

Constitution and Bylaws of The Philadelphia Modern Quilt Guild
Adopted 5/19/2026

Article 1: NAME, LOCATION, AND PURPOSES

1.1 Name

The name of this guild is PHILADELPHIA MODERN QUILT GUILD also referred to as “the Philadelphia MQG” and “the Guild.”

1.2 Location

The Philadelphia MQG serves Pennsylvania, New Jersey and Delaware.

1.3 Purposes

The Guild is organized and will be operated exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Guild is additionally organized to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Guild.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Guild is an affiliate member of the Modern Quilt Guild Inc. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.

Within the scope of these purposes, the Guild is organized and operated to

- Develop and encourage the art of modern quilting.
- Work with other guilds and groups with a similar purpose.
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects.
- Offer educational opportunities through classes, workshops, and sharing of information.
- Support and provide the opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills.

The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.

1.4 Mission

The mission of the Guild shall be to provide fellowship among members in an environment that will facilitate the creativity and concepts of modern quilt making through the growth of knowledge and the sharing of quilting techniques, patterns, and quilt-making. The Guild will host educational meetings, will sponsor social quilting activities, and will support and promote the appreciation and knowledge of modern quilts and quilting techniques.

1.5 No Private Inurement

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth in this document.

Article 2: Membership

2.1 Membership

The Philadelphia Modern Quilt Guild strives to be a diverse and inclusive space for all members. The Guild believes that diversity comes in many forms and helps our community to thrive and grow. The Guild shall not engage in any direct or indirect practice or exclusion, distinction, restriction, segregation, limitations, refusal, denial, differentiation or preference in the treatment of a person on the basis of actual or perceived race, ethnicity, color, sex, sexual orientation, gender identity, religion, national origin, ancestry, age, disability, marital status, source of income, or familial status, or other act or practice prohibited by the United States or the Commonwealth of Pennsylvania.

A: Personal membership: Personal Membership is open to all adults over the age of 18. New members become effective with payments of dues, completion of membership form. Members shall be supplied with a membership list. The membership list cannot be distributed or sold and is for the express use of members for guild related activities only. The membership list cannot be used for solicitation purposes of any kind. Only members in good standing may participate in workshops or other special events.

B: Junior members ten to eighteen years of age shall have an individual sponsor. Membership becomes valid with payment of dues and completion of membership form, co-signed by a parent or guardian. Junior members shall have all the privileges of active membership except holding elective office.

2.2 Revocation of Membership

A: Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by the Board of Directors.

B: Membership may be revoked for violating policies set by the hosting meeting space.

C: In instances of verbal harassment or disruptive conduct during meetings, the Board of Directors may attempt conflict resolution but reserves the right to immediately revoke the membership of the disruptive member.

D: Membership may be revoked by participating in activities that are criminal in any activity related to the Guild or its functions.

2.3 Guests

Guests are welcome to attend one (1) meeting for free and are expected to become dues paying members no later than the second (2nd) meeting. Non-members shall sign in at each meeting. There may be a nominal fee for attending a meeting with a guest speaker.

2.4 Special Programs & Workshops

Members will receive free admission to Guild meetings as scheduled, except for special programs where extra costs must be defrayed. Additional programs and workshops are subject to admission charges to the membership and guests. The admission charge for any special events shall be determined by the Executive Board.

2.5 Membership Voting

Any decision made by the voting of the general membership shall be made by a majority of the members present at a regular or special meeting when all members have been notified at least 1 week prior to the vote. The Executive Board may choose to use an alternate method of voting (such as online or proxy voting) if the method selected provides adequate security to confirm that only members vote, and that each member may vote only once.

Article 3: Meetings

3.1 Meetings

The Guild shall schedule a regular meeting on the third Tuesday of the month starting at 7:00pm. Other meetings may be announced at meetings, by email or on the Guild's membership website at least 72 hours in advance. Official meetings may be held in person or via Video Conferencing.

3.2 Special Meetings

Special meetings may be called by the President, other Executive Board members, or by action of the membership. All members are to be notified of special meetings by email or the Guild's membership website.

3.3 Yearly Meeting Framework

The Executive Committee shall meet prior to the January meeting after the Elections held in October. They will schedule and layout the framework for the year. Any additional meetings will be decided by the President and shall be notified to the Executive Committee at least 72 hours prior to a necessary meeting.

3.4 Meeting Space

The place of Guild meetings shall be arranged by the President, with the approval of the Executive Board.

3.5: Workshop Attendance Priority

When special workshops are held by guest speakers, members are accepted first, then nonmembers, as space permits.

3.6 Guild Social Event Definition

A Guild social event is defined as an in-person or virtual gathering focusing on providing fellowship and recreation to Guild members.

Article 4: Executive Board and Committees

4.1: Members, Number and Qualifications

The Guild shall have a President, a Vice-President, a Secretary/Historian, and a Treasurer. They shall be elected by the membership at the October Annual meeting for 2-year terms, elected in even numbered years. The Guild shall have three (3) Committee Vice-Presidents, Vice-President for Guild Involvement, Vice-President for Community Outreach, Vice-President for Member Coordination. They shall be elected by the membership at the October Annual meeting for 2 year terms (beginning 2021) and elected in odd numbered years. These seven (7) members shall constitute the Executive Board of the Guild.

Persons holding office must be 18 years of age or over and must be members in good standing. Newly elected officers shall assume their duties on January 1 following election and remain in office until their successors have been installed.

Special qualifications of Executive Board officers include President, Vice-President, and Treasurer shall be members of the Guild no less than one year at the time of installation of Officers.

4.2: Duties

The President or Co-Presidents shall be the Chief Executive Officer of the Guild and shall preside at all general, special and Board meetings. The President shall be the official spokesperson for the Guild and shall have the authority to sign contracts on behalf of the Guild. The President shall instruct the secretary regarding the issuance of notices, minutes, and general correspondence. The President or Co-Presidents shall appoint all committee chairs after discussion with the Executive Board and have the power to create committees or subcommittees as needed.

The Vice President shall serve as assistant to the president in all matters. The Vice President shall perform such duties as requested by the President. In the absence of the President, the Vice President shall conduct Guild meetings and/or

Board meetings. In the event that the President cannot complete the term of office elected to, the Vice-President will assume all duties and responsibilities of the office of the President for the remainder of the term. The Vice President shall serve as Parliamentarian with responsibility to see that the rules set forth in the by-laws are followed. The Vice President shall serve as executive sponsor to the Philanthropy committee.

The Secretary shall keep records of minutes including all motions made and carried at each general, special, and Board meetings and shall take care of general correspondence. The Secretary shall post the meeting minutes to the Guild's website. The Secretary shall serve as executive sponsor to the Hospitality & Snacks committee.

The Treasurer shall have the care and custody of the Guild's funds. The Treasurer shall pay all bills and sign all checks. A brief financial report shall be made at every Executive Board Meeting. The Treasurer will prepare the proposed budget for the upcoming fiscal year and shall present it at the February annual meeting. Before the close of each fiscal year, the Treasurer shall prepare the books for audit. The Treasurer will supply/deliver quarterly bank reconciliation reporting to the executive board

4.3 Committee VP Duties

The Guild shall have three Vice-Presidents. The following Vice-Presidents shall be voted in by the general membership for two-year terms, Vice-President for Guild Involvement, Vice-President for Community Outreach, Vice-President for Member Coordination

Vice President for Guild Involvement: The Vice-President for Guild Involvement will oversee the following activities. They will oversee any Challenges or Swaps handed out at monthly meetings. They will be responsible for the coordination of the Guild's Speakers Series and shall coordinate guild speakers/lecturers/ and workshops with prior approval of the Executive Committee. The Vice President for Guild Involvement shall serve as executive sponsor to the Shows & Special Installations committee and the Outside Events committee.

Vice President for Community Outreach: The Vice-President for Community Outreach will oversee the following activities. The Vice President for Community outreach will be responsible for all of the Guild's social media presence. They will be responsible for maintaining the guild's website and social media networking accounts, including but not limited to Blog posts, Instagram, and Public Facebook accounts. The Vice President for Community Outreach will have approval of all Blog posts prior to their publication. The Vice President for Community Outreach will also keep a record of Guild events by appointing an official photographer. These photographs will be uploaded to the Guild's Private Facebook group and will be available for use on all social media accounts. The Vice President for Community Outreach shall serve as executive sponsor to the Technology committee.

Vice President for Member Coordination: The Vice-President for Member Coordination will oversee maintenance of membership records. This person will update the national Modern Quilt Guild as well as Facebook and our internal Member Roster with all pertinent information regarding membership. The Member Coordinator will monitor the guild's email and/or USPS PO Box and will respond to membership inquiries or will direct such inquiries to another appropriate Executive Board member. The Member Coordinator will work with the Treasurer to ensure all member dues are paid and pertinent updates to the roster are made. The Member Coordinator will also be responsible for greeting visitors at the meeting and keeping records of attendance at meetings. The Vice President for Member Coordination shall serve as executive sponsor to the Welcome committee.

4.4 Meetings of the Executive Board:

The Executive Board will meet the Monday prior to each guild meeting over Zoom; alternatively in person meetings may be scheduled.

4.5 Special Committees:

Special committees may be appointed by the President as necessary to carry on the business of the Guild.

4.6 Standing Committees:

Standing Committees: Standing committees will be under the supervision of the Guild President. The President appoints Committee Chairs after discussion with the Executive Board. Committee Chairs serve for a 2-year term. Committee Chairs may recruit committee members as needed. Committee Chairs may serve for a maximum of two consecutive terms (effective 2023 with the acceptance of this change).

A: Shows and Special Installations: This committee will be responsible for the judging and installation of the Guild Displays at any outside Show and/or event that the Executive Board approves including, but not limited to the Pennsylvania National Quilt Extravaganza. This committee is responsible for publishing and updating the jurying criteria as needed.

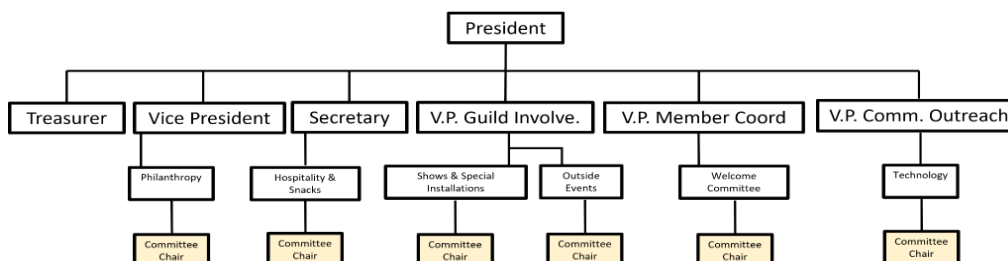
B: Outside Events: This committee shall coordinate all Guild retreats and the annual guild picnic.

C: Hospitality and Snacks: This committee shall coordinate donations for snacks at events and meetings and coordinate the annual potluck.

D: Philanthropy: This committee shall coordinate all Guild sponsored Philanthropic causes. Any ideas for Guild philanthropy will go to the committee for approval and oversight. The committee shall nominate a head of each project to spearhead and provide updates as necessary. This committee will also make suggestions to the Executive Board for use of the Sunshine Fund.

E. Welcome: This committee assists the V.P. of Member Coordination in welcoming new members and serving as a resource to new members to assist them in engaging with the guild.

F. Technology: This committee assists the V.P. for Community Outreach in writing blog posts, taking photographs and assisting with social media accounts as directed by the V.P. of Community Outreach.



4.7 Removing an Officer

Any elected officer(s) may be removed from office by a 2/3rds vote of membership present at any general or special meeting, when all members have been notified at least 1 week prior to such vote.

4.8 Executive Board Term Limitations

An individual shall not hold more than two (2) successive terms in the same Executive Board position, unless no other eligible members are identified by the nominating committee.

All Executive Board members shall be limited to four (4) consecutive terms on the Executive Board. Partial terms, appointed or elected, shall not count as a term.

Article 5: Finances

A: The Fiscal Year shall run from January 1st to December 31st. Any required tax filings will be completed by the Treasurer in office during the fiscal year being filed.

B: Annual Dues to the Guild shall be \$75 per year (\$35 for junior members who are <18 years of age in January) beginning in 2020. Membership dues will be due at the January annual meeting. For new members' dues shall be assessed on the following sliding scale:

Dues: January-March: \$75 April-June: \$55, July-September: \$40 October-December \$20

C: Membership termination shall occur on failure to pay yearly dues within 2 months of the due date. Members will be notified prior to termination.

D: The budget will be presented to the general membership for approval at the annual February Meeting. Any future changes shall be approved by the General Membership.

E: The President and Treasurer have the power to sign all checks for the Guild.

F: Optionally the President can appoint an auditor with the approval of the Executive Board. The audit is to be done within 2 months after the end of the fiscal year and prior to filing the annual tax return.

G: All expenses must be submitted to the Treasurer for payment. Expenses not budgeted for which are over \$100 will need to be approved by a majority vote of the Executive Board

Article 6: Governing Boards

6.1 Executive Board:

The Executive Board shall be composed of the elected officers of President, Vice President, Secretary/Historian, Treasurer, Vice-President for Guild Involvement, Vice-President for Community Outreach, Vice-President for Member Coordination.

6.2 Board of Directors:

The Board of Directors of the Guild shall be constituted of the Executive Board and all past Presidents in good standing. All shall have full voting powers on the Board of Directors decisions.

The Board of Directors of the Guild have final approval of dissolution of the Guild or rescinding membership in the national Modern Quilt Guild.

6.3 Vacancies:

If a vacancy occurs, except in the office of President, the vacancy will be filled by appointment by the Executive Board.

6.4 Quorum:

A quorum at Board of Directors meetings will consist of six (6) members of the Board of Directors.

Article 7: Executive Board: Elections

7.1 Nominating Committee

The President shall appoint two (2) members of the nominating committee and the remaining members of the Executive Board shall appoint the third (3rd). The nominating committee's recommendation is to be presented to the general membership at the September general meeting.

~~Section 2~~ 7.2 Voting

Voting shall be by ballot at the October meeting.

The Executive Board may choose to use an alternate method of voting (such as online or proxy voting) as long as the method selected provides adequate security to confirm that only members vote, and that each member may vote only once.

The results of the election will be reported immediately by the President with a written report by emailing to the general membership to follow. The new officers will take office on January 1. The incoming President shall submit an Annual Report to the State of Pennsylvania documenting the change of officers in accordance with the Pennsylvania nonprofit law.

Article 8:Amendments to the By-Laws

Amendments to these by-laws shall be made by majority vote of members present at a regular or special meeting, when all Guild members have been notified in writing by email, of all changes at least seven (7) days prior to said meeting.

Article 9: Effective Date

9.1: Adoption Date

The by-laws shall take effect immediately upon their adoption. Revisions, additions or deletions are to be effective upon the date so voted by the membership.

9.2: Supersedure

These by-laws supersede any and all previously adopted by the Philadelphia Modern Quilt Guild.

9.3: Review Date:

These by-laws shall be reviewed prior to the August meeting in all even numbered years under the direction of the Vice President.

Article 10: Parliamentary Authority

The rules 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 the rules of the Guild.

Article 11: Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event of dissolution, any and all properties owned by the Guild shall be disposed of, with all the monies being distributed to another quilt guild or charity organization(s), which qualify as non-profit under the laws of the State of Pennsylvania. The recipient(s) will be determined by a majority vote of the members present at a Guild meeting.