

## Prairie Quilt Guild By-Laws

### Article I: Name

The name of this organization shall be Prairie Quilt Guild, Inc.

### Article II: Purpose

The purpose of this guild shall be to stimulate an interest in quilts, to promote and advance the art of quilt making, to conduct educational programs and services in the design and techniques of quilt making and to foster research in the history of the art.

### Article III: Members

Section 1. Membership is open to anyone with an interest in quilts without regard to race, color, sex or national origin.

Section 2. A person may attend two (2) regular meetings of the Guild as a guest before being required to join if further attendance is desired.

Section 3. The object and purpose of this organization being entirely education, no part of its earnings shall benefit any individual. Reimbursement for expenditures or the reasonable compensation for services rendered shall not be deemed to be distribution of income or principle.

### Article IV: Duties of Officers

Section 1. The officers shall be President, Vice President, Vice President Elect, Secretary and Treasurer. The term of office for all officers is one (1) year or until their successors are elected. No officer shall be eligible to serve for more than two (2) consecutive years in the same office. The term shall begin at the close of the Annual Meeting in September.

Section 2. The President shall preside at all meetings and appoint all committee chairs necessary to the welfare of the Guild. The chairs may then appoint their own committees. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 3. The Vice President or Vice President Elect shall preside at all meetings in the absence of the President or at the President's request. The Vice President shall serve as Program Chair for the monthly meetings.

Section 4. The Vice President Elect shall serve as Assistant Program Chair for the monthly meetings. The Vice President Elect will assume the position of Vice President the year following her election.

Section 5. The Secretary shall take and keep complete and accurate minutes of all Board and Guild meetings, shall conduct and make available Guild correspondence, and shall report any and all action taken at each Board meeting to the general membership.

Section 6. The Treasurer shall record all funds made available to the Guild, shall keep written record of all transactions involving the Guild in the Prairie Quilt Guild, Inc. Treasurer's Book and present to the membership at itemized monthly report and an annual report, and shall attend all meetings of the Finance Committee.

## Article V. Board of Directors

Section 1. The Board of Directors shall consist of President, Vice President, Vice President Elect, Secretary, Treasurer, the immediate Past President, Finance, Hospitality, Membership, Newsletter, Advertising, Publicity, Workshops, and four (4) Members at Large elected from the membership at large. No Director shall be eligible to serve for more than four (4) consecutive years. The term shall begin at the close of the Annual Meeting in September.

Section 2. The Board of Directors shall meet monthly in the evening on the last Tuesday of the month, or in an emergency, as called by the President. A December Board Meeting shall be an option as determined by the President. A majority of its members shall constitute a quorum for the Board Meetings.

Section 3. Duties: The Board of Directors shall set policies pertaining to Guild business, shall authorize program expenditures that fall within the budget, with any expenditure over \$1000 and not in the budget taken to the Guild for a vote, and shall promote educational programs and services of the Guild.

Section 4. Executive Committee: The President, Vice President, Vice President Elect, Secretary and Treasurer shall be members of the Executive Committee. The Executive Committee shall have the powers of the Board of Directors between Board Meetings provided a quorum of three is present and that action, if any, shall be submitted to the Board of Directors at its next meeting.

Section 5. An officer may resign at any time by delivering notice to the Guild's Board of Directors and such resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove any officer at any time with cause. When an officer or director position becomes vacant, it will be filled by the Board. A position shall be considered vacant because of death, resignation, failure to fulfill job or two (2) absences from Board Meetings without legitimate excuse.

## Article VI: Meetings

Section 1. The regular meeting shall be the second (2nd.) Tuesday of each month or as designated by the Board of Directors.

Section 2. The regular meeting in August shall be for the purpose of electing the Board of Directors and Nominating Committee, receiving reports of officers and committees, and for any other business that may arise. This is to allow one (1) month for a transition period between the old and new Boards.

Section 3. Special meetings may be called by the President, Board of Directors, or written petition of at least ten (10) Prairie Quilt Guild members.

Section 4. Notification of all members of all meetings will be distributed ten (10) days prior to the meeting.

Section 5. A quorum for regular monthly meetings, the annual meeting, and special meetings is the number of members present, provided the meetings have been properly called.

## Article VII: Finances

Section 1. The fiscal year shall run from October 1 to September 30, with the Annual Meeting to be held on the second (2nd) Tuesday of September. Each member shall pay annual dues in the amount deter-

mined by the Board of Directors. Dues are payable on or before October 1st and must be received no later than October 31st in order to ensure continuous membership. Failure to pay dues on or before this date shall be considered the voluntary withdrawal of a member from the Guild. In the event of a member's withdrawal from the Guild during the year, dues shall not be prorated or refunded. Those joining for the first time after April 1st shall pay one-half (1/2) of the membership dues for the remainder of that fiscal year.

Section 2. All expenditures above \$1000 related to any Guild checking account will require two (2) signatures. For the Guild checking account, any two (2) of the three (3) (President, Vice President, or Treasurer) may sign these checks. For the Guild Quilt Show checking account, any two (2) of the three (3) (Quilt Show Co-Chairs or Quilt Show Treasurer) may sign these checks. The Guild Treasurer and the Quilt Show Treasurer will be responsible for handling all deposits made to their respective accounts.

Section 3. All committee members will provide a written record of any monies collected. A duplicate of the record will be forwarded to the Treasurer. The Treasurer will provide to the committee chairman a receipt for all monies collected.

#### Article VIII: Nominating Committee

Section 1. The Nominating Committee shall consist of five members. One Board member shall be elected by the Board of Directors to serve on the Nominating Committee. Two (2) members who attend the day meeting and two (2) members who attend the evening meeting along with one (1) alternate from each shall be elected at the August meeting by the membership. The committee shall elect a chair.

Section 2. The Nominating Committee shall present a list of nominees from the membership body for the proposed Board of Directors (which will consist of the Executive Committee and the Standing Committee) and the proposed Nominating Committee at the August meeting. Written notification of the list of nominees will be sent to all Guild members ten (10) days prior to the meeting. Additional nominations will be accepted from the floor with prior consent of the nominees and provided that such nominations are presented to the Nominating Committee twenty-four (24) hours prior to the August meeting.

#### Article IX: Committees

Section 1. The duties of the Standing Committee Chairs include but are not limited to the following:

A. Membership Committee duties shall be:

- (1) Collect and record all dues; turn money over to the Treasurer.
- (2) Maintain a roster of all members.
- (3) Keep an "Interest Profile" on Guild members and comprise lists of volunteers for committee chairs from information on the profile sheets.
- (4) Print a Membership Directory.

B. Hospitality Committee duties shall be:

- (1) Be responsible for providing hostesses for special events.
- (2) Be responsible for the option of having door prizes for monthly meetings.

C. Finance Committee duties shall be:

- (1) Establish and present a Budget at the July meeting of the Board.
- (2) Present the Proposed Budget to the membership at the Annual Meeting for approval. The Proposed Budget will be published in the Newsletter ten (10) days prior to the Annual Meeting.

D. Newsletter Committee duties shall be to assume primary responsibility for monthly composition, publication and mailing of the newsletter.

E. Advertising Committee duties shall be to obtain and manage sale of advertising for the news letter.

F. Publicity Committee duties shall be to publicize events of the Guild through the news media.

G. Workshop Committee duties shall be to plan and supervise arrangements for workshops given by Guild members and guest teachers.

Section 2. The President shall appoint from the membership additional committees as the need arises.

Section 3. Auditor: The incoming President shall appoint an Auditor who shall audit the Treasurer's books between the September and October meetings. The report of the Auditor shall be made at the October meeting.

#### Article X: Parliamentary Authority

ROBERT'S RULES OF ORDER, NEWLY REVISED shall be the authority of deciding all points of order and procedure when not in conflict with the Bylaws.

#### Article XI: Amendment of Bylaws

Section 1. Bylaws shall be reviewed every four (4) years by a committee appointed by the current President and chaired by the current parliamentarian appointed by the current President at the beginning of the fiscal year. The committee shall present any recommendations to the Board Members. Notice of the Bylaw amendments shall be published to the general membership no later than ten (10) days prior to the July general meeting.

Section 2. These amendments shall be in effect for the next fiscal year upon approval by a two thirds vote of the Guild members present at the meeting following the notice, no later than the July general meeting.

#### Article XII: Dissolution

In the event of dissolution of the Guild, any and all of its funds and any other property then owned by it shall be distributed to or for the use of such charitable or educational organizations exercising some function with respect to quilting as the Board of Directors shall then select and determine.

These Bylaws have been amended as approved on July 9, 2013.