

BYLAWS OF QUAKING ASPEN QUILT GUILD

Version 3.0 Approved 5/17/12

Article I. General

Section 01. The name of this organization shall be the Quaking Aspen Quilt Guild, hereafter referred to as the "Guild".

Section 02. The principal location of the Guild monthly meetings, board meetings, workshops, classes and special events may be established or changed by the Board of Directors.

Section 03. The Guild is a not-for-profit organization.

Article II. Purpose

The Guild is organized to provide a community for people who share a common love of the art and craft of quilting. The purposes of this organization shall be to:

- 1) preserve and continue the traditions and history of the art of quilting, quilt making, and related hand arts;
- 2) expand the knowledge of quilting and educate those interested in the background and skills of quilting;
- 3) provide community outreach projects available for member participation; and
- 4) contribute to community education and appreciation of the art of quilting.

Article III. Membership

Section 01. Members

A member of the Guild is a person whose dues are currently paid. Members are encouraged to take an active part in the Guild functions. Only current members may vote or hold office.

Section 02. Dues

- A. Dues shall be set to an annual amount by the Board of Directors to meet Guild expenses.
- B. The fiscal year is July 1 to June 30. Dues are payable by July 1. If unpaid by August 1, all membership privileges shall be revoked.
- C. New members joining after January 1 shall pay reduced dues for the rest of the year.
- D. The Board of Directors may waive payment of dues or institute a sliding scale in case of financial hardship for each membership year.
- E. No member shall be able to have dues waived in exchange for services or purchases made in kind for the Guild. These services or purchases must be made as separate transactions from payment of dues.

Section 03 Newsletter

Only current members shall receive the monthly newsletter. Newsletters are distributed electronically.

Article IV. Officers and Coordinators*Section 01. Elected Officers*

The elected officers shall be: President, First Vice President, Second Vice President, Treasurer, and Recording Secretary; this constitutes the Executive Board of the Guild.

Section 02. Appointed Coordinators

The appointed officers shall be called Coordinators and are listed in the Standing Rules section of the Bylaws. The President shall appoint the listed coordinators with the approval of the Board of Directors. Coordinators will be required to attend at least one board meeting per year but are encouraged to attend all board meetings.

Section 03. Immediate Past President

The Immediate Past President shall be a de facto member of the Board.

Section 04. Volunteer Positions

All elected officers, appointed coordinators, and Immediate Past President are volunteer positions with no compensation given for their time.

Article V. Board of Directors

The Board of Directors, hereafter referred to as the "Board", shall comprise the elected officers, appointed coordinators, and immediate past President. All members of the Board are eligible to vote on issues brought before the Board. Each member of the Board has one vote, even if the member holds more than one position on the Board. If an office is held by one or more persons, the office has only one vote. A voting quorum shall consist of a minimum of seven (7) elected officers, appointed coordinators, and Immediate Past President.

Section 01. Term of Office

The term shall begin the first day of July in the year in which they are elected and shall end the last day of June the following year. Elected officers may serve no more than two (2) consecutive years in the same position. No member shall hold more than one elected office at a time. Each officer must agree to attend at least seventy-five percent (75%) of the Guild meetings and Board meetings during the term of office.

Section 02. Duties of Officers

A. The **President** shall:

- 1) preside at all Board and Membership meetings,
- 2) be an ex-officio member of all committees,
- 3) sign any contracts and financial papers,

- 4) sign checks in absence of the Treasurer,
 - 5) make appointments and establish committees, subject to approval of the Board, and
 - 6) oversee all activities of the Guild.
- B. The **First Vice President** shall:
- 1) assume the duties of the President in her/his absence,
 - 2) assume the office of President in case of a vacancy in that office, and
 - 3) perform other duties as requested by the Board.
- C. The **Second Vice President** shall:
- 1) be responsible for arranging the programs for the monthly meetings,
 - 2) be responsible for arranging workshops, and
 - 3) perform other duties as requested by the Board.
- D. The **Recording Secretary** shall:
- 1) keep minutes of the Board and Guild meetings,
 - 2) provide minutes to the Board members,
 - 3) maintain the written records for the Guild,
 - 4) maintain the bylaws and standing rules, and
 - 5) supervise and record any votes brought before the membership.
- E. The **Treasurer** shall:
- 1) receive all monies of the organization and deposit these monies in a bank selected by the Board,
 - 2) maintain the financial records for the Guild,
 - 3) make regular reports to the Board,
 - 4) make disbursements as directed by the Board, and
 - 5) be responsible for the preparation and submission of any government forms required of the organization.

Section 03. Election of Officers

- A. One person shall be named as nomination coordinator by the Board to oversee the nomination process each year. This person shall form a committee to solicit candidates for all of the open positions.
- B. The Guild membership shall be asked for nominations for officer candidates by the Nominations committee. A slate of officer candidates shall be announced by the Nomination Committee in March. Elections for all elected officers (President, First Vice President, Second Vice President, Recording Secretary, and Treasurer) shall be held during the April Annual Guild meeting.

Section 04. Vacancies in Officer Positions

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

- B. A vacancy in any other office or any coordinator position shall be filled by presidential appointment, subject to the approval of the Board.
- C. The Board reserves the right to remove any elected officer or coordinator, at its discretion, for inability to complete the responsibilities of the office.
- D. Any elected officer or coordinator who does not perform the assigned duties in a proper or satisfactory manner may be removed from that position by the Board following an affirmative vote by a quorum which shall consist of a minimum of seven (7) elected officers and appointed coordinators, providing that fifteen (15) days' notice in writing has been given to the incumbent.

Section 05. Indemnity of Officers

Each officer or coordinator, 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 coordinator of the Guild. An exception is made in relation to matters in which such officer or coordinator has been adjudged liable to the Guild for negligence or misconduct in the performance of her/his duties.

Section 06. Whistleblower Policy

The Guild shall use the Federal standards for whistleblowers under which there is no consequence for reporting financial or other misconduct to the board or an elected officer.

Article VI. Meetings

- A. The Guild shall meet on the 3rd Thursday of each month. 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. Board meetings are open to all Guild members. Once a year, before the annual meeting, the board will review the Guild activities over the past year.
- D. The annual business meeting of the Guild shall be held in conjunction with the regularly scheduled Guild meeting in April. At this time, new officers shall be elected and a new budget approved. The new officers shall assume their offices beginning July 1st.

Article VII. Business

Responsibilities of the Guild shall be as follows:

Section 01. Program

The Guild shall have programs for the monthly meetings.

Section 02. Membership

The Guild shall maintain a membership list and all contact information on current members. New members will give dues payments to the Membership Coordinator, who forwards payments to the Treasurer after recording. The Membership Coordinator will provide updated membership information to the Newsletter Editor monthly, and will provide a new membership list annually to all members.

Section 03. Hospitality

The Guild welcomes guests and members to all guild meetings.

Section 04. Communication

The Guild shall have a monthly electronic newsletter and website. The website shall provide updated meeting and activities information for all members and for others interested in the Guild and in quilting in the Boulder area.

Section 05. Library

The Guild shall maintain a library. Quilting books and other materials are available to all members for checkout. The Library Coordinator shall keep track of materials checked out to members and monitor returns.

Section 06. Outreach

The Guild shall support any community projects decided upon by the membership. The Outreach Coordinator shall make a list of possible projects for the guild's consideration, and shall organize the selected projects. The Coordinator shall organize regular work days for project completion and manage the materials and finished products.

Section 07. Fundraising

The Guild shall explore possible fundraising activities.

Section 08. Activities

The Guild shall explore other activities, such as retreats, quilt shows, coordinated field trips, or guest speaker trips that are open to Guild members.

Section 09. Education

The Guild shall offer classes and workshops to Guild members.

Section 10. Small Groups

The Guild shall offer opportunities for members to form Small Groups based on special interests. These groups shall comprise Guild members and function independently, but within the rules of the Guild.

Article VIII. Finance

Section 01. 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 March Board meeting. The proposed budget shall be presented to the membership at its annual meeting in April 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 02. Audit

An audit of the Guild finances shall be conducted annually at the end of the fiscal year, no later than the September board meeting. 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 IX. Amendments to Bylaws

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. The membership shall be notified of the proposed amendment(s) in the Guild newsletter immediately preceding the meeting.

Article X. Disposition of Property

Section 01. The Board of Directors, upon dissolution of the Guild, shall pay or make provision for paying all liabilities of the Quaking Aspen Quilt Guild.

Section 02. Any such assets remaining after disposition of liabilities shall be donated to the Colorado Quilting Council, Inc., or the Rocky Mountain Quilt Museum, as determined by the Board.

Quaking Aspen Quilt Guild Standing Rules

1. These Standing Rules may be amended by a two-thirds (2/3) vote of the Board of Directors present at a Board meeting, without previous notice. The membership shall be notified of changes to the Standing Rules in the following newsletter.
2. Non-members shall be charged a five dollar guest fee. The fee amount can be changed by the Board of Directors.
3. The Guild shall have a Show and Tell regularly.
4. The Guild shall have a Block of the Month project in some form; it shall be open to all guild members.
5. All coordinators shall be appointed by the President and approved by the Board. They shall serve one year, or until a successor is appointed. The coordinator position may consist of one person or co-leaders, or the coordinator may form a committee to perform the duties of the position as needed. All coordinators are encouraged to attend Board meetings. Each Coordinator position has only one vote on the board regardless of how many people are filling the role of that coordinator position per the bylaws.
6. The following is a list of the coordinator positions with job descriptions filed in the Policy & Procedures Manual:
 - a. **Advertising**
 - b. **Block of the Month**
 - c. **Classes**
 - d. **Comfort Quilts**
 - e. **Community Outreach**
 - f. **Corresponding Secretary**
 - g. **Door Prizes**
 - h. **Electronic Communications**
 - i. **Field Trip**
 - j. **Guild Historian**
 - k. **Hospitality**
 - l. **Immediate Past President**
 - m. **Library**
 - n. **Make It For You Block**
 - o. **Marketing**
 - p. **Membership**
 - q. **Mystery Quilt**
 - r. **Newsletter Editor**

- s. **Nominations**
 - t. **Photographer**
 - u. **Quilt Exhibit**
 - v. **Quilt Show**
 - w. **Retreat**
 - x. **Refreshments**
 - y. **Small Groups**
 - z. **Special Events**
 - aa. **Website**
7. At the monthly Guild meetings, no selling or soliciting of goods or services will be allowed; the only exceptions are for invited guest speakers. Informational material (class lists, flyers, price lists, etc.) may be made available and informal arrangements between individuals may be made before and after the meeting. Tables for sales of goods or services by Guild members may be available at some Guild meetings with previous notice to members.
 8. It is prohibited to use the email or mailing addresses of Guild members for selling or solicitation of goods or services. The list is for internal use by Guild members only.
 9. The annual membership dues are \$25.00. Members who join the Guild after January 1 will be charged \$15.00.
 10. Election of Guild officers will be done by written ballot. The Nomination Coordinator and the Recording Secretary will coordinate the election of officers at the April Annual Business Meeting.
 11. A Guild member who exhibits a pattern of behavior that impacts the Guild in a negative manner may be removed from membership in the Guild, as approved by the Board. The President will enforce this policy.
 12. Any one-time expenditure that exceeds twenty-five percent (25%) of cash on hand at the end of the prior fiscal year must be approved by the general membership of the Guild.
 13. There will be an Advisory Council consisting of all available past Guild Presidents to be used by the current President for consultation.
 14. The immediate Past President will be the facilitator to coordinate the creation of the next President's quilt.

15. Outreach Projects shall be reviewed annually. New projects can be presented to the board for consideration. Projects shall be activated or deactivated by a vote of the board. A presentation and voice vote of the membership is used to help the board in these decisions. All Outreach Projects are optional endeavors by the Guild membership.
16. The Guild shall maintain a post office box address for official correspondence.
17. The Guild shall maintain a checking account and all purchases require a purchase request (green sheet) signed by a Guild Officer and submitted to the Treasurer.
18. The Guild shall conduct a regular review of the Bylaws, Standing Rules and Policy & Procedures Manual at a frequency not to exceed two years.