

Appleseed Quilters Guild Bylaws

Revised May 2021

ARTICLE I – NAME

The name of this organization will be Appleseed Quilters Guild, Inc., hereafter referred to as the Guild.

ARTICLE II – PURPOSE

Section 1. The purpose of this Guild will be to create, stimulate, maintain and document an interest in all matters pertaining to the making, collecting and preserving of quilts and to establish and promote educational and philanthropic endeavors through quilts and quilting.

A. The Guild will provide an educational atmosphere in which to explore the history of quilt-making as a form of art and as fine needlework as well as have a place to exchange ideas among those interested in quilting, and maintain a library to ensure that all members grow in their knowledge of quilts, quilt-making and quilt design.

B. The Guild will encourage and inspire members with qualified instructors, a variety of learning opportunities, and the Guild's Show and Tell.

C. The Guild will strive to establish lines of communication among members for the stimulation of thought, exchange of ideas, mutual assistance and enhancement of individual strengths.

D. The Guild will maintain communications with the general public and appropriate organizations to explore these objectives.

Section 2. The Guild is incorporated as a charitable, nonprofit and nondiscriminatory organization that is not structured for personal profit. All activities of the Guild will be conducted in such a manner that no income will benefit any individual member, except as that member may be hired as a principal lecturer/teacher by the Guild. There are no stockholders in this corporation.

Section 3. In the event of dissolution, after all outstanding monetary obligations of the Guild are met, all properties owned by the Guild will be distributed only to organizations which qualify as nonprofit under the IRS code and for the purposes of charitable or educational organizations provided they qualify as an exempt organization under Section 501 C (3) of the IRS code.

ARTICLE III – MEMBERSHIP

Section 1. Membership will be open to anyone interested in quilting. A written application and payment of appropriate dues are required to be a member. The membership year is June 1 to May 31. The Executive Board will determine dues with the approval of the membership.

Section 2. The following classes of membership are available:

A. Regular: Anyone over the age of 18 who is interested in quilting

B. Junior: Anyone between the ages of 12-18 who is interested in quilting

C. Business: Any business with a quilt-related interest

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Section 3. Active members will be defined as those who have paid annual dues, and agree to the Bylaws and Policies of the Guild. They shall have voting rights, rights to hold an office or chair a committee, and contribute in Guild activities.

Section 4. Membership dues will be a fixed rate June through May for active, on-going members. If a non-member (defined as never having been a member or one who has not been a member for at least 5 years) joins between December through May, the dues are reduced by 50%.

Section 5. Visitors

A. Visitors can attend three meetings without joining the Guild. If an individual chooses not to join, she/he may still attend and pay a \$3.00 fee for each meeting not featuring a special speaker.

B. Any nonmember may attend a meeting featuring a special speaker for a fee of \$10.

Section 6. The Executive Board has the authority, with the approval of the membership, to limit the numerical size of the Guild.

Section 7. No person will be discriminated against because of race, color, religion, age, national origin, sex, or disability.

Section 8. Due to the Guild's status as a 501 C (3) non-profit organization, each member is expected to make a minimum of one quilt per membership year to be donated to one of the Guild's chosen not-for-profit organizations, with the primary recipient being Camp Watcha-Wanna-Do, as outlined in Section 501 C (3) of the IRS code.

ARTICLE IV – POWERS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall be responsible to set policies for the operations of the Guild; enter contracts and other agreements; enforce its rules and procedures; and do any other thing necessary for the efficient operation of the Guild, according to its purposes. The Board of Directors, collectively, shall have all of the powers legally available to the Directors of a not-for-profit, education entity, specifically including, but not limited to:

A. The power to spend or invest the funds in any appropriate manner.

B. The power to enter into contracts, leases, or other arrangements for the benefit of the Guild.

C. Set classes of memberships as stated in Article III, Section 2, and determine the rights, duties, and privileges of each, and to set the amount of dues for each class.

Section 2. Powers not available to the Board of Directors

A. The Board of Directors may not act, or fail to act, if such action or failure to act would jeopardize the tax-exempt status of the Guild.

B. The Board of Directors may not dissolve the Guild or dispose of a substantial portion of the assets except in accordance with the dissolution provisions of the Articles of

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Incorporation and specifically may not dispose of assets in any way that would jeopardize the tax-exempt status of the Corporation.

ARTICLE V – OFFICERS AND DUTIES

Section 1. The elective officers of the Guild will be President, Vice President, Recording Secretary, and Treasurer. They will be elected for a one-year term; maximum term for any office will be two consecutive years. The election will take place at the May meeting. The Advisor is an honorary position and is typically occupied by the past President.

Section 2. The President presides at all meetings of the Guild, Board of Directors, and the Executive Board. She/he will appoint, with Board of Directors approval, all Committee Chairpersons not otherwise provided for and will serve as an ex-officio member of all committees except the Nominating Committee. The President shall maintain a physical and digital permanent record to include a current list of all officers and chairpersons, Guild meeting agendas, Board of Directors meeting agendas, minutes, monthly financial reports, the budget, job descriptions, miscellaneous committee activities and new guidelines, voucher procedures, miscellaneous Guild insurance, tax, and not-for-profit documents and certificates, the Guild's Articles of Incorporation, an inventory list of items in storage, an inventory of equipment (to include location of said equipment) owned by the Guild and Storage Unit information. These records will be maintained for the life of the Guild and filed in the appropriate storage area as needed.

Section 3. The Vice President will perform all the duties of the President in her/his absence. The Vice President may also serve as ex-officio member of all committees. In addition, the Vice President may serve as chairperson of Programs. She/he will appoint at least two persons from the general membership to assist her/him. The Chairman of the Programs committee will:

- A. Set up a program for each Guild meeting
- B. Contract with teachers/instructors for workshops/classes
- C. Be responsible for finding venues for all workshops/classes
- D. Be represented at all Guild functions/workshops/classes, etc.
- E. Keep a physical and digital record of all programs, classes, and workshops

Section 4. The Recording Secretary will keep a physical and digital permanent record of the proceedings of the Guild meetings, and the Board of Directors meetings. She/he will distribute a copy of the Guild meeting record to the President. The Recording Secretary will also distribute a copy of the Board of Directors meeting record to each member of the Board of Directors within one week after such meeting. She/he will coordinate with the Parliamentarian and/or the Executive Board to keep the Bylaws and the Standing Policies up-to-date.

Section 5. The Treasurer is the chief financial officer of the Guild and will record all financial transactions of the Guild. The Treasurer will prepare a monthly printed copy of the report. The Treasurer will, in maintaining printed copies of prior years' records, also include the current records and present those records to be audited prior to the end of each membership/fiscal year or upon request of the Executive Board. Any member may, upon request, view a copy of the monthly report.

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Section 6. The Advisor advises the Executive Board and the Board of Directors upon request and is Advisor and ex-officio member of all committees.

ARTICLE VI – EXECUTIVE BOARD & BOARD OF DIRECTORS

Section 1. The Executive Board will consist of all elected officers. These officers may serve a maximum of two consecutive years in one position.

Section 2. The Board of Directors consists of the Executive Board plus the Chairpersons of the Standing Committees, with one chairperson or their representative having the right to vote.

Section 3. A Board of Directors member must attend the Board of Directors meetings unless previously excused. If a Board of Directors member misses more than two consecutive Board of Directors meetings, the Executive Board has the authority to declare the office vacant, unless excused by the Executive Board.

Section 4. Any active Guild member may attend the Board of Directors meetings but may not be an active participant until recognized by the President.

Section 5. Each Board of Directors member/committee will maintain a physical and digital record to include monthly minutes, treasurer's reports, activity reports, job description and Bylaws. This record shall be passed to the incoming Board of Directors member as the Board of Directors positions change. Retention of these records and materials will be as follows:

- A. President, Recording Secretary, and Treasurer permanent records, as well as all Quilt Show materials, will be maintained for the life of the Guild
- B. Program records will be kept and stored for ten (10) years
- C. Membership and Philanthropy records will be kept and stored for five (5) years
- D. All other Chairpersons' records will be kept for two (2) years

ARTICLE VII – COMMITTEES AND DUTIES

Section 1. All Committee Chairpersons and/or Co-Chairpersons will be appointed by the President with Executive Board approval.

Section 2. The Standing Committees are:

- A. Beekeeper
- B. Corresponding Secretary
- C. Budget, as required
- D. Historian
- E. Kid's Quilts
- F. Librarian
- G. Membership (*Directory*)
- H. Monthly Mini
- I. Newsletter
- J. Parliamentarian
- K. Philanthropy
- L. Publicity

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M. Programs

O. Webmaster (*Facebook*)

N. Quilt Show

P. Welcome/Greeter

Section 3. All Committee Chairpersons and/or Co-Chairpersons will give a monthly report to the Board of Directors. Any proposals for consideration by the Board of Directors shall be submitted in writing to all members at least three days prior to the meeting. Also, any newsletter articles from committees should be submitted to the Newsletter Editor by the third Tuesday of the month.

Section 4. The Newsletter Editor will be responsible for gathering, editing, publishing and distributing the monthly Newsletter.

Section 5. The Membership Chairperson or their designee will collect dues and keep all membership record lists current. The Membership Chairperson will advise the officers, Board of Directors and membership of member status. She/he will work with the Directory subcommittee to provide an annual membership Directory, listing member information, the year's schedule of events, officers, Bylaws, standing Guild policies and any other information of importance to the members.

ARTICLE VIII – ELECTIONS

Section 1. A nominating committee will consist of at least one (1) member from the Executive Board, one (1) member of the remaining Board of Directors, and one (1) or more from the general membership and will be appointed in January to compile a slate of candidates for office for presentation in April and election in May. Every effort should be made to have two candidates per office on the slate. No member of the Nominating Committee may be a nominee for an elected office. The list of candidates for officers will be published in the May newsletter. Newly elected officers will take office in June.

Section 2. Additional nominations may be made from the floor according to Robert's Rules of Order. If there is only one nominee, the election may be made by majority vote.

Section 3. The ballots will be in writing if needed and tallied by one board member and two general members. In case of a vote, majority rules with a quorum of 10% of the membership present.

Section 4. Vacancies in any unexpired or newly created office will be filled by the Executive Board or by the President with Board of Directors approval.

ARTICLE IX – MEETINGS

Section 1. General meetings of the Guild shall be held monthly at the date and time set by the Board of Directors with the approval of the membership. In case of a vote, majority rules with a quorum of 10% of the membership.

Section 2. Board of Directors meetings shall be held monthly at the date and time set by the Board of Directors. For voting purposes at Board of Directors meetings, a quorum must be present and will consist of 50% plus 1 of all positions having a vote as stated in Article VI, Section 2. The majority shall carry the vote.

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Section 3. A special meeting of the Board of Directors may be called if recommended by the President or by three (3) members of the Board of Directors.

ARTICLE X – AUDIT

Section 1. The Treasurer shall submit the Guild financial books and records for an annual audit after the close of the membership/fiscal year on May 31, and at any other time there is a complete change of Treasurer, or at any other time it is deemed necessary.

Section 2. If there is a cost of said audit, it shall be a legitimate expense.

Section 3. There shall be two copies of the audit, one for the Treasurer's files and one for the corporate records.

Section 4. The Audit shall be done by two people approved by the Executive Board.

ARTICLE XI – AUTHORITY

A Parliamentarian shall be a member of the Guild. In conducting the affairs of the Guild, the final authority for procedures shall be Robert's Rules of Order, Rev. wherever applicable and when not consistent with these Bylaws.

ARTICLE XII – AMENDMENTS TO BYLAWS

Section 1. A review of the Bylaws shall occur every two years or as needed by the following procedure.

A. The Parliamentarian, or in case of a vacancy, another member appointed by the President, will chair a Bylaws Revision Committee including the President and at least four other Guild members to meet and consider revisions to the Bylaws.

B. The Bylaw Revision Committee report shall be presented to the Board of Directors for approval or amendment.

C. If approved, the revised Bylaws report shall be presented to the members at a general meeting.

D. Copies will be provided to all members in the same manner in which they receive their newsletter.

E. At the next general meeting, the Bylaws report may be discussed and may be passed by affirmative vote of a majority of the members in attendance.

Section 2. The Bylaws may be amended at any general meeting according to the following procedure.

A. Any member may make a motion to amend the Bylaws at a general meeting but will require a second to proceed.

B. Notification of the motion will be made in the next newsletter.

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C. At the subsequent general meeting, a vote will be taken following any desired discussion and the motion will pass by affirmative vote of a majority of the members in attendance.

ARTICLE XIII – GUILD EXPENDITURES

Section 1. General Guild Expenditures - Any commitment of Guild funds of one thousand dollars (\$1000) or more must be submitted, in proposal form, for approval by the Board of Directors.

Section 2. Quilt Show Expenditures – A comprehensive and detailed budget must be submitted to the Board of Directors, then to the Membership for approval. Any additional single expense of \$1000 or more; or an anticipated increase of 10% or more of the total show budget must be approved by the Board of Directors and the Membership.

Section 3. Programs costing \$1000 or more must be approved by the Board of Directors prior to booking.

Section 4. All expenditures must be approved by the President through voucher procedures prior to payment or reimbursement.