

VALLEY QUILT GUILD

MISSION STATEMENT

The mission of the Valley Quilt Guild is the long-term commitment and devotion to the art of quilting through the sharing of skills, ideas, and knowledge of quilt making and through the participation in community service programs.

BY-LAWS

BY-LAW I NAME

The name of this organization is the Valley Quilt Guild (hereinafter referred to as the “Guild”).

BY-LAW II PURPOSE

The Guild is a non-profit organization dedicated to preserving, promoting and advancing the art of quilt making through educational programs, workshops, and outreach activities for its members and for the surrounding communities.

BY-LAW III MEMBERSHIP

Section 1 Membership in the Guild is open to anyone who has an interest in quilts or quilting. The Board may establish a membership limit if necessitated by space limitations. If membership is at its maximum, the membership committee shall maintain a waiting list.

Section 2 Members

A) Members, having paid dues, may participate in all activities of the Guild.

B) All members are entitled to receive a Guild newsletter, and to attend all meetings at no additional fee. In addition, they are entitled to receive a copy of the Guild membership list, the Guild By-Laws, and the Guild Policies and Procedures on an annual basis. Each member is entitled to one vote on all motions submitted for a vote of the membership.

Section 3 Annual membership dues shall be paid by all members in the amount proposed by the Board and approved by the membership at a regular meeting. Any change in the amount of annual dues must be proposed and approved a minimum of three months prior to the beginning of the fiscal year. New members joining after the beginning of the fiscal year may pay discounted annual dues pro-rated on a quarterly basis. Membership dues are non-refundable.

BY-LAWS IV
MEETINGS

Section 1 Regular Meetings

A) Regular membership meetings shall be held monthly except in December, usually on the third Wednesday of the month in the evening for the purpose of transacting any business that may properly be presented at the meeting. The meeting location, dates, and times shall be published in the newsletter.

B) A quorum consisting of 35% of the current membership must be established before any vote of the membership may be taken.

C) The President votes only to break a tie.

D) The regular meeting in May shall include approval of the budget, and election of officers.

E) The date and time of the meetings may be changed by a vote of the Board. All members of the Guild will be notified of such at least one week prior to the meeting by newsletter, email, and/or telephone.

F) Special membership meetings may be called by the Board or by petition of 30% of the current membership of the Guild. The purpose of the meeting shall be stated in the request. Except in cases of emergency, at least 5 day notice shall be given.

G) All motions put before the membership, except as otherwise defined in these By-Laws, require a simple majority to pass. All voting, except as otherwise defined in these By-Laws, will be made by a show of hands or verbal consent, unless a motion is made and passed to take the vote by ballot.

Section 2 Board Meetings

A) These meetings shall be held as agreed upon by the Board.

B) A quorum is established when a simple majority of the Board is present. All matters brought before the Board shall be decided by a simple majority of those present.

C) The first Board meeting after the May Meeting shall be a Transitional Board Meeting attended by both the newly elected and retiring officers. During that meeting, a calendar for the Guild regular meetings and Board meetings for the coming year shall be determined. It is the duty of outgoing elected officers to forward all information, records and files pertinent to their position to their successor. Newly elected officers shall assume their duties at the end of the meeting.

Section 3 All meetings of the Guild, the Board and all standing and special committees shall refer to Robert's Rules of Order, latest edition.

BY-LAW V
BOARD AND OFFICERS DUTIES and COMMITTEES

The property, affairs and business of the Guild shall be managed by or be under the direction of the Board.

Section 1 Duties of the Board:

The Board is comprised of the elected officers of the Guild and shall consist of the President, Vice President – Programs and Workshops, Vice President - Membership, Secretary, and Treasurer. Each officer is entitled to one vote on the Board with the President voting only in the case of a tie.

A. The Nominating Committee Chair shall be appointed by the Board in January. The Chair shall ask two members of the Guild to serve as the committee. The members of the Nominating Committee will be announced at the February meeting.

B. It is the responsibility of the Nominating Committee to present a slate of candidates for all elected positions.

C. The Nominating Committee shall solicit all Guild members in good standing, for interest in fulfilling an elected position. A proposed slate of officers shall be presented to the Guild at their March meeting and shall be published in the April newsletter.

D. The Nominating Committee shall present a slate for election at the May meeting. Nominations will be accepted from the floor providing the agreement of the individual nominated has been or can be secured prior to elections being held. Where only one candidate is proposed for an office, the Nominating Committee Chairman may make a motion to cast a unanimous ballot for those positions. If there is more than one candidate for an office, the vote will be by secret ballot. The candidate receiving the majority of the votes cast will fill the position.

Section 2 Elected Officers

A. Each elected officer shall be a Guild member in good standing. Guild members in good standing can hold an office jointly if approved by the membership (simple majority of those in attendance). The term of office for each elected officer shall be two (2) years. No elected member can hold the same elected office for more than two consecutive terms unless approved by the membership upon presentation of the proposed slate of officers by the Nominating Committee.

B. Officers shall be elected by the membership at the May Meeting. The following schedule for officers is as follows:

Even Years: President and Vice President of Membership

Odd Years: Vice President of Programs & Workshops, Secretary, and Treasurer

C. It is the duty of each elected officer of the Guild to have regular attendance at monthly Guild meetings and Board meetings.

D. Elected officers who are unable or unwilling to fulfill their duties may submit their resignation, in writing, to the President.

E. Vacant, unexpired terms of office shall be filled by appointment of willing individuals by the Board.

Section 3 Duties of the elected officers and committees are as follows:

A. President

- 1) Coordinates all activities and ideas of the members and the Board.
- 2) Prepares an agenda for all regular and Special meetings of the Guild and the Board.
- 3) Presides over all regular and Special meetings of the Guild and the Board.
- 4) May appoint Special committees and their chairman as approved by the Board.
- 5) Appoints a qualified auditor for Annual Audit of the Treasurer's books at the close of the fiscal year and as requested by the Board.
- 6) Prepares an annual report for this position to be given to the Secretary and Newsletter Editor two (2) weeks prior to the July meeting.
- 7) Performs any other duties incidental to the position.
- 8) Oversees the activities of the following committees.
 - a) Community Service Committee
 - b) Sunshine and Shadow Committee
 - c) Quilt Show Committee
 - d) Special Committees
 - e) Website Committee

a. Community Service Committee

- (i) Reports to the President.
- (ii) Coordinates the Guild's involvement in local community activities.
- (iii) Allocates charitable donations as approved by the membership.
- (iv) Works with the Programs and Workshop Committee Chair on charity quilt workshops. Workshops to be scheduled a minimum of two (2) times per year.
- (v) Prepares a monthly report to present at the Guild meeting and sends a copy to the Newsletter chair.
- (vi) Prepares an annual report for this position to be given to the President and Secretary by the June meeting.

b. Sunshine and Shadow Committee

- (i) Reports to the President.
- (ii) Sends an appropriate card or letter from the Guild to its members in recognition of events of both joy and sorrow.
- (iii) Prepares a monthly report to present at the Guild meeting.
- (iv) Prepares an annual report for this position to be given to the President and Secretary by the June meeting.

c. Quilt Show Committee

- (i) Reports to the President.
- (ii) Organizes, directs, and appoints volunteers/sub-committees for bi-annual fundraising event in accordance with the Guild Policies and Procedures.
- (iii) Prepares a monthly report to present at the Guild meeting.
- (iv) Prepares a summary report at the conclusion of the Quilt show and given to the President and the Secretary.

d. Special Committees

- (i) Reports to the President.
- (ii) May be formed with the approval of the Board. The duties and the responsibilities of the committee are identified by the Board with an estimated time that the committee will serve.
- (iii) Prepares a report for this position upon completion of their assigned task (at minimum annually) to be presented to the Board and at the next regular meeting.

e. Website Administrator(s) Committee

- (i) Responsible for keeping the Guild website updated.
- (ii) Appoint a minimum of two (2) website administrators. Additional administrators may be added to facilitate Guild offices as needed.
- (iii) Determine the level of access of each administrator based on their area of responsibility and website experience.
- (iv) Ensure integrity of information published on the Guild website, including the removal of outdated information.
- (v) Ensure the use of the most cost efficient website vendor and level to offer our members the best online experience.

f. Longarm Coordinator(s)

- (i) Responsible for maintenance of longarm and accessories.
- (ii) Responsible for instructing any member in good standing on its use.

B. Vice President – Programs and Workshops

- 1) Performs the duties of the President in the event of her/his absence or inability or refusal to act, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- 2) Administers all programs and workshops for the Guild. Beginning level workshops to be offered as needed.
- 3) Prepares a monthly report to present at the Guild meeting and provides information on all speakers and programs to the Newsletter Editor.
- 4) Coordinates all activities related to speakers and workshop presenters, including but not limited to:
 - a) Speaker contracts and letters of confirmation
 - b) Housing, meals and transportation of speakers as approved by the Board.
 - c) Payment of the speaker/teacher as contractually agreed upon, within budget constraints. The Treasurer will issue these payments by Guild check, which the Vice President – Programs & Workshops will present upon the fulfillment of all contractual obligations.
- 5.) Serves as a liaison to speakers and workshop presenters.
- 6.) May plan programs into the next year as required for the scheduling of speakers.
- 7.) Proposes fees, as appropriate for all speakers, programs and workshops of the Guild to be approved by the Board. An additional amount above the regular fee may be proposed for non-members.
- 8.) Prepares an annual report for this position to be given to the President and Secretary by the June meeting.
- 9.) Performs any other duties incidental to the position.

10.) Oversees the activities of the following committees:

- a) Programs and Workshops
- b) Publicity

a.) Programs & Workshops Committee

- (i) Reports to the Vice President – Programs and Workshops.
- (ii) Coordinates and administers all speakers, programs and workshops for the current Guild year.
- (iii) Organizes Guild workshops, community service and teaching workshops.
- (iv) May appoint a sub-committee to handle a particular event.

b.) Publicity

- (i) All committee heads will report to the Vice-President Programs and Workshops.
- (ii) Printed Material committee
- (iii) Social Media coordinator
- (iv) Prepares a monthly report to present at the Guild meeting.
- (v) Prepares an annual report for this position to be given to the President and Secretary by the June meeting.

C. Vice President - Membership

- 1) At the beginning of each monthly meeting reports number of members and guest present, and status of quorum.
- 2) Maintains an up-to-date record of Guild members (including name, address, telephone number and email address) on the Guild website.
- 3) Ensures continued annual membership of the Guild in NEORQC.
- 4) Prepares and distributes a membership list to each member via our website annually.
- 5) Collects and forwards dues received from Guild members to the Treasurer.
- 6) Issues membership cards.
- 7) Maintains a supply of membership forms, membership cards, and information packets for new members.
- 8) Prepares an annual report for this position to be given to the President and Secretary by the June meeting.
- 9) Performs any other duties incidental to the position.
- 10) Oversees the activities of the following committees:
 - a) Membership committee

a) Membership Committee

- (i) Reports to the Vice-President - Membership.
- (ii) May be chaired by the Vice President - Membership.
- (iii) Assists the Vice President - Membership in performing the duties assigned in these By-Laws.
- (iv) Coordinates activities designed to encourage and/or promote membership in the Guild.

D) Secretary

- 1) Records the minutes of all regular and special meetings of the membership and the Board.
- 2) Maintains record book(s) which contain the minutes, treasurer's reports, newsletters, By-laws, official annual reports, committee reports, and any other Guild documents.
- 3) Prepares an annual report which includes a list of all approved motions by date.
- 4) Conducts all general correspondence of the Guild
- 5) Performs any other duties incidental to the position.
- 6) Prepares an annual report for this position to be given to the President and a copy to be filed in the Secretary's book by the June meeting.
- 7) Oversees the activities of the following committees:
 - a) Newsletter**
 - b) History/Photography**

a.) Newsletter Editor

(i) Publishes and mails (email acceptable) a monthly newsletter notifying the Guild members of general meetings and activities of the Guild. Additional items to be included in the newsletter:

- (ii) The monthly financial report and annual Treasurer's report.
- (iii) Membership roster revisions and additions as provided by the Vice President - Membership.
- (iv) Information on upcoming speakers, programs, workshops and activities as provided by the Program Committee.
- (v) Information on activities as provided by other committees of the Guild.
- (vi) Prior to the May Meeting, the slate of officers presented by the Nominating Committee.
- (vii) The Budget as approved by the membership.

b.) History/Photography Committee

- (i) Reports to the Secretary.
- (ii) Responsible for seeing that photographs are taken of Guild activities.
- (iii) Works with Social Media coordinator(s) and Website Administrator(s) to post Guild photographs on Facebook and on website.

E) Treasurer

- 1) Acts as custodian of the Guild's assets.
- 2) Maintains a current listing of the Guild assets and shall inventory all assets prior to the end of the fiscal year. Copies of these assets are to be filed with the President and Secretary.
- 3) Deposits and disburses the Guild's funds as authorized by the Board and/or the general membership.
- 4) Provides a financial report at each regular and special meeting of the membership, Board and for publication in each edition of the newsletter.
- 5) Prepares a separate financial report of the Quilt Show.
- 6) Maintains a complete and accurate financial record for annual audit upon request.
- 7) Completes all State and Federal forms regarding finances of the Guild in a timely manner.
- 8) Completes financial records through the end of the fiscal year and prepares a full annual report to be given to the President and Secretary by the June meeting.

- 9) Prepares a proposed budget for the upcoming fiscal year with the assistance of the President and Vice President – Programs and Workshops.
- 10) Performs any other duties incidental to the position.

BY-LAW VI
FINANCIAL ACCOUNT ABILITY

Section 1 The fiscal year of the Guild is June 1 to May 31.

Section 2 Budget

A) Budget proposals for the following year are due from all officers and committee chairs in March.

B) A Budget Committee, comprised of the President, Vice President-Programs and Workshops, and Treasurer, shall be responsible for preparing a budget for the upcoming year for approval by the Board at their April meeting.

C) This budget shall become effective upon approval by the membership at the May Meeting.

Section 3 The financial books and records of the Guild shall be subject to an annual audit after the close of the fiscal year and at any other time deemed necessary by the Board. The annual audit is to be completed by July 31st.

BY-LAW VII
AMENDMENTS

These By-Laws may be amended by a simple majority of the members present at any regular meeting at which a quorum is established provided that a copy of the amendment(s) is published and submitted to the membership a minimum of 15 days prior to the meeting.

BY-LAW VIII
DISSOLUTION

Section 1 The Guild may be dissolved by a two-thirds (2/3) vote of the members present at a special membership meeting called by the Board for that purpose. Members must be notified in writing twice (at two and one month intervals) prior to said meeting.

Section 2 The Guild shall be considered dissolved if there are an insufficient number of nominees to fill all the elected offices and the Newsletter Editor. If other committee chairs are not filled, that function will not be available to the Guild.

Section 3 Should the Guild be dissolved, the Board will decide where to distribute the assets, with the provision that it selects only from organizations that are organized and operated exclusively for charitable and educational purposes and which have established status under Section 501(c)(3) of the Internal Revenue Code.

Revision History:

Original Constitution and By-Laws approved September 1, 2005
By-Laws revised and approved by the Board 12 March 2007
By-Laws revised and presented for approval September 16, 2015
By-Laws revised and presented for approval August 20, 2025