

**LETORT QUILTERS OF CARLISLE**

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**LETORT QUILTERS OF CARLISLE**  
**BY-LAWS**

**ARTICLE 1 – NAME**

The name of this Corporation shall be Letort Quilters of Carlisle.

The Corporation may be referred to as a guild.

**ARTICLE 2 - OFFICE AND AGENT**

The registered office of the Corporation shall be the current Treasurer's address. The current Treasurer shall be the registered agent of the Corporation. The mailing address of the Corporation shall be P.O. Box 260, Carlisle, PA 17013-0260.

**ARTICLE 3 – PURPOSE**

Section 1 - Purpose of Corporation

The purpose of this Corporation shall be to create, stimulate, maintain, and record an interest in all matters pertaining to making, collecting, and preserving quilts and to establish and promote educational and philanthropic endeavors through quilts.

Section 2 - Means to Achieve Purpose

The Corporation shall strive to achieve its purpose by:

- a. establishing lines of communication within the guild for the stimulation of thought, exchange of ideas, mutual assistance, and enhancement of individual strengths,
- b. supporting the preservation and interpretation of quilts that have historical and cultural value, and
- c. supporting and encouraging the present day art of quilt making so that these quilts may become the heirlooms of tomorrow.

**ARTICLE 4 – BOARD OF DIRECTORS**

Section 1 - General Powers

- a. The business and affairs of the Corporation shall be managed by its Board of Directors (the Board). In addition to the powers and authorities of these By-Laws expressly conferred upon them, the Board of Directors shall have the maximum power and authority now or hereafter provided or permitted under the laws of the Commonwealth of Pennsylvania to Directors of Pennsylvania non-profit corporations acting as a Board.
- b. All powers, obligations and rights of the guild provided by law shall reside in the Board of Directors.
- c. All projects to be considered by the Corporation shall be presented to the Board by a Board member.

## Section 2 - Board Meetings

- a. Board meetings shall be scheduled for a minimum of four (4) times per year. Additional meetings may be scheduled as deemed necessary by the President.
- b. Seven (7) members of the Board shall constitute a quorum for the transaction of business.
- c. The Board shall at their scheduled meetings review the financial status of the Corporation and recommend appropriate action as necessary.
- d. Any active member of the guild may attend any Board meeting, but shall not have a vote on any Board action.

## Section 3 - Structure

- a. Letort Quilters Board of Directors shall consist of eleven (11) members.
- b. The terms of service of Board members shall be staggered. The terms of six (6) of the Board members shall expire at the end of one membership year, and the terms of the remaining five (5) Board members shall expire at the end of the following membership year.
- c. The terms of service of Board members shall be two (2) years and shall begin July 1 and end June 30 at the end of the second membership year.
- d. A Board member, having served three (3) consecutive two-year terms, shall be eligible to serve again on the Board following one (1) full year of absence from Board service.
- e. Vacancies on the Board shall be filled by vote of the Board members. Nominations for the open Board seats shall be made by Board members taking into account recommendations from the Nominations Committee. Board member nominees will need to receive six (6) affirmative votes to fill a seat on the board. Election results will be published in the guild's newsletter.
- f. Should any seat on the Board become vacant before a Board member's term is completed, the Board shall take all necessary steps to fill the remainder of the term.

## Section 4 - Board Officers

- a. The officers shall be President (Chairperson of the Board), President-Elect, Treasurer and Secretary and shall be voted upon by the board members. Seven (7) affirmative votes are required to elect an officer.
- b. The terms of President and President-Elect shall be one (1) membership year. The President-Elect automatically succeeds to the office of President at the expiration of the President's one-year term. A President-Elect candidate must be a member of the guild for a minimum of three (3) consecutive years.
- c. The Secretary and Treasurer shall serve a term of two (2) membership years. Candidates for both of these offices must be a member of the guild for a minimum of one (1) year.
- d. Should the office of President-Elect, Secretary or Treasurer become vacant, the Board shall take all necessary steps to fill the remainder of the term.

## Section 5 – Duties of Board Officers

### President

- a. Shall preside at Board and guild meetings.
- b. Shall appoint the members for all ad hoc committees.

- c. Shall with the consent of the Board sign written contracts and obligations of the Corporation.
- d. Shall be the liaison between the Board of Directors and the guild membership, and shall provide an overview of the Board's current projects quarterly for the guild's newsletter.
- e. Shall see that all records and books pertaining to the office of President are transferred when there is a change in that office.

#### President-Elect

- a. Shall assist the President as called upon and shall exercise all functions of the President in the latter's absence.
- b. Shall with the consent of the Board shall be able to sign contracts for programs and workshops that are scheduled for the year (s)he is President.
- c. Shall serve on the Programs and Education Committee.
- d. If the President cannot complete the full term of office, the President-Elect will fulfill the duties of the office plus serve the following year as President.
- e. Shall with the consent of the Board sign all written contracts and obligations of the association if the President is unable to do so.
- f. Shall see that all records and books pertaining to the office of President-Elect are transferred when there is a change in that office.

#### Secretary

- a. Shall record minutes of Board and guild meetings.
- b. Shall distribute the minutes of all Board meetings to the Board members in a timely manner.
- c. Shall maintain for future reference the minutes book in current status.
- d. Shall maintain a record system of all other materials/records of the Corporation.
- e. Shall see that Board correspondence with members, educators and other persons is completed as requested by the Board.
- f. Shall see that all records and books pertaining to the office of Secretary are transferred when there is a change in that office.

#### Treasurer

- a. Shall deposit all funds received by the Corporation in a bank or like institution approved by the Board of Directors.
- b. Shall disburse monies upon the authorization of the President or the Board.
- c. Shall present the Treasurer's report at Board meetings.
- d. Shall have available all financial records to be submitted for an internal review at the close of the fiscal year (June 30). The Board shall appoint two (2) members of the guild to conduct the review. The findings of this review shall be published in the guild's newsletter, and a copy shall be filed with the financial records of the guild.
- e. The Treasurer and the President shall be authorized to sign checks of the Corporation.
- f. Shall see that all records and books pertaining to the office of the Treasurer are transferred when there is a change in that office.

## Section 6 - Removal of Board Members

- a. Any Board member not performing his or her duties according to the By-laws may be removed from that position by the Board following an affirmative ballot vote by eight (8) members of the Board. Fifteen (15) days written notice shall be given to said Board member.
- b. Any Board member who has three (3) consecutive unexcused absences from Board meetings will be removed. Fifteen (15) days written notice shall be given to said Board member.

## **ARTICLE 5 – STANDING COMMITTEES**

A board member will be assigned to each of the following committees who will give an update of their respective committee(s) at each Board meeting.

### Section 1 - Community Service/Outreach Committee

- a. Shall seek and research possible avenues to use the abilities within the guild to reach out to organizations/individuals in need.
- b. Shall consist of as many members as necessary, which may include the following positions:
  1. Comfort Quilts Coordinator - Shall implement a program to make and distribute comfort quilts to those in need by reaching out to the community to determine organizations whose goals would benefit from the distribution of comfort quilts.

### Section 2 - Fundraising Committee

- a. Shall develop and implement strategies for raising funds for the guild's education fund.
- b. Shall consist of as many members as necessary, which may include the following positions:
  1. Theme Basket Coordinator - Shall implement a program to set up a raffle for theme baskets a minimum of two times per year
  2. Chinese Auction Coordinator - Shall coordinate the Chinese Auction to be held one time per year.
  3. Quilter's Boutique Coordinator - Shall oversee the guild's inventory of items to be sold and arrange for the boutique to travel to locations where guild items can be sold, including but not limited to the guild's Quilt Show.
  4. Raffle Quilt Coordinator - Shall coordinate the efforts of guild members to make quilts to be raffled to the general public. This includes but is not limited to the Raffle Quilt made in conjunction with the guild's Quilt Show.

### Section 3 – Hospitality Committee

- a. Shall provide a welcoming atmosphere for members and visitors.
- b. Shall consist of as many members as necessary including the following positions:

1. Refreshments Coordinator - Shall be responsible for scheduling volunteers to provide refreshments for each meeting and at other guild functions as needed.
2. Greeter Coordinator - Shall be responsible for scheduling greeters for each meeting and other guild functions as needed.
3. Mentor Program Coordinator - Shall set up a program to train mentors, assign mentors to new guild members, and schedule mentors to be available at every meeting for new guild members.

#### Section 4 – Guild Membership Committee

- a. Shall consist of as many members as necessary.
- b. Shall receive all guild membership applications and renewal forms.
- c. Shall forward all guild membership monies to the Treasurer for deposit.
- d. Shall maintain a file of guild members.
- e. Shall publish a contact list of guild members. This list shall be distributed to all guild members with updates included monthly in the guild's newsletter.
- f. Shall see that all records and books pertaining to the guild membership are transferred when there is a change of committee chairpersons.

#### Section 5 – Communications/Publicity Committee

- a. Shall keep the guild informed of important dates and activities and publicize activities of the guild as necessary to the public.
- b. Shall consist of as many members as necessary including the following positions:
  1. Newsletter Editor - Shall solicit, gather, and edit material appropriate for the newsletter including paid advertising, shall publish at least six (6) issues annually which shall include activities of the guild, and shall ensure that a printed copy and a digital copy of each issue is included in the guild's archives.
  2. Website Administrator - Shall keep the guild's website updated and current with officer information, membership forms, program information, By-Laws, and general activities of the guild.
  3. Publicity Chairperson - Shall oversee the publication of the guild's activities in local media - online and in printed materials.

#### Section 6 – Programs and Education Committee

- a. Shall schedule and implement educational and recreational activities for guild members.
- b. The President-Elect shall serve on this committee.
- c. Shall consist of as many guild members as necessary including the following positions:
  1. Lecture and Workshop Coordinator - Shall oversee a sub-committee with a minimum of three members. These three members shall serve for three years each with staggered terms. During the last year of their term, they shall serve as the Coordinator. The committee shall schedule educational and interesting programs for guild meetings within the budgetary limits provided by the Treasurer. They also shall schedule workshops for the guild. Workshops shall be self-sustaining (all expenses are paid by participants). Their proposed schedule shall be presented to the Board for approval in September for the current guild year.

2. Retreat Coordinator - Shall obtain information and costs for retreat centers in the area, choose a facility and coordinate the details for conducting the guild's quilting retreat at that facility, set costs for participants based on nights of stay, and provide information regarding the retreat to the guild via the guild's newsletter. Retreats will be self-sustaining (all expenses are paid by participants).
3. Facilities Coordinator - Shall prepare facilities for meetings, workshops, etc. based on information from the Lectures/Workshops Coordinator.
4. Librarian - Shall maintain the guild's library by purchasing current books and purging outdated books. Shall take a yearly inventory and oversee the guild's library cart at guild meetings.

#### Section 7 – Quilt Show Committee

- a. Shall organize, plan and carry out the Letort Quilters of Carlisle Quilt Show.
- b. Shall include the current President as a liaison.
- c. Shall consist of as many Chairpersons and members as necessary.

#### Section 8 - Nominations Committee

- a. Shall be responsible for soliciting candidates for open Board positions.
- b. Shall consist of (3) three guild members of which one shall be a Board member.
- c. Shall consider guild members who volunteer to be a candidate and suggestions from other guild members to be considered for a seat on the Board.
- d. Shall take all necessary steps to ensure at least one candidate for each Board vacancy.

#### Section 9 - Ad Hoc Committees

- a. Ad hoc committees shall be appointed by the President, approved by the Board, and shall function for the time required to accomplish the purpose of the committee.

### **ARTICLE 6 – GUILD MEETINGS**

A minimum of twelve (12) guild meetings shall be scheduled each year. These meetings shall be for the purpose of business, education and fellowship.

### **ARTICLE 7 – MEMBERSHIP AND DUES**

#### Section 1 - Membership

- a. Membership in the guild is open to any person who completes a written application and makes payment of the appropriate dues.
- b. Letort Quilters of Carlisle does not discriminate against any person because of age, ancestry, color, disability or handicap, gender, national origin, race, religious creed, or sexual orientation.
- c. A new guild member shall be any person not previously a guild member of Letort Quilters of Carlisle or who has had an inactive membership for at least one (1) year.
- d. A "New Member Application/Renewal Form" for membership in the guild shall be included in the newsletter and posted on the website.
- e. A guild membership year is defined as beginning July 1 and ending on June 30.



## Section 2 - Dues

- a. Annual dues shall be determined by the Board by April for the next membership year.
- b. The appropriate dues for membership shall accompany the application/renewal form.
- c. Guild membership dues shall be paid to Letort Quilters of Carlisle no later than the first meeting in October. One set rate shall apply throughout the year. Cases of financial hardship will be handled by the Board on an individual basis.
- d. If a guild member is delinquent in dues, the guild member's record shall be filed as inactive and said guild member shall have no guild privileges.
- e. Dues are nonrefundable.

## **ARTICLE 8 – AMENDING THE BY-LAWS**

### Section 1 - Procedure for By-Laws Amendment

- a. Amendment(s) may be proposed only by a member of the Board.
- b. The President may appoint an ad hoc committee consisting of Board members to study the By-laws and recommend amendments.
- c. The proposed amendment(s) shall be distributed to the members of the Board two (2) weeks prior to the Board meeting for approval.
- d. These proposed change(s) must be approved by eight (8) members of the Board.
- e. The approved change(s) to the By-Laws shall be published in the next issue of the guild's newsletter.

## **ARTICLE 9 - PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

## **ARTICLE 10 – DISSOLUTION**

Should Letort Quilters of Carlisle dissolve for any reason, the remaining money in the guild treasury shall be donated to one or more 501(c)(3) charities to be voted on by the remaining Board members. The books in the guild library shall be donated to local libraries or sold and the proceeds donated to the previously mentioned charity or charities. Any remaining guild supplies, such as light fixtures, extension cords, etc., shall be sold and the proceeds donated to the previously mentioned charity or charities.

## **ARTICLE 11 – PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order, Revised* shall govern meetings of this organization in all cases in which they are not inconsistent with these By-laws.

These By-laws were approved by the Board on April 2, 2017 and shall be posted on the website of Letort Quilters of Carlisle.

President: Debbie Weigle (signature)