

BYLAWS

OF
HONEYBEE QUILTERS SEMINARS, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I.

PURPOSES

The specific and primary purposes for which Honeybee Quilters Seminars, Inc. (hereinafter referred to as the "Corporation") is formed are:

1. Foster and encourage the art and craft of quilting through education; and
2. Contribute to the historical preservation of the art and craft of quilting through education.

ARTICLE II.

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be organized pursuant to and exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, now existing or hereafter amended, or by any Corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 and its Regulations, now existing or hereafter amended.

ARTICLE III.

MEMBERSHIP

Section 1. Membership Provisions.

If the Directors find it necessary and so desire, they may add additional provisions for membership classes, qualifications, admissions and meetings through the amendment of these Bylaws.

Section 2. Eligibility.

Any person interested in the objects and purposes of this organization and who agrees to be bound by the Articles of Incorporation and Bylaws hereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for membership. Furthermore, membership in this organization is open to everyone, regardless of race, color, creed, sex or national origin, who is interested in the development and preservation of the art of quilting.

Section 3. Application and Membership.

A prospective Member shall be eligible for membership upon the presentation of an approved application form and payment of the proper dues.

Section 4. Duration.

All classes of membership shall be of one (1) year duration (January 1st through December 31st) and shall be required to be renewed annually by the payment of the required dues. Nonmembers may attend a maximum of two (2) membership meetings before joining the organization.

Section 5. Dues.

The dues structure shall be set annually by the Board of Directors at its annual meeting. Dues shall be payable in advance in January and on or before the first day of February in each fiscal year. For new Members joining in November or December the dues shall apply to also include the following year. Failure to pay the required dues prior to the February membership meeting will be considered a voluntary withdrawal.

Section 6. Rights of Members.

The right of a Member to vote and all of his or her other rights and interest in the organization shall cease upon the termination of his or her membership. No Member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

Section 7. Seminars.

Membership shall not be required in order to attend any seminars or educational workshops sponsored by the organization but fees may be charged to attend any specific workshop, in an amount to be established in advance, from time to time, by majority vote of the Board of Directors. The Board of Directors

reserves the right to establish a member price and a non-member price for any seminars or educational workshops.

Section 8. Resignation.

Any Member may resign from the organization at any time by delivering a written resignation to the President or to the Secretary.

ARTICLE IV.

MEMBERSHIP MEETINGS

Section 1. Annual Meetings.

The Membership shall hold its annual meeting during the month of January of each year. The date, time and place shall be set by the Board of Directors. If such date is a legal holiday, then the meeting shall be held on the next succeeding day not a legal holiday. Notice of such meeting shall be given to all Members, Officers and Directors at their last known physical address, or electronic mail address, at least ten (10) days prior to the date of the meeting. The annual meeting of the membership may be held immediately prior to, or jointly and simultaneously with, the annual meeting of the Board of Directors.

Section 2. Regular Meetings.

Regular meetings shall be held on a monthly basis (first Tuesday) at a place, time and date to be arranged and approved by the Board of Directors with notice to all Members.

Section 3. Quorum.

At any meeting of Members, the presence of twenty percent (20.0%) of the Members entitled to vote in person or by proxy shall be necessary to constitute a quorum for all purposes. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of twenty percent (20.0%) of the Members present in person or by proxy without notice other than by announcement at the meeting and without further notice to the absent Members. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

Section 4. Voting.

Unless specifically noted to the contrary herein, all elections and all actions and questions to be decided, at a meeting wherein a quorum is present, shall be by simple majority vote (greater than 50.0%) of the Members present and entitled to

vote. Upon the demand of any Member, regarding any election or question before the meeting, such vote shall be by written ballot. At every meeting of Members, each Member entitled to vote, shall be entitled to vote in person or by proxy duly appointed in writing which bears a date not more than eleven (11) months prior to such meeting.

ARTICLE V.

BOARD OF DIRECTORS

Section 1. The Board.

The general management and control of the business, assets and affairs of the organization shall be vested in the Board of Directors. In carrying out their duties the Board of Directors shall comply with the terms and provisions of the Articles of Incorporation and these Bylaws.

Section 2. Number of Directors.

Pursuant to Florida Statute Section 617.0803, the number of Directors shall be not less than three (3) persons. The number of Directors may be changed from time to time by a duly adopted resolution of the Members, but shall never be less than three (3).

Section 3. Election; Vacancies; Term of Office.

(a) The Board of Directors shall be comprised of the President, the Vice President, the Secretary and the Treasurer, as those Officers are elected or appointed to each said position each year.

(b) In the event of a vacancy on the Board of Directors prior to the date of the annual meeting of Members, the remaining Directors shall fill such vacancy for the balance of the term by nomination and a simple majority vote (greater than 50.0%) of the Directors.

(c) Directors shall serve for a term of one (1) year or until such time as their successors are duly elected or appointed.

Section 4. Authority and Powers of Directors.

Without intending any limitation, the Board of Directors shall have the responsibility and authority to or for:

(a) the planning and decision making concerning the business, assets and affairs of the Corporation; and

(b) giving direction to, and exerting control over, the Officers of the Corporation; and

(c) maintaining compliance with the Articles of Incorporation and these Bylaws; and

(d) hold meetings at times and places as may be deemed proper and necessary; and

(e) admit, suspend or expel Members; and

(f) promulgate rules from time to time that it deems to be proper and necessary for the operation of the organization; and

(g) appoint committees on particular subjects from members of the Board or from the membership of the organization; and

(h) audit bills and disburse the funds of the organization; and

(i) print and circulate documents, publish articles, and carry on correspondence and communicate with other associations with the same interests; and

(j) devise and carry into execution such other measures as it deems proper and necessary to promote the objects of the organization and protect the interests and welfare of the Members; and

(k) remove any or all of the Officers of the organization, with or without due cause, prior to the termination date of such office; and

(l) elect substitute Directors in the event any Director resigns or is removed from office prior to the termination date of such office; and

(m) contract, employ, retain, or terminate any employee, agent, firm, individual or other entity employed by the organization to supply any and all nature of services or products to the organization; and

(n) retain any other duty or power as provided by Chapter 617, Florida Statutes.

Section 5. Resignation.

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 6. Compensation of Directors.

The Directors shall receive **no** compensation for their services rendered as a Director of the Corporation.

Section 7. Annual Meetings.

The annual meeting of the Board of Directors shall be held immediately thereafter or jointly and simultaneously with the annual meeting of the Members.

Section 8. Special Meetings.

Special meetings of the Board of Directors may be called by the President, or by any two members of the Board of Directors,

for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Directors or mailed to the last known address of such Director at least five (5) days prior to the meeting date. A special meeting of the Board of Directors may be held jointly and simultaneously with a special meeting of the Members.

Section 9. Quorum and Voting.

(a) A simple majority (greater than 50.0%) of the Board of Directors shall constitute a quorum for the transaction of business. Unless specifically noted to the contrary herein, the affirmative vote of a simple majority (greater than 50.0%) of the Directors, wherein a quorum is present, shall be considered the act of the Board of Directors at any annual, special or regular meeting. Upon the demand of any Director, on any election or question before the meeting, such vote shall be by written ballot.

(b) Each member of the Board of Directors shall be entitled to one (1) vote at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors shall be entitled to vote at any meeting unless he or she is physically present at such meeting or for whom a written proxy has been submitted which bears a date not more than sixty (60) days prior to said meeting.

(c) A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless, he or she votes against such action or abstains in respect thereto because of an asserted conflict of interest.

ARTICLE VI.

OFFICERS

Section 1. Number of Officers.

The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other Officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors from time to time.

Section 2. Nomination; Election; Vacancies; Term of Office.

(a) The President shall appoint three (3) Members (at least one (1) of whom is not a candidate for office and who shall serve

as chairperson) in good standing, at least three (3) months prior to the annual meeting of Members, who shall serve as a Nominating Committee to select the Officers of the Corporation who shall be elected at said annual meeting.

(b) The duty of the Nominating Committee shall be to nominate such Officers from among the Members best qualified for each office and to submit such names to the Members at least one (1) month prior to the annual meeting of the Members.

(c) Officers shall be elected by a simple majority vote (greater than 50.0%) of the quorum present of the Members at the annual meeting of the Members.

(d) Should the office of the President become vacant by reason of termination or resignation during the term of office, the Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors.

(e) Officers shall serve for a term of one (1) year or until such time as their successors are duly elected.

(f) Only those persons who have signified their consent to serve shall be nominated or elected as Officers.

(g) The Officers newly elected at the annual meeting of the Board of Directors shall be installed and take office at said annual meeting.

(h) No Officer or Director shall be eligible to serve more than eight (8) years in elected office. No Officer shall be eligible to serve more than two (2) consecutive years in the same office.

Section 3. Removal of Officers.

(a) Any Officer, Director or agent elected or appointed by the Board of Directors may be removed by the Board at any time with or without cause. A simple majority vote (greater than 50.0%) of the quorum of Directors present at such meeting shall constitute a vote of removal.

(b) Any Officer/Director removed from office shall turn over to the Board of Directors within forty eight (48) hours any and all books, records and materials of the Corporation in his or her possession.

Section 4. Duties of Officers.

A. President.

The President shall be the principal executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and direct all of the business and affairs of the Corporation. It shall be the duty of the President as the chief executive Officer to preside at all meetings of the Members, Board of Directors, and any Executive

Committee. He or she shall have the primary responsibility for implementing the decisions of the Board of Directors. He or she shall have the power to appoint the chairmen of all committees. He or she shall call all regular and special meetings when deemed necessary. He or she shall have the power to sign all agreements, contracts, leases, promissory notes, deeds, mortgages, security agreements and any other obligations, instruments or documents on behalf of the Corporation as approved by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by a duly adopted resolution or by these Bylaws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. See Article XII for additional/alternate signature requirements. He or she shall be an ex-officio member of all committees, except the Nominating Committee. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors, including the election of Nominating Committees.

B. Vice President.

In the event of the President's delegation, absence, death, disability, inability or refusal to act, any Vice President shall have the power and authority to, subject to the control of the Board of Directors, perform the duties of the President, and when so acting, shall have all powers of and be subject to all of the restrictions upon the President. In such instance said Vice President shall have the same signature and execution authorization for all documents and written instruments as the President. See Article XII for additional/alternate signature requirements. He or she shall serve on all committees in the absence of the President or in the event of the President's inability to serve.

C. Secretary.

The Secretary shall take and keep the minutes of all meetings of the membership, Board of Directors and Executive Committee. He or she shall furnish a copy of the minutes to the President immediately after each meeting and shall be custodian of all records and papers of the organization except those that pertain to a special committee. He or she shall receive and file all written reports, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall attest to the signature of the President or Vice President as appropriate or as directed by the Board of Directors.

D. Treasurer.

The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank approved by the Board of Directors. He or she shall sign checks for the disbursement of funds if so authorized and according to the current banking resolution as recorded in the Corporate Minute Book. Current financial records shall be kept at all times and reports on the financial status of the Corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. The books of the Corporation shall be delivered to his or her successor, duly audited, immediately following the termination of the office or the election of a new Treasurer. The Treasurer shall serve as the Chairman of the Budget and Finance Committee.

Section 5. Further Duties.

All Officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the President from time to time. He or she shall deliver to their successors all books, records and materials of the Corporation not later than ten (10) days following the election and installation of their successors.

Section 6. Compensation of Officers.

The Officers of the Corporation shall receive **no** compensation for their services rendered as an Officer of the Corporation. Persons employed by the Corporation may receive reasonable compensation for their services rendered.

ARTICLE VII.

COMMITTEES

The Corporation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its object and purposes. All committees shall serve for one year. Neither the designation of any such committee, the delegation of authority to such committee, nor action by such committee pursuant to such authority, shall alone constitute compliance by any member of the Board of Directors, who is not a member of the committee in question, with his responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE VIII.

FISCAL YEAR

The Fiscal Year of the Corporation shall commence on the 1st day of January and terminate on the 31st day of December.

ARTICLE IX.

DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the affairs of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to such organization or organizations as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located to such organization or organizations as such court shall determine.

ARTICLE X.

INDEMNIFICATION

Section 1. Duty.

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including but not limited to actions by or against the Corporation) by reason of the fact that he or she is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, partnership, joint venture, trust or other enterprise.

Section 2. Extent.

The extent, amount, and eligibility for the indemnification provided herein shall be approved by the Board of Directors. Said determinations will be made by a simple majority vote (greater than 50.0%) of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

The Corporation will have the power to make further indemnification as provided by Florida law except to indemnify any person against gross negligence or willful misconduct. The

Corporation may purchase and maintain insurance for indemnification of any person as provided herein.

Section 3. Limitation.

Notwithstanding the foregoing, no indemnification shall be made to or on behalf of any Officer or Director wherein the final adjudication establishes: (i) that a violation of criminal law occurred, unless the Officer or Director had no reasonable cause to believe his conduct was unlawful; (ii) a transaction occurred from which the Officer or Director derived an improper benefit; (iii) a transaction under which the provisions of F.S. §607.0834 is applicable; (iv) willful misfeasance, bad faith, reckless disregard or gross negligence in the performance of the Officers' or Directors' duties.

ARTICLE XI.

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Execution of Written Instruments.

All agreements, contracts, leases, promissory notes, mortgages, security agreements, deeds, documents and other instruments shall be executed by the President or the Vice President and attested by the Secretary or Assistant Secretary unless the Board of Directors shall in a particular situation designate another procedure for the execution of written instruments.

Section 2. Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances and further restricted by the dollar amount of the contract.

Section 3. Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances and/or dollar amounts.

Section 4. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of

the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such state or federally insured banks or other state or federally insured depositories as the Board of Directors may select.

ARTICLE XII.

RECORDS

(a) The Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the Members and Board of Directors, at the principal office of the Corporation, and retain same for at least seven (7) years, or longer if appropriate. All such records and financial statements may be inspected by any Director or Member, or the agent or attorney of either, at any reasonable time.

(b) Not later than three (3) months after the close of each fiscal year, the Corporation shall prepare financial statements showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year.

ARTICLE XIII.

MISCELLANEOUS PROVISIONS

Section 1. Parliamentary Procedure.

The Rules contained in Roberts Rules of Order, as revised, shall govern the Board of Directors, Officers, chairman of various committees, and the Members in all instances to which they are applicable, provided, however, that they do not conflict with these Bylaws, or with the laws of the State of Florida.

Section 2. Number and Gender.

Wherever the context so admits or requires the terms used in these Bylaws shall include the singular or the plural form, the masculine gender or the feminine gender, or the heirs, personal representatives, successors or assigns of those named herein.

Section 3. Attorneys Fees.

In the event of any litigation, arbitration, mediation, action by legal counsel, bankruptcy proceeding or collection effort arising between or among the Members, and/or the Officers, and/or the Directors, and/or the Corporation (whether or not suit be brought), the prevailing party (or substantially prevailing party) shall be entitled to recover all court costs and reasonable attorneys' fees, including those arising from an appeal.

Section 4. Amendment of Bylaws.

These Bylaws may be repealed, altered, or amended, and new bylaws may be adopted, by a simple majority vote (greater than 50.0%) of the Members present at any regular meeting or a special meeting called for that purpose at which a quorum is present.

IN WITNESS WHEREOF, these Bylaws have been approved, adopted and executed on this ____ day of July, 2011.

Honeybee Quilters Seminars, Inc.,
a Florida not-for-profit corporation

BY: _____
Bonnie M. McCarty, President

ATTEST:

F. N. Levinson-Lustgarten,
Secretary