

*Bylaws*  
*Piece N' Pals Quilters Guild*  
*Republic, Washington*

**ARTICLE I Name**

The name of this organization shall be Piece N' Pals Quilters Guild (hereinafter referred to as Guild).

**ARTICLE II Purpose**

This organization is organized exclusively for charitable and educational purposes within the meaning of the Section 501©(3) of the Internal Revenue Code. The purpose of the Guild is fivefold:

**Section 1.** To foster appreciation of fine quilts and the art of quilting among both quilters and the public.

**Section 2.** To increase the knowledge of traditional and contemporary techniques of quilting and to provide an encouraging environment in which quilters can practice and exchange ideas.

**Section 3.** To educate the public as to the significance and history of quilting as an art form as well as an ongoing craft.

**Section 4.** To serve the community through charitable activities involving quilting.

**Section 5.** The fiscal year of the guild shall be October 1<sup>st</sup> through September 30<sup>th</sup>.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III Membership**

**Section 1.** Membership is open to any person interested in the history, preservation, and development of the art of quilting.

**Section 2.** Annual dues shall be due in October of each year.

**Section 3.** Dues for new members shall be prorated beginning with the month they join.

**Section 4.** Privileges of membership include:

- a. The right to cast a vote on any item proposed during a general meeting.
- b. The right to hold office in the Guild according to Article V.
- c. The right to attend general meetings, board meetings and to participate in Guild activities on a priority basis at membership rates.
- d. Events planned for the members such as retreats or classes by a teacher hired from outside the Guild shall be offered to members first then the public if space allows.

- e. Events planned as community or public education shall be offered to the public first then members if space allows.

**Section 5.** Membership list with private information may not be distributed, sold or published and is for the express use of members only.

**Section 6** Conflict of Interest policy, see Addendum B

## **ARTICLE IV Meetings**

### **Section 1.** General Meetings

- a. A meeting of the General membership shall be held once each month.
- b. General meetings shall be held the third Monday of the month at 6 pm in the Carousel building. If unforeseen circumstances occur, the Vice President is responsible for locating an alternative location.
- c. The minutes of the previous General meeting, Board meetings and the Treasurer's report shall be published in the next newsletter. They will be open for additions and/or corrections and approved at the meeting following the newsletter publication.
- d. At least 2/3 of members present, with a minimum of 15 present, shall constitute a quorum for the transaction of business.

### **Section 2.** Board Meetings

- a. The Board shall meet on an as-needed basis at a time and place determined by the Board members.
- b. The time and place shall be published in the newsletter so General members can attend but do not have a vote.
- c. A minimum of three Board members shall constitute a quorum for the transaction of business.

## **ARTICLE V Board**

**Section 1.** The Board shall consist of the following elected officers,

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Bulletin/Newsletter Editor

### **Section 2. Board terms and transitions.**

- a. Each Board position shall be elected for a term of one (1) year. This term shall run from October 1<sup>st</sup> to September 30<sup>th</sup>.
- b. Transition meeting of the Board to transfer duties shall take place after the September General meeting but before the October General meeting.
  - 1. Review **Robert's Rules of Order** used for how to conduct a General meeting.
  - 2. Review the specific duties of each Board position as specified in these By-laws.
  - 3. Hand over all materials relating to the Board position, ie copy of **Robert's Rules of Order**, President's notebook, Treasurer's books etc.
  - 4. Review the current By-laws.

**Section 3. Partial terms, appointed or elected, shall not count as a term.**

**Section 4. The qualifications of the Board are:**

- a. They shall be members in good standing of the Guild and shall be members of the Guild no less than one year at the time of installation of officers.
- b. All candidates must have all their dues and fees current.

**Section 5. The Board positions and their duties are:**

**A. President**

1. Shall conduct General membership and Board meetings in accordance with parliamentary procedures as set out in the **Robert's Rules of Order**, Newly Revised.
2. Shall plan, organize and preside at all Board meetings.
3. The President, or a Board approved designee, shall have authority to enter into contracts in the name of the Guild, with approval by a majority of the active membership.
4. Shall bring a copy of **Robert's Rules of Order**, Newly Revised, to each general meeting.
5. Shall prepare and make available proposed agendas for all General membership meetings.
6. The president shall approve members of standing and ad hoc committees. See Addendum A.
7. The president does not vote at General meetings. Should a vote result in a tie, the president will cast the tie breaking vote.

**B. Vice-President**

1. The Vice-President shall assume the duties of the President in their absence.
2. Duties shall include shared duties with the President, as agreed upon by the President and Vice-President.
3. The Vice President shall secure an alternative location for the General meeting should it be required.

**C. Secretary**

1. Shall record minutes of all General and Board meetings.
2. Shall be responsible for any correspondence that does not relate specifically to an activity or responsibility of another Board position.
3. Shall maintain an inventory record of all Guild assets and their physical location.

**D. Treasurer**

1. Shall be solely responsible for the collection of all dues and funds made available to the Guild and deposit same to the Guild account(s).
2. Shall set at least two signatories on the Piece N'Pals Quilters Guild account(s) to include the Treasurer and another Designated Quilt Guild Member.
3. All checks must be signed by two of the signatories.
4. Shall be solely responsible for keeping a written account of all Guild financial transactions.
5. Shall provide a written report to the Board on a monthly basis, a summary of which will be published at least quarterly in the newsletter.
6. Shall pay all bills incurred by the organization as authorized by the General membership.

**E. Bulletin/Newsletter Editor**

1. Shall publish a monthly newsletter containing upcoming Guild events and pertinent information.
2. Shall send the newsletter to the membership prior to the General meeting.

**Section 6. Board Vacancies**

- a. All vacancies occurring with more than six (6) months remaining of the term shall go to the General membership for a special election. The membership shall be notified of the special

election at the General meeting in the month prior to the special election or via the Newsletter. At the special election, nominations shall be taken from the floor and voting, by written ballot, shall be conducted at the same General meeting.

- b. If a vacancy occurs during the last six (6) months remaining of the term, the position shall be filled by appointment of the President with Board approval.
- c. All appointments shall terminate at the end of the existing term on September 30th.
- d. Removal of a Board member shall be by majority vote at a General meeting where the item was placed on the written agenda distributed at least two weeks ahead of the meeting.

### **Section 7. Election of Officers**

Election of officers will be by ballot vote at the General meeting in September prior to the start of the next fiscal year which is October 1st to September 30th. The new officers will assume their full duties in October.

### **Section 8. Formation of Committees**

- a. Standing Committees are those always filled by at least a chairman who is appointed by the President when the previous chairman chooses to leave the position. These committees are: Program, Membership, Community Service, Historian, Raffle/Donation and Special Events.
- b. Ad Hoc Committees are formed for a specific task and only exist until that task is accomplished. These committees are Auditing, Nominating, Prospectors Day and Bylaws.

## **ARTICLE VI Amendments**

The Bylaws may be amended at any regularly scheduled General meeting by a two-thirds vote so long as there is a minimum of 15 members present. The membership shall be notified of the proposed change at the General meeting in the month prior to the meeting at which the vote is scheduled.

## **ARTICLE VII Parliamentary Procedure**

The parliamentary authority in all matters not covered by these Bylaws shall be the **Robert's Rules of Order**, Newly Revised.

## **ARTICLE VIII Indemnity of Officers**

To the extent permitted by law, every person who is or was a Board member, employee or committee member of the Guild shall have the right to be indemnified by the Guild against all reasonable action, suit or proceeding in which she or he may become involved as a party or otherwise by reason of her or his being or having been a Board member, employee or committee member of the guild.

## **ARTICLE IV Dissolution Clause**

In the event the Guild is dissolved, remaining assets following the paying or adequately providing for of debts and obligations of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, education, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Bylaws as approved and amended on March 16, 2015

President Cindy Walton *CWalton*

Vice-President Janet Sly *Janet Sly*

Secretary Lorna Johnson *Lorna Johnson*

# *Addendum A*

## **Committees**

### **Section 1. Standing Committees**

Decisions made or actions taken on behalf of the Guild by Committees will first be presented to and approved by the General membership. The president may be invited to become a member of any committee or may request to be informed of the time and location of meetings.

#### **A. Program Committee**

1. Shall coordinate programs for the monthly general membership meetings for current and future years.
2. Shall contact speakers and schedule programs and workshops for the current and next fiscal year(s) as necessary, and shall obtain signed contracts for such speakers.
3. Shall act as facilitator and arrange for projectors, screens and other physical needs of the speaker for the general meeting.
4. Shall make arrangements for all physical aspects of workshops and shall take registration for those workshops.

#### **B. Membership Committee**

1. Shall receive all dues and transfer those dues to the Treasurer for deposit.
2. Shall maintain an up-to-date membership roster and furnish changes to each member via the newsletter.
3. Shall provide to each new member a New Member Packet, to include a welcome letter.
4. Shall coordinate greeting members and guests at general meetings.
5. Shall serve as the Lost & Found Coordinator for the Guild

#### **C. Community Events Committee**

1. Shall coordinate with the Ferry County Fair Officials for the annual quilt exhibit.
2. Shall serve a liaison with other community groups on an as-needed basis.
3. Shall coordinate the community education and service projects.
4. Shall present the general membership with two (2) proposals for ongoing community service for membership approval of one (1) project.
5. Shall present the general membership with proposals for community education for approval.

#### **D. Historian Committee**

1. Shall maintain a file with photos and clippings to record the history of the Guild.
2. Shall maintain documentation of changes to the By-laws and a current copy.
3. Shall maintain documentation of Certificate of Incorporation.

#### **E. Prospectors Day Quilt Show Committee**

1. Shall arrange for a location to be approved by the general membership.
2. Shall coordinate the groups to clean, set up and clean up the location.
3. Shall provide regular status reports to the general membership.
4. Shall provide the general membership with a final accounting of all receipts and expenditures.

#### **F. Raffle/Donation Quilt Committee**

1. Shall present quilt patterns to the general membership for approval of one (1) to be used for the raffle/donation quilts.
2. Shall plan and coordinate the making and marketing of a raffle quilt and/or donation quilt.
3. Shall provide regular status reports to the Board.
4. Shall provide the Board with a final accounting of all donations, quilt receipts and expenditures.

#### **G. Special Events Committee**

1. Shall plan and coordinate at least two special events per year for approval by the membership. These may include the following:
  - a. Field trips
  - b. Retreat
  - c. Other special events as approved by the general membership.
2. Shall provide regular status reports on the planning of these events to the general membership at their monthly meetings.
3. Shall provide the general membership with a full accounting of any expenditure involved in these special events for their approval.
4. A written accounting of the planning, contacts, financial records and other pertinent data will be kept in writing for use by successor.

### **Section 2. Ad Hoc Committees**

#### **A. Nominating Committee**

1. Shall consist of three (3) members selected at the June meeting.
2. Shall not be eligible for election to Board positions during their term on the Nominating Committee.
3. Shall elect a Chairperson from among its members.
4. Shall secure the consent of one or more qualified candidates for nomination to each Board and Standing Committee chairman position.
5. One month prior to the general election, shall present a slate of candidates for nomination to each Board and Standing Committee chairman position.
6. In the event of more than 1 nominee for a position, a list and brief biography shall be published in the newsletter prior to the general election.
7. Shall prepare a written ballot listing all nominees and use this at the general election to conduct the election by members present.
8. Shall announce new Board members and Standing Committee chairmen before the end of the general election meeting.
9. Shall coordinate the installation of new Board members.

#### **B. Bylaws Committee**

1. A minimum of three (3) members appointed by the Board shall review the existing Bylaws every odd numbered year and present by April recommendations to the general membership for consideration of any changes by the following meeting.
2. The committee shall print and distribute to the members all suggested revisions in the next newsletter.
3. A copy of the proposed changes to the Bylaws will be sent to the Board prior to the general meeting.

4. Proposed change shall be presented and discussed at the April meeting. A vote will be taken at the general meeting in May.

**C. Auditing Committee**

1. Shall consist of three (3) members selected at the August meeting.
2. Shall elect a Chairperson from among its members.
3. Shall report results of the audit at the General meeting in November.



## *Addendum B*

### **Conflicts of Interest Policy**

A Guild member is considered to have a personal interest when they or an immediate family member are part of a business or association that wants to do business with the Guild.

To prevent a conflict of interest, any contract with a person stated above must be voted on and approved by a two-thirds majority at a General Meeting prior to any work or service being provided.

No interested General member, including Board members, may vote, promote (make a motion) or be counted as part of the two-thirds majority required to pass a motion involving a contract or payment involving a personal interest.

No person shall be disqualified from holding office within the Guild due to a personal interest, provided the personal interest is fully disclosed to the General membership prior to an election.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval. Meeting minutes and related documents are to be maintained by the Guild Historian.

## *Glossary*

**General meeting** – monthly meeting on the third Monday of the month

**In good standing** – has paid dues for current year’s membership.

**Indemnified** – to secure against hurt, loss or damage; to make compensation to for hurt, loss or damage.

**Inure** – to accustom to accepting something undesirable; to become of advantage

**New member** – those who have never been a member.

**Parliamentary procedures** - the consideration of the rights: of the majority, of the minority (especially a large minority greater than one-third), of individual members, of absentee members, of all of these groups taken together.

**Published** – distributed to the public, including non-members, in any format.

**Quorum** – the number of members required to be present for business to be legally transacted.