, Secretary, Treasurer, Treasurer Elect, Past President, Program Chair, Program Chair Elect, Ways and Means Chair, Ways and Means Elect, and two (2) elected Members -at -Large. The general membership is welcome and encouraged to attend all Board meetings.

Each Executive Board position shall have one vote on the Board. Any position that has a Co-Chair and/or an Elect shall share one vote on the Executive Board motions.

The Executive Board reserves the right to conduct closed sessions at any Executive Board meeting. Attendance at such sessions is limited to Executive Board members and those deemed necessary by the Executive Board to provide information or input directly relevant to items on the agenda for the closed session.

One-half plus one of the voting members of the Executive Board shall constitute a quorum of the Board.

In order for the Board to conduct official business a quorum must be present.

The President may call special meetings of the Executive Board in response to a written request from one member of the Board or by written request to the President by three members of the Guild.

The Executive Board shall be responsible for carrying out the established Policies and Procedures of the Guild. A list of such policies will be attached to the Bylaws. The Policies and Procedures shall be subject to review and approval of the Executive Board. The Executive Board shall approve Committee Chairs, who shall report to the Executive Board.

#### **ARTICLE IX – NOMINATIONS AND ELECTIONS**

The Executive Board shall appoint a Nominating Committee no later than June. The Committee shall consist of the Vice President and two individuals from the general membership.

The Nominating Committee will submit a slate of one or more nominees for each elected office to the Executive Board at its October meeting. The slate will be submitted to the general membership at the November general meeting and at that time additional nominations may be made from the floor.

Nominations shall be published in the November Guild newsletter.

The election shall be held at the general meeting in December. The slate of nominees shall be read again. The election shall be by voice vote for all uncontested offices. In the event of a contested office, the vote shall be by secret ballot. Ballots shall be kept sealed by the Secretary for one year.

#### **ARTICLE X – AMENDMENTS**

Amendments to the Bylaws shall be submitted in writing to the Guild membership for review and final approval at any regular meeting of the Guild. A 2/3 vote of active members present is required. Notification of when the vote is to be held (i.e. which general meeting) is required in writing in advance. The Bylaws shall be reviewed every three (3) years, or at the discretion of the Board.

#### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

All procedures not covered by these Bylaws shall be governed by Roberts Rules of Orders, Revised. All duly called meetings of the Guild shall adhere to these Bylaws and acceptable standards of parliamentary procedures.

#### **ARTICLE XII – DISSOLUTION**

Should the Guild be dissolved, any funds remaining in the treasury, along with any remaining property shall be distributed to an educational, non-profit organization to be named by the Executive Board and approved by the general membership prior to dissolution.

President: Sarah Carroz \_\_\_\_\_

Vice President: Barbara Victorino\_\_\_\_\_

**Adopted** 2/6/89

Rev. 2/5/96, 3/3/97, 4/6/98, 4/5/99, 4/3/00, 4/2/01, 4/03, 5/05, 05/06, 09/06, 8/27/07,  
6/1/09, 4/4/11,10/7/13, 06/24/15, 11/02/15