

# WILDFLOWER QUILT GUILD BYLAWS

## Article I – Registered Name and Fiscal Year

### Section 1. **Registered Name**

The name of this organization shall be “Wildflower Quilt Guild,” a Texas non-profit organization.

### Section 2. **Principle Office and Agent**

The principle office of the guild shall be the presiding president’s address.

The current registered agent shall be the presiding president.

### Section 3. **Fiscal Year**

The fiscal year is January 1<sup>st</sup> through December 31.

## Article II – Purpose/Mission

The purpose/mission of the organization shall be to promote the art of quilting and to provide an opportunity for sharing ideas and learning new techniques.

## Article III – Membership

### Section 1. **Composition**

Membership shall be open to the public. Junior membership shall be open to youth ages 7 – 18.

A person may attend two regular meetings as a guest. Further attendance requires payment of dues.

### Section 2. **Membership Responsibilities, Rights, and Privileges**

Membership responsibilities rights and privileges include paying dues, serving on committees, holding office, serving as coordinators, voting, and participating in all activities sponsored by the Guild. Regular and junior members have the right to attend monthly meeting and privilege of the floor at board meetings.

- A member shall not misuse, sell, or give away the membership roster.

### Section 3. **Membership Dues**

Dues are not refundable.

A member whose check is returned from the bank shall have one month to pay in cash for the check plus bank costs. After one month their membership will be terminated until the check and the bank costs are paid.

- Dues shall be considered delinquent one month following the due date set by the Board of Directors, after which the member shall be dropped from the membership roster and will not be eligible for the privileges of membership until dues are paid in full.
- Membership in the Guild may not be transferred or assigned to another person.

#### Section 4. **Guild Meetings**

Regular meetings of the Guild will be held on the third Tuesday of each month at the place and time agreed upon by the membership unless changed by the Board of Directors.

- Each member shall be entitled to one vote on each matter submitted for a vote to the members by the Board of Directors.
- Special meetings may be called by the President or the Board of Directors.
- One-third of the membership shall constitute a quorum.

### Article IV – **Board of Directors**

#### Section 1. **Composition**

The Board of Directors shall be composed of the following officers: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Operations Treasurer, Fundraiser Treasurer, Activity Director, Community Service Director, Communication Director, Membership Director, Quilt Show Director, and Parliamentarian.

#### Section 2. **Term of Office**

Officers and Directors:

- Officers and Directors are elected to a one year term beginning January 1 after the elections or until someone is elected to replace them.
- Officers and Directors may only serve 2 consecutive terms in the same position and then may serve up to 2 years in a different position with a maximum of 4 years served on the Board before a hiatus.
- Officers and Directors may serve again after a one year hiatus.
- No member will be elected to more than one office at a time.
- Officers and Directors may be removed with or without cause by a two-thirds vote of the Board of Directors.
- Officers or Directors that miss 2 consecutive board meetings may be removed by two-thirds vote of the Board of Directors.
- In the event of a vacancy, the remainder of the term may be filled by presidential nominated member and approved by the Board of Directors. The remainder of the term does not count toward term limits.

Coordinators:

- Coordinators may serve multiple terms but additional terms are not automatic.
- Coordinators may be removed, with or without cause by a two-thirds vote of the Board of Directors.

#### Section 3. **General Duties of the Board**

The Board of Directors shall be responsible for general supervision of the business and affairs of the Guild under the direction of the President. Officers and Directors are to perform the duties outlined in the By-Laws, Policies & Procedures, and Parliamentary Authority. The Board shall have the authority to ratify standing committees. Each Officer, Director, and Coordinator will

operate within their budgeted amount. Each Officer, Director, and Coordinator will transfer complete, updated records of their office or activity to their successors as soon as possible, but no later than the first board meeting of the new year.

#### Section 4. **Board Meetings**

Board meetings of the Guild will be held on the second Tuesday of each month (to allow month end financial records to be balanced) at the place and time agreed upon by the membership unless changed by the Board of Directors.

- Each member of the Board shall have one vote, except the President who will only vote in the event of a tie.
- Special meetings shall be called by the President or the Board of Directors.
- One-third of the Board shall constitute a quorum.

#### Section 5. **Duties of the Officers**

President:

- Is the principal executive officer of the Board and will be the primary contact for all outside groups, unless otherwise designated.
- Will set the agenda and preside at all meetings of the Guild and the Board of Directors.
- Will serve as an ex-officio member of all committees except the Nominating committee.
- May not serve on or select the nominating committee.
- May create any temporary (ad hoc) committee for a specific purpose, and disband that committee after the specific function is completed.
- Appoints a Parliamentarian.
- Appoints 2 members to audit the books before the January Board of Directors meeting.
- Collects the Directors' notebooks at the December meeting.
- Selects liaison between the Guild and the meeting place.
- Selects the Hospitality coordinator
- Is responsible for storage facility inventory and ensures rent is paid and inventory is maintained.
- Files the required paperwork for the 501(c)4.

First Vice President:

- In the absence of the President, or in the event of the President's inability to act, the First Vice President shall perform the duties of the President.
- Presents the monthly programs and the advance notice of programs and workshops for the current year.
- Selects the Christmas party coordinator

Second Vice President:

- Schedules programs and workshops for the year following their current term of office.
- Serves as First Vice President for the Guild following their year of election as Second Vice President. These two terms shall constitute the two year term limit.

- Obtains signed contracts with all individuals who agree to provide programs and/or workshops for the following year by August board meeting. All contracts initiated by this officer shall be binding on their successor.
- Publish the Year of Programs & Workshops for all members (via email or guild newsletter) by October and have all workshops on the guild website so that members can begin registering for them.

**Secretary:**

- Keeps the minutes of all general business membership meetings, all called meetings, and all Board meetings.
- Conducts general correspondence of the Guild.
- Serves as custodian of all documents related to guild activities as well as copies of all Treasurer's reports.

**Operations Treasurer:**

- Collects all money collected by the guild and deposits in the bank in a timely manner.
- Pays all outstanding financial obligations/expenses in a timely manner.
- Obtains Board approval prior to payment for non-budgeted expenditures or expenditures that exceed budgeted amounts.
- Collects budget information from Officers and Directors and prepares a draft for a proposed annual budget by October of each Guild year.
- Balances the bank accounts monthly and submits a balanced financial report to be published in the monthly newsletter. (see sample in Robert's Rules of Order)
- Assume duties of co-treasure as needed.

**Fundraiser Treasurer:**

- Deposits all money collected by the quilt show and any other fund raising activities in a timely manner.
- Pays all financial obligations/expenses for the quilt show and any other fund raising activities in a timely manner.
- Serves as Treasurer for the biennial quilt show.
- Obtains Board approval prior to payment for non-budgeted expenditures or expenditures that exceed budgeted amounts for the quilt show and any other fund raising activities.
- Assumes duties of treasurer in the absence of treasurer.

***Parliamentarian:***

- Is not an elected officer and is not a voting member of the Board.
- Clarifies correct parliamentary procedures following Robert's Rules of Order at any guild related meeting.
- Chairs By-Laws Committee every two years.
- Maintains and has available a copy of Robert's Rules of Order at every Board of Directors meeting and Quilt Guild meeting.

- Shall attend all board meetings and monthly guild meetings.
- If unable to attend a meeting, must appoint someone to act as Parliamentarian.

Activity Director:

- Selects the Block of the Month Coordinator
- Selects the Quilter Pal Coordinator
- Selects the Charm Square exchange Coordinator
- Selects the Challenge Coordinator
- Selects the Birthday Fabric Raffle Coordinator
- Selects the UFO Challenge Coordinator

Community Service Director:

- Coordinates the guild's community service projects.
- Selects Donation Coordinator.

Communications Director:

- Ensures the newsletter will be produced and distributed
- Social Media Coordinator (will oversee Facebook page and ensure photos are taken and posted to social media)
- Selects the WQG Website Developer
- Selects the Public Relations Coordinator

Membership Director:

- Fulfills the membership duties
- Selects the Sunshine and Shadow Coordinator
- Selects the Scott & White Quilts Coordinator
- Selects the New Member Coordinator
- Selects the Yearbook Editor

Quilt Show Director:

- Directs the biennial quilt show
- Works closely with the Board during the planning of the quilt show
- Selects a Quilt Show Chairman
- Selects a Quilt Show Treasurer
- Selects a Quilt Show Secretary
- Selects a Public Relations Coordinator

## **Article V – Nomination and Election of Officers**

### Section 1. Nominating Committee Appointment

The past president, parliamentarian, or assigned designee will be the chairperson of the nominating committee. It will consist of one non-returning elected officer of the Board of Directors and four members from the membership who will meet in September.

#### Section 2. Nominating Committee Meeting

The nominating committee will produce a slate of officers from the membership who have consented to serve in a particular position. The report of the committee will be presented at the October Guild meeting. Nominations will also be accepted from the floor for officers with the approval of the person nominated.

#### Section 3. Election of Officers

The slate of Officers and Directors will be elected by a majority vote at the November guild meeting.

#### Section 4. Installation of Officers

Newly elected Board members will be installed by the past president or Nominating Committee Chair at or before the December guild meeting. Official duties of each Officer or Director will begin January 1 of the next year.

### **Article VI – Parliamentary Authority**

The current edition of Robert’s Rule of Order Newly Revised, shall govern the Guild in all cases in which they are applicable and in which they are not in conflict with these bylaws.

### **Article VII – Amendments to the Bylaws**

Amendments may be proposed by any member, in writing, signed and mailed to the Guild president at least two weeks prior to a regular board meeting. Amendments will be presented at one regular Guild meeting and voted on by the membership at the following regular Guild meeting. Amendments will be approved by a two-thirds majority of the attending membership. A biennial review of the bylaws will be conducted by the Board of Directors.

### **Article VIII- Dissolution of the Organization**

In the event that the Guild is disbanded, all outstanding accounts will be paid, then all assets will be given to a non-profit organization determined by a majority vote of the membership.

2022 By-laws Committee:

Stacy Clady

Diane Cimerolli

Bev Crocker

Diane Henderson

Ruth Ellen Fise

Approved by board – 11/8/2022

Approved by membership – 11/15/2022