

# **BYLAWS OF PARKER PIECE KEEPERS QUILT GUILD**

## **Article I. Name**

The name of the organization shall be the *Parker Piece Keepers Quilt Guild*, hereafter referred to as the “Guild”. Said Guild (also known as “corporation”) is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 ( c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future tax code).

## **Article II. Purpose**

The purposes of this Guild shall be to educate beginning and skilled quilters primarily in traditional quilting methods and to engage in charitable outreach programs.

## **Article III. Membership**

**Section 1. *Members.*** The Guild shall have only one class of members. A member is anyone who is interested in quilts and who has paid current dues. Only current members may vote or hold office. All members shall have the same rights, privileges, restrictions and conditions. There is no limit on the number of members the Guild may admit.

### **Section 2. *Dues.***

- A. Dues shall be set to an annual amount by the Executive Board.
- B. The fiscal year is January 1 to December 31.
- C. New members joining after July 1 shall pay ½ of the annual dues.

## **Article IV: IRC 501( c)(3) Tax Exemption Provisions**

**Section 1:** No part of the net earnings of the Guild shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501( c)(3).

**Section 2:** No substantial part of the activities of the Guild shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

**Section 3:** Notwithstanding any other provision of these articles, the Guild shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501( c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

#### **Article V. Officers**

**Section 1.** The elected officers shall be: President, Vice President, Secretary, Treasurer, Program Chair and and Program Vice Chair; this constitutes the Executive Board (also known as the “Board of Directors” or “Board”) of the Guild.

#### **Article VI. Board of Directors**

The Board of Directors shall comprise the elected officers and the past President. Each member of the Board has one vote. A voting quorum shall consist of a majority of the Board.

**Section 1.** *Term of Office.*

The term shall begin the first day of January in the year for which they are elected and shall end the last day of December of the same year except for the position of Treasurer, which shall be a two-year term. Elected officers may serve no more than two (2) consecutive years in the same position. Every year a Program Vice Chair shall be elected and the previous Program Vice Chair shall become Program Chair, thereby the Program Vice Chair shall serve a two-year term. No member shall hold more than one elected office at a time.

**Section 2.** *Duties of Officers.*

**A.** The President shall:

- Preside at all Board and Membership meetings.
- Be an ex-officio member of all committees.
- Sign any contracts and financial papers.
- Sign checks in absence of the Treasurer.
- Oversee all activities of the Guild.

**B.** The Vice President shall:

- Assume the duties of the President in her/his absence.
- Assume the office of President in case of a vacancy in that office.

- Be responsible for all duties involving membership including maintaining the roster and membership records.
- Perform other duties as requested by the Board.

**C. The Secretary shall:**

- Keep minutes of the Board and Guild meetings.
- Provide minutes to the Board members and at the Guild meetings.
- Maintain the written records for the Guild.
- Maintain the bylaws and standing rules.
- Record any votes brought before the membership.
- Conduct all correspondence of the Guild.
- Maintain correspondence records for the Guild.

**D. The Treasurer shall:**

- Receive all monies of the organization and deposit these monies in a bank selected by the Board.
- Maintain the financial records for the Guild.
- Make regular reports to the Board.
- Make disbursements as directed by the Board

**E. The Program Chair shall:**

- Coordinate monthly programs.
- Arrange for workshops, with assistance from other members as necessary.
- Obtain speaker contracts with required signatures and distribute signed copies of said contracts to the president and treasurer (keeping original in Program book).
- Write thank you notes to program speakers
- Perform such other duties as may be required or directed by the Board.

**F. The Program Vice Chair shall:**

- Assist the Program Chair and in every way and learn all the jobs of the Program Chair.
- After serving one year as Program Vice Chair, the following year the Program Vice Chair shall replace the Program Chair and acquire that title.

**G. The Past President shall:**

- **Serve as parliamentarian and be the authority for interpretation of the bylaws at all Board of Directors meetings.**
- **Review the bylaws yearly with the Board of Directors.**
- **Serve as an advisor on the nominating committee.**
- **Be versed on Robert's Rules of Order.**
- **Make arrangements for and conduct the installation of elective officers for the next term.**
- **Attend all monthly board meetings.**
- **Perform such other duties as may be required or directed by the Board of Directors.**

## **Article VII. Nominations and Elections**

**Section 1. The Nominating Committee Chairman shall be appointed by the President at the August meeting.**

**Section 2. The Nominating Chairman shall submit the slate of nominees to the membership at the October meeting. The election shall be held during the December meeting.**

**Section 3. Vacancies in Officer Positions:**

**A. A vacancy in the office of President shall be filled by the Vice President.**

**B. A vacancy in any other officer or any appointed position shall be filled by presidential appointment, subject to approval by the Board.**

**C. The Board reserves the right to remove any officer or appointed position, at its discretion, for inability to complete the responsibilities of the office.**

**Section 4. Indemnity of Officers.**

**Each officer or chair, whether or not then in office, shall be indemnified by the Guild against all costs and expenses reasonably incurred by, or imposed upon, her/him in connection with, or arising out of, any action or proceeding in which she/he may be involved by reason of her/his being or having been an officer or chair of the Guild. An exception is made in relation to matters in which such officer or**

**chair has been adjudged liable to the Guild for negligence or misconduct in the performance of her/his duties.**

#### **Article VIII. Meetings.**

- A. The Guild shall meet on the 4<sup>th</sup> Tuesday of each month, except the meetings for the months of November and December which shall be combined and held on the 1<sup>st</sup> Tuesday of December. Meeting dates may be changed for holidays as needed.**
- B. Any business decisions presented to the Guild at a meeting shall require a quorum of one-third (1/3) of the current membership to be present.**
- C. The Board of Directors shall meet monthly and it's meeting is open to all Guild members.**
- D. The annual business meeting of the Guild shall be held in conjunction with the regularly scheduled Guild meeting in December. At this time, new officers shall be elected. The new officers shall assume their offices beginning January 1.**

#### **Article IX. Business.**

**Section 1. Program. The Guild shall have programs for the monthly meetings.**

**Section 2. Hospitality. The Guild welcomes guests.**

**Section 3. Outreach. The Guild shall support any community charitable projects decided upon by the membership.**

**Section 4. Activities. The Guild shall explore other activities, such as retreats, quilt shows, field trips and shop hops that are open to Guild members.**

**Section 5. Education. The Guild shall offer classes and workshops to Guild members.**

#### **Section X. Finance.**

**Section 1. Budget. The Treasurer, in cooperation with the Board, shall formulate a budget for the upcoming fiscal year. The budget shall be approved by the Board no later than the October Board meeting. The proposed budget shall be presented to the membership at its annual meeting in October and shall be adopted by a majority vote of the attending membership. This budget shall be a guide to the Board; however, the Board may amend this budget within the same total budget amount.**

**Section 2. Audit.** An audit of the Guild finances shall be conducted annually at the end of the fiscal year, no later than February 1. An audit shall also be conducted upon change of Treasurer and at the discretion of the Board. The audit shall be performed by Guild members appointed by the Board.

#### **Article XI. Amendments to Bylaws.**

Amendment(s) may be proposed by any member in writing to the Board of Directors. It shall be the judgment of the Board of Directors to place the amendment(s) before the membership. Amendment(s) to be brought before the membership will be published in the newsletter and/or by special e-mail notice to all members prior to the meeting. At the general membership meeting following the publication of the proposed amendment(s), the membership shall vote on the proposed amendment(s) by a show of hands.

These bylaws may be amended at any Guild meeting at which a quorum of one-third (1/3) of the membership is present. Any amendments must be approved by two-thirds (2/3) vote of the members present and voting.

#### **Article XII. Disposition of Property.**

**Section 1.** The Board of Directors, upon dissolution of the Guild, shall pay or make provision for paying all liabilities of the Parker Piece Keepers Quilt Guild.

**Section 2.** Upon dissolution of this Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501( c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or shall be distributed to the federal, state or local government for public purpose.

#### **ADOPTION OF BYLAWS**

We, the undersigned, are all of the directors or incorporators of this corporation, and we consent to and hereby do adopt the foregoing bylaws, consisting of five preceding pages, as the bylaws of this corporation.

**Dated: April 28, 2015**

**Originally Adopted January 8, 2010**

**Amended October 8, 2013**

**Amended April 28, 2015**