

RIVER CITY QUILTERS GUILD

BY-LAWS

(Latest revision 2-1-07)

ARTICLE I - NAME OF GUILD

The name of this organization shall be the River City Quilters' Guild and is hereinafter referred to as the GUILD.

ARTICLE II - PURPOSE OF GUILD

The purpose shall be to:

Contribute to the knowledge of quilting techniques, patterns, history and quiltmaking by providing educational meetings, fun and fellowship;

Sponsor and support quilting activities;

Encourage quiltmaking and collecting;

Promote the appreciation and knowledge of fine quilts.

ARTICLE III - MEMBERSHIP

Section I - General Membership

I.1 Membership in the GUILD is open to any person, regardless of race, color, creed, sex, or national origin, who subscribes to the purposes of this GUILD and complies with these By-Laws. Upon payment of dues, individuals are entitled to the full benefits of membership as follows:

Receive a monthly newsletter, a membership roster, free entry to all General meetings of the GUILD, and the right to vote on all issues and elections presented at the General Meetings, and to serve on the Board of Directors. Additional programs, workshops, or other GUILD activities are subject to admission charges as set by the Board of Directors. The membership roster will not be used for commercial purposes except as specified in these By-Laws.

I.2 The GUILD maintains the right to deny or revoke the membership of any individual who knowingly:

A. Refuses to comply with these By-Laws.

B. Refuses to pay monies rightfully due the GUILD within fourteen (14) days of notification that such monies are due.

C. Refuses to return, replace, or restore to original condition any GUILD property borrowed or rented from the GUILD. An individual is required to return, replace or restore GUILD property within fourteen (14) days of a request to do so by the Property Manager, Librarian, or other Board member.

Denial or revocation of membership shall require a two-thirds (2/3) vote of the Board members present. Individuals whose membership is in question shall be notified in writing and be given the opportunity to address the Board before any action is taken.

(Affiliate Membership)¹

¹ Deleted 7/16/91

Section II - Non-Members and Guests

Participation in GUILD activities by non-members is subject to policies set by the Board.

Section III - Dues

Annual dues to the GUILD are payable no later than the January General Meeting. Persons joining after the January General Meeting will pay the full amount, excepting those persons joining July 1 or later will pay the prorated amount for the remainder of the year as determined by the Board of Directors. Persons who are members in one calendar year and renew their membership in the following calendar year will be determined to be "renewals". Membership renewals will not be prorated.

New memberships for the coming calendar year may be accepted on or after the date of the Quilt Show. These new members shall also be considered members in good standing for the duration of the calendar year in which their dues were paid.

(Added April 18, 1989)

Annual dues rates are as follows: All membership dues will be \$35.00 per year per person starting January 2007. **(Revised September 2006)**

ARTICLE IV - GENERAL MEETINGS

Section I - General and Special Meetings

The GUILD shall hold a minimum of ten (10) meetings a year on the third Tuesday of the month. Other meetings may be announced by telephone or mail in advance. Special meetings may be called by the President or Acting President. General Meetings will be conducted by a GUILD officer in the following order of precedence: President, President-Elect, Recording Secretary, Program Chairperson, Quilt Show Chairperson, Quilt Show Chairperson-Elect, Treasurer, and Corresponding Secretary.

Section II - Place of General Meetings

The place of General meetings will be arranged by the Program Chairperson with the approval of the Board.

Section III - Quorum

Twenty percent (20%) of the membership of the GUILD shall constitute a quorum at a General Meeting.

ARTICLE V - OFFICERS

Section I - Officers

The GUILD shall have a President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, Treasurer-Elect, Quilt Show Chairperson, Quilt Show Chairperson-Elect, Program Chairperson, and a Program Chairperson-Elect who are elected. These elected officers shall comprise the Executive Board of Directors. Committee Chairpersons are to be appointed by the President and must meet the approval of the Executive Board. **(Revised January 16, 2001)**

Section II - Duties

THE PRESIDENT shall be responsible for the effective and efficient operation of the GUILD. The President shall be the chief executive officer of the GUILD and the President shall preside at all General and Board meetings. The President shall appoint and direct Committee Chairpersons and assistants of standing and special committees. The President shall instruct the Secretary regarding the issuance of notices, issuance of minutes, and general correspondence. The President shall receive financial reports from the Treasurer and together they will prepare an annual budget. The President shall have signatory authorization for all GUILD bank accounts. The President shall be the official spokesperson of the GUILD. **(Revised January 16, 2001)**

THE PRESIDENT-ELECT shall serve as the Vice-President. He or she will serve as assistant to the President in all matters and shall perform such duties as requested by the President. In the absence of the President, he/she shall conduct General and/or Board meetings. In the event the President cannot complete his/her term of office, the President-Elect will assume all duties and responsibilities of the office of President for the remainder of the term. At the beginning of the second year following election, the President-Elect will become the President.

THE RECORDING SECRETARY shall keep minutes of each regular and special Board meeting and all General meetings. He or she shall conduct GUILD meetings in the absence of the President and President-Elect.

THE CORRESPONDING SECRETARY shall take care of all general GUILD correspondence and shall act as Recording Secretary in his/her absence.

THE TREASURER shall be responsible for the receipt and disbursement of all GUILD funds. The Treasurer shall have signatory authorization for all GUILD bank accounts and tax statements. The Treasurer shall receive and deposit all receipts in a timely manner. The Treasurer shall assure that all claims for disbursement of GUILD funds be properly documented.

No expenditures over \$50 will be paid without the prior approval of the Board, President, or President-Elect. At the close of each fiscal year, the Treasurer shall prepare a year-end financial statement for the GUILD and present said statement at the January General meeting.

The TREASURER-ELECT will be responsible for handling billing and receipts for the Newsletter advertising. **(Added January 16, 2001)**

THE QUILT SHOW CHAIRPERSON shall be responsible for the organization and administration of the Quilt Show, including monies budgeted. He/she shall appoint committee chairpersons as deemed necessary and appropriate; all persons working on the show are responsible to the Quilt Show Chairperson and are to report any planned and/or pending expenditures to the Chairperson for approval.

THE QUILT SHOW CHAIRPERSON-ELECT shall serve as the assistant to the Quilt Show Chairperson in all matters and shall perform such duties as requested by the Quilt Show Chairperson. In the absence of the Quilt Show Chairperson, he/she shall conduct Quilt Show Committee meetings. In the event the Quilt Show Chairperson cannot complete

his/her term of office, the Quilt Show Chairperson-Elect will assume all duties and responsibilities of the office of Quilt Show Chairperson for the remainder of the term. At the beginning of the second year following election, the Quilt Show Chairperson-Elect will become the Quilt Show Chairperson.

THE PROGRAM CHAIRPERSON shall be responsible for arranging all General meetings for the GUILD. He/she shall schedule and make arrangements for workshops and bus trips as instructed by the Board and/or President.

THE PROGRAM CHAIRPERSON-ELECT shall serve as the assistant to the Program Chairperson in all matters and shall perform such duties as requested by the Program Chairperson. In the absence of the Program Chairperson, he/she shall conduct duties of Program Chairperson at monthly Guild meetings and/or workshops. In the event the Program Chairperson cannot complete his/her term of office, the program Chairperson-Elect will assume all duties of the office of Program Chairperson for the remainder of the term. At the beginning of the second year following election, the Program Chairperson-Elect will become Program Chairperson. **(Added April 18, 1989)**

Section III - Term of Office

The term of each elected officer of the GUILD shall be one year, beginning January 1. Officers shall have the privilege of reelection.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors with full voting powers, shall be comprised of the elected officers: President, President-Elect, Recording Secretary, Corresponding Secretary, Treasurer, Quilt Show Chairperson, Quilt Show Chairperson-Elect, Program Chairperson, Program Chairperson-Elect and committee chairpersons and assistants to elected and/or appointed positions as selected by the elected officials. The Board of Directors shall prepare an annual operating budget in January of each year and submit it to the membership for approval no later than the February General Meeting. (Revised 4/18/89)

Section I - Vacancies

If a vacancy occurs in any elect position (President elect, Quilt Show Chairperson elect, Treasurer elect, Program Chairperson Elect) an appointment will be made to fill the unexpired term only by the President with the approval of the Board. Such appointments shall cease and the office shall be filled at the next regular election.

(Revised January 16, 2001)

Section II - Grounds for Removal from Office

Any officer may be removed by a majority vote of the General Membership present upon the recommendation of the Board for:

- A. Conflict of Interest.
- B. Financial irresponsibility.
- C. Misuse of funds.
- D. Actions in conflict with the By-Laws, purposes, and policies of the GUILD.

Section III - Conflict of Interest

No GUILD member may serve on the Board of Directors, either as an elected officer or appointed chairperson if said member's personal or professional situation would conflict with his/her ability to properly carry out the duties of office, or would conflict with these By-Laws or the general good of the GUILD. Members, including Board members may be fairly compensated for goods and services purchased by the GUILD as long as:

- A. Such purchases and/or services were authorized in accordance with these By-Laws, and
- B. The member did not use his/her position in the GUILD to unfairly influence such purchases.

The Board of Directors shall determine if such conflicts exist and take appropriate action to resolve them.

Section IV - Quorum

A Quorum shall be required before any GUILD business is conducted. A Board meeting shall not be convened unless a Quorum is present. Three elected officers and four appointed committee chairs shall constitute a Quorum of the Board.

ARTICLE VII - ELECTIONS

Section I - Nominating Committee

The Parliamentarian shall serve as chairperson of the Nominating Committee. The President-Elect, one other member of the Board, and two members from the general membership shall be selected by the Parliamentarian to serve on the Committee. No Nominating Committee member shall serve more than two (2) consecutive years.

The Nominating Committee shall prepare a slate of nominees for election of officers as defined in Article V, Section I. The Nominating Committee shall attempt to obtain at least two (2) nominees for each office.

The Nominating Committee may use the services of the Telephone Committee. Any member running for an office may not serve on the Nominating Committee.

Section II - Slate of Officers

The Nominating Committee shall submit its slate of nominees for office to the Board of Directors at the August meeting. The list of nominees shall be filed with the President and the Recording Secretary and shall be mailed to the members in the September newsletter.

Section III - Nominations

All persons nominated for elected positions must have been a member for six (6) months prior to the election in October. Nominations for the offices may be made from the floor preceding the election in October with written consent of the nominee. The consent is to be presented to the Recording Secretary and Parliamentarian at the time of nomination.

Section IV - Election

The Parliamentarian will present a slate of unopposed candidates for the General Membership's vote by show of hands. Majority vote of the members present will deem the candidates elected.

In the event of two (2) or more candidates for one office, election shall be by secret ballot provided by the Parliamentarian. The President shall not participate in the voting except in case of a tie. The votes shall be counted by the Nominating Committee selected by the Parliamentarian provided that no person on the Committee is a nominee for any office on the ballot.

The results of the election shall be immediately reported to the President and announced to the General Membership. A written report by the Parliamentarian shall be filed with the President and Recording Secretary and published in the November newsletter following the election.

ARTICLE VIII - AMENDMENTS TO BY-LAWS

Amendments to the By-Laws shall be made by a majority vote of the members present at the regularly scheduled General meeting, provided that a Quorum is present. All members must receive written notice of such proposed amendment(s) at least seven (7) days prior to that meeting.

ARTICLE IX - EFFECTIVE DATE

Section I - Effective Date

These By-Laws shall take effect immediately upon their adoption. Revisions, additions, or deletions are to be effective upon the date so voted by the members.

Section II - Fiscal Year

The Fiscal Year shall run from January 1 to December 31.

ARTICLE X - RULES OF ORDER

The rules contained in Roberts Rules of Order Revised shall govern the GUILD in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or the special rules of this GUILD.

Checked for accuracy 1/4/2000
Marilyn Maddalena, 1999 Parliamentarian

Revised 1/16/01
Shirley Duncan, 2000 Parliamentarian

Revised 2-1-07
Diana Muenzler, 2007 Parliamentarian