

TRI-CITY QUILTERS' GUILD
BYLAWS
Revised December 2, 2017

ARTICLE I – NAME

The name of this organization shall be the Tri-City Quilters' Guild, hereinafter referred to as the Guild.

ARTICLE II – PURPOSE

SECTION 2.1 The purpose of the Guild shall be to:

- A. disseminate information about quilting history, patterns, techniques, and trends
- B. contribute to our community by providing comfort quilts to agencies and individuals
- C. sponsor enjoyable activities that encourage quilt creation, collection, and appreciation.

SECTION 2.2 The Guild is incorporated under the Washington Nonprofit Corporation Act. Its educational and charitable missions conform to the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States. It may accept donations and memorials.

SECTION 2.3 The Guild will conduct its activities in such a manner that no part of the net income shall inure to the benefit of any individual member; however, the Guild shall be authorized to pay reasonable compensation for services rendered.

ARTICLE III – MEMBERSHIP

SECTION 3.1 Membership is open to anyone interested in quilting who completes a membership application and pays annual dues.

SECTION 3.2 Membership categories and the amount of annual dues shall be determined by the Executive Board.

SECTION 3.3 Guests are welcome to attend two meetings. Further association with the Guild shall be on a membership basis.

SECTION 3.4 Member meetings will be held monthly, one in the morning and one in the evening, as determined by the Executive Board.

SECTION 3.5 An annual meeting of the membership held in December shall be for the purpose of receiving annual reports of officers and committees, installing new officers, and transacting any other business that may arise.

ARTICLE IV -- EXECUTIVE BOARD

SECTION 4.1 The property, affairs and business of the Guild shall be managed by the Executive Board, hereinafter referred to as the Board.

SECTION 4.2 The Board is comprised of the Executive Officers, elected by the general membership, and the Committee Chairs, who volunteer or are appointed.

- A. Executive Officers
 - President
 - Secretary
 - Treasurer
 - AM Vice President
 - PM Vice President

- B. Committee Chairs
 - Education
 - Community Service
 - Communication
 - Quilt Show
 - Member Services

SECTION 4.3 The term of office for each Board member corresponds to the Guild fiscal year.

SECTION 4.4 The duties of all Board members shall be to

- A. attend a monthly AM or PM member meeting
- B. attend a monthly Board meeting
- C. report to the Board and update Guild media
- D. submit budget requests for the following year before the October meeting
- E. forward all records and files pertinent to their position to their successor
- F. mentor their successor as needed
- G. submit a resignation if they are unable or unwilling to fulfill their duties during their term
- H. select an interim member in the event of a resignation.

SECTION 4.5 Duties specific to each position are defined in Policies and Procedures.

ARTICLE V – OTHER COMMITTEES

- A. A Nominating Committee will be named by the Board every year to present a slate of officers for the general election.
- B. An Audit Committee will be named by the Board every year to examine the books.
- C. A Budget Committee including the Treasurer, the President, and the AM and PM Vice Presidents will convene every year to prepare the Guild’s financial plan.
- D. A Bylaws Committee will be named by the Board every four years to review the Guild’s governance.
- E. At any time, the Board can establish other ad hoc committees to perform needed tasks.

ARTICLE VI – ELECTIONS

SECTION 6.1 The Nominating Committee will solicit candidates; members can volunteer their own services, suggest candidates to the Committee or nominate candidates from the floor of a member meeting.

SECTION 6.2 The slate of candidates and the ballot will be made available in Guild media one month in advance of the election.

SECTION 6.3 If there is only one nominee for an office, the election shall be automatic.

SECTION 6.4 If there are contested positions, ballots must be cast by October 31st. They may be hand-delivered at a member meeting or mailed to the Guild Post Office Box.

SECTION 6.5 A simple majority of votes cast will decide the winner.

ARTICLE VII – POLICIES AND PROCEDURES

Items not specifically covered by these Bylaws shall be outlined in the Policies and Procedures Manual. The Board may add to, amend, or repeal any portion of the Manual by a simple majority vote at a regular Board meeting.

ARTICLE VIII – AMENDMENT OF BYLAWS

- SECTION 8.1 These Bylaws may be amended or revised by a 2/3 favorable vote of members present and voting at an Annual meeting or at both AM and PM member meetings in any month. A member who cannot be present may submit a written, signed proxy vote prior to the meeting.
- SECTION 8.2 Amendments may be proposed by the Board or by petition signed by 10% of the current membership.
- SECTION 8.3 Amendments will be made available in Guild media at least one month prior to the vote.
- SECTION 8.4 The amended version of the Bylaws shall become effective ten (10) days following approval by the general membership.

ARTICLE IX – FINANCIAL ACCOUNTABILITY

- SECTION 9.1 The fiscal year of the Guild shall be January 1 through December 31.
- SECTION 9.2 The budget for the following year will be presented for Board approval at the November Board meeting.
- SECTION 9.3 The budget for the following year will be presented for membership approval at the Annual meeting by a simple majority of members present and voting.

ARTICLE X – DISSOLUTION

- SECTION 10.1 The Guild shall be considered dissolved if there are an insufficient number of members willing to serve on the Board, thus failing to constitute a quorum.
- SECTION 10.2 A proposal for dissolution of the Guild as an organization must first be presented to the Board in writing; if a 2/3 majority of the Board approves, it will be presented to the general membership.
- SECTION 10.3 A printed ballot will be mailed to each member and thirty (30) days will be allowed for marking and return mailing; a 2/3 majority of the votes will dissolve the Guild.
- SECTION 10.4 In the event this organization is dissolved, physical assets shall be auctioned to the general membership. These proceeds and all financial assets shall be given to an agreed-upon charity. Responsibility for conducting the auction and designating a charity rests with the Board. [Only those organizations that are organized and operated exclusively for charitable and educational purposes and which have established status under Section 501(c)(3) of the Internal Revenue Code will be eligible to receive the Guild's assets.]

ARTICLE XI – PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall govern proceedings and meetings of the Guild.

EFFECTIVE DATE: December 2, 2017
Replaces Bylaws dated July 26, 2007