

Valley Quilters Guild's Bylaws

ARTICLE I – NAME

This not-for-profit organization, which is incorporated under the State of Alaska Regulations, shall be known as The Valley Quilters Guild, Inc.

ARTICLE II – PURPOSE

Section A: The Guild shall be organized for educational and charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. All activities of the Guild shall be conducted in such a manner that no part of the net income shall inure the benefit of any individual member except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered.

Section B: No substantial part of the activities of the Guild shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Guild shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The Guild does not discriminate on the basis of race, color, religion, creed, national origin, age, disability, marital status, sexual orientation, gender identity, or any other status protected by applicable law.

ARTICLE III – MEETINGS

Section A: Monthly Guild Meetings shall be on the first Thursday of every month unless otherwise stated.

Section B: The Annual Meeting of Valley Quilters Guild, Inc. shall be held in October during which time an election of officers to the Executive Board, pursuant to Article VIII, Section B, for the ensuing year will be held. Newly elected Executive Board Members shall begin their term and take office in January.

Section C: A quorum at all Membership Meetings shall be twenty-five percent (25%) of the Guild Members in good standing. A "member in good standing" is a member whose dues are current. There shall be no proxy votes.

Section D: Meeting Notice. Unless otherwise required by law, notice of the annual meeting shall be provided to members not less than fourteen (14) days in advance and notice of regular meetings not less than ten (10) days in advance, by email, newsletter, and website or other reasonable means. In the event of an emergency, notice of a meeting shall be given no less than four (4) hours in advance by email, website, or other reasonable means. Meetings shall be canceled due to weather conditions if the Matanuska-Susitna Borough School District has closed schools in Palmer.

Section E: Electronic Meetings and Voting. Meetings of the Membership and the Executive Board may be held by teleconference or videoconference if all participants can hear each other simultaneously. To the extent permitted by law, electronic ballots may be used for elections and matters submitted to the membership, if procedures ensure one-member-one-vote, ballot integrity, and reasonable notice.

ARTICLE IV – FISCAL YEAR AND BUDGET

Section A: The Guild's fiscal year shall be the calendar year from January through December.

Section B: The Treasurer will organize a Budget Committee to:

1. Prepare a proposed budget for the ensuing fiscal year;
2. Present the proposed budget to the Executive Board at its September meeting;
3. Ensure a copy of the proposed budget is included in the October edition of the Guild newsletter mailed or emailed to all members; and
4. Present the proposed budget to the membership at the October monthly Membership Meeting for discussion and voting.

Section C: Financial accounts will be maintained as follows:

1. Financial accounts shall be established as needed;
2. Authorized signers shall be President, Vice President, Secretary and Treasurer;
3. No signer may sign checks to oneself on any account.
4. Two authorized signers shall review and approve any expenditure.

Section D: **Gaming Compliance.** The Guild shall maintain gaming accounts and procedures in accordance with applicable state law and regulations, and the Board shall maintain a current written gaming policy.

ARTICLE V – MEMBERSHIP AND DUES

Section A: Full membership shall consist of any adult age 18 or over who is interested in quilts and shall be admitted to the membership upon payment of annual dues. Members in good standing have the privilege of voting and holding office.

Section B: Annual membership covers the months of January to December. Membership dues will be recommended by the Executive Board and approved by a majority of the members in good standing at a Membership Meeting where there is a quorum. Notice of a vote to change dues will be announced in the newsletter immediately preceding the meeting at which the vote will be taken. Approved dues will be announced via the newsletter before October of each year. Dues must be current to vote at the Annual Meeting in October. Membership dues will be accepted beginning at the October meeting for the upcoming year; new members joining the Guild at the October through December meetings will be paying dues for the upcoming year.

Section C: Junior Members (age 13 through 17) will be granted limited membership, at one half (1/2) the price of full membership, as long as they are accompanied by a responsible adult. They may not attend Quilt Camp or retreat until 18 years of age. They may not vote or hold office until they are 18 years of age.

Section D: Charter Members are those who joined and paid dues before October 1, 1985.

Section E: Lifetime Members are those members age 65 or older who have been members in good standing for ten (10) consecutive years. Dues will be waived upon notification to the Treasurer.

Section F: Visitors and guests may attend two events annually. Upon attending the third event, they shall become a member by paying the annual dues as set forth in Article V, Section B.

Section G: Member Contact Information. Member contact information shall be used for Guild purposes only and shall not be shared externally without the member's consent.

ARTICLE VI – EXECUTIVE BOARD

Section A: There shall be an Executive Board consisting of seven (7) elected officers: President, Vice President, Secretary, Treasurer, Historian, Librarian, and Parliamentarian. Four (4) officers shall constitute a quorum of the Board. All Officers must be in good standing as of January 1st of each year of their term.

Section B: It is strongly preferred but not required that individuals nominated for President be a past or present Board Member. The president is required to have at least one year of

Guild membership.

- Section C:** Duties and responsibilities of the Executive Board are to:
1. Provide general supervision of the affairs of the Guild including policy adoption and fiduciary responsibility ;
 2. Make recommendations to the Guild;
 3. Perform such other duties as are specified by these Bylaws;
 4. Be subject to the orders of the Guild and assure none of its acts shall conflict with action taken by the Guild; and
 5. Obtain authorization of the Guild membership before committing to any non-budgeted expenditure of funds over Five Hundred Dollars (\$500.00).
 6. Officers serve without compensation, except that reasonable expenses incurred on behalf of the Guild may be reimbursed pursuant to Financial Policies.
- Section D:** The Board shall meet at least quarterly and may meet monthly as needed. All incoming and outgoing Officers are expected to attend the November, December and January Executive Board Meetings. Committee Chairpersons and Guild Members are entitled and encouraged to attend Executive Board Meetings. Executive Board Meetings will take place at a time and location agreed upon by the Executive Board. Guild Members will be notified of the upcoming Executive Board Meeting at its monthly Membership Meeting. Cancellation will be posted via email and on the website.
- Section E:** Emergency Executive Board Meetings may be held at the request of:
1. The President;
 2. Two Executive Board Members; or
 3. Five members of the Guild.
- Notice of emergency meetings shall be given by email or phone as soon as practicable.
- Section F:** Any Executive Board Member may be removed, with or without cause, by a majority vote of the membership of the Guild present at a Membership Meeting at which there is a quorum. In the event of death, resignation, or removal of an Executive Board Member, the successor shall be elected by a majority of the remaining Executive Board Members. Such successor shall serve for the unexpired term of this predecessor.
- Section G:** Any Committee Chairperson may be removed, with or without cause, by a majority vote of the Executive Board. In the event of death, resignation, or removal of a Committee Chairperson, the successor shall be selected by the remaining committee members and approved by the President. Such successor shall serve for the unexpired term of this predecessor.
- Section-H:** If the newly-appointed Executive Board Member serves more than twelve (12) months, this shall be considered a full term and shall be eligible for re-election as stated in Article VIII, Section E.

ARTICLE VII – OFFICERS AND THEIR DUTIES

- Section A:** The Officers of this organization shall be President, Vice President, Secretary, Treasurer, Historian, Librarian and Parliamentarian. Term of office shall be for two (2) years.
- Any elected officer is eligible for re-election, but may not hold the same office for more than two (2) consecutive terms.
- Section B:** The PRESIDENT shall:
1. Preside at all meetings of the organization and shall be chairperson of the Executive Board;
 2. Be the Chief Administrative Officer of the organization;
 3. Recommend to the Executive Board for approval, from the Guild membership, the

- Chairperson for each Committee;
4. Be authorized to make financial transactions on all accounts of the organization; checks payable to the President must be signed by another authorized signer;
 5. Have such usual powers of supervision and management as may pertain to the office of President;
 6. Have the option to be a voting member of any committee or to be a non-voting attendee of any committee;
 7. Ensure that each committee has a member of the Executive Board serving as a member of it, and that each Executive Board Member be on a committee;
 8. Ensure that job descriptions are complete and up-to-date for all Executive Board positions and all Committee Chairperson positions; and
 9. Institute a review of the Guild's Bylaws as deemed necessary.

- Section C:** The VICE PRESIDENT shall:
1. In the absence of the President serve in that office and perform such duties assigned to the President.
 2. Oversee member engagement activities such as drawings, suggestion box, and Raffle basket;
 3. Be authorized to make transactions in the General accounts of the organization; checks payable to the Vice President must be signed by another authorized signer.

- Section D:** The SECRETARY shall:
1. Record minutes of monthly Guild Membership Meetings and monthly Executive Board Meetings and ensure their inclusion in the Guild's monthly newsletter;
 2. Maintain copies of the Guild's yearly correspondence; and
 3. Maintain a permanent file of the Guild's pertinent records including, but not limited to, non-profit status, past and current Bylaws, minutes of all meetings, and master copies of job descriptions for Executive Board Members and Committee Chairpersons.
 4. Be authorized to make transactions in the General accounts of the organization; checks payable to the Secretary must be signed by another authorized signer.

- Section E:** The TREASURER shall:
1. Have the general care, custody, and maintenance of all financial records and documents of the Guild, including the master membership roster;
 2. financial transactions on all accounts of the Guild; checks payable to the Treasurer must be signed by another authorized signer;
 3. Collect revenues and fees, and pay budgeted expenses upon receipt of an itemized statement using generally accepted accounting principles;
 4. Upon approval by the Executive Board, pay other bills upon receipt of an itemized statement;
 5. Prepare and present a monthly financial report to the Membership at its monthly meeting, ensure its inclusion in the Guild's monthly newsletter, and ensure that it is available upon request;
 6. Prepare the books for a quarterly review by the Executive Board;
 7. Serve as a member of the Budget Committee;
 8. Prepare and present a proposed budget to the Membership at the Guild's October meeting for the next fiscal year;
 9. Schedule an annual review of the Guild books by a committee of Guild

Members at the end of the fiscal year. Results are to be reported to the members at the next monthly Guild Meeting; and
10. 11. Shall insert a notice of approved dues for the following year in the newsletter before October of each year.

Section F:

The HISTORIAN shall:

1. Keep an ongoing permanent record of the activities of the Guild, which includes photos and other items of historical interest;
2. Maintain past records of the Guild in a safe manner;
3. Provide a program once a year at a Membership Meeting; and
4. Be responsible for all Guild property, other than the library, working closely with the President to maintain an up-to-date inventory, schedule, sign out sheets, and newsletters.

Section G:

The PARLIAMENTARIAN shall:

1. Assure that proper parliamentary procedure is followed according to Robert's Rules of Order at all meetings;
2. Organize a Nominating Committee pursuant to Article VIII Section A to solicit Guild members for positions on the Executive Board and serve in an advisory capacity to the Nominating Committee.
3. Provide procedural assistance to the presiding officer at meetings as needed.
4. Be familiar with the organization's Bylaws and Policies and be responsible for keeping them up to date; and
5. Ensure that copies of the Bylaws and Policies are available in the Guild library, digital and hard copy.

Section H:

The LIBRARIAN shall:

1. Maintain a lending library of books, magazines, and other educational materials;
2. Perform related duties as assigned by the Executive Board
3. Maintain an up-to-date index of items included in the Library.

Section I:

No member of the Executive Board shall serve as Chairperson of any Committee.

ARTICLE VIII – ELECTIONS

Section A:

The Parliamentarian shall appoint, subject to the approval of the Executive Board, a Nominating Committee of at least three (3) members to prepare a slate of nominees for offices to be filled. The list of nominees shall be presented to the Executive Board at its August meeting, presented to the Guild Membership at its September meeting, where nominations from the floor will be accepted with the consent of the nominee. The slate of candidates will be submitted to the Newsletter editor for inclusion in the October newsletter or other official Guild communication and distributed to members prior to the Annual Meeting.

Section B:

Election of officers shall be held at the October Annual Meeting. Once a quorum has been established, election shall be by a majority of the ballots cast. In the event a quorum is not established at the October meeting the election shall be conducted in the next subsequent monthly meeting at which a quorum is established. In the event of a tie vote, a runoff ballot shall be conducted immediately between the tied candidates. In the event a quorum is not established at the October meeting the election shall be conducted at the next member meeting at which a quorum is established.

Section C:

Term of office shall be for a period of two (2) years. Election for the offices of President, Treasurer, Historian and Parliamentarian shall be held in even-numbered years and election for the offices of Vice President, Secretary, and

Librarian shall be held in odd-numbered years. Newly elected officers shall officially take office at the January meeting.

Section D: Election shall be by ballot, paper or electronic, provided by the Secretary.

Section E: Any elected officer is eligible for re-election, but may not hold the same office for more than two (2) consecutive terms, after which at least one (1) full term must lapse before the member is again eligible for the same office.

Section F: All nominees must be members in good standing

Section G: Newly elected officers shall be installed at the January Membership Meeting. Installing officer shall be the previous President, Vice President or other Executive Officer.

ARTICLE IX – AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation or applicable state or federal law.

ARTICLE X – DISSOLUTION

In the event of dissolution of the Valley Quilters Guild, Inc., all assets shall be distributed, after payment of all liabilities and obligations, to one or more organizations organized and operated exclusively for charitable, educational, or artistic purposes and qualifying as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Preference shall be given to quilting guilds or arts organizations located in Southcentral Alaska. If no such organization exists, assets shall be distributed to one or more Alaska-based charitable organizations meeting the above requirements. No part of the assets shall inure to the benefit of any private individual or member. In the event there are no eligible quilting guilds, all Valley Quilters Guild, Inc. assets shall be donated to charities in Alaska.

ARTICLE XI – BYLAWS

The Bylaws may be amended at any monthly Membership Meeting throughout the year provided that:

1. A committee, including a member of the Executive Board, has been formed to review the existing Bylaws;
2. The existing Bylaws and proposed changes have been submitted in writing to the Executive Board;
3. The existing Bylaws and proposed changes shall be emailed to all Guild Members with a valid email address with a minimum 30 days’ notice, and published in the monthly newsletter and on the website prior to the next membership meeting; and
4. A vote is taken at a monthly Membership Meeting, where a quorum is established. Proposed amendments would pass with at least two-thirds approval of voting members present.