

BYLAWS OF WILKES COUNTY QUILTERS, INCORPORATED

ARTICLE I: NAME

The name of the guild shall be **WILKES COUNTY QUILTERS, INCORPORATED** (Known hereafter as WCQ, Inc.)

ARTICLE II: OBJECTIVES

The objectives of this guild shall be:

- ** Dedicated to the art of quilting.
- ** To further the knowledge of quilting by providing a forum for members to enjoy, encourage and promote quilting.
- ** To preserve the tradition, culture and history of quilting.
- ** To actively engage in charitable community projects.
- ** To sustain a common interest in fabric, needle and thread.
- ** To hold day and evening meetings in order to increase opportunities for membership.
- ** To accomplish the objectives without intention of realizing any financial gain on behalf of WCQ, Inc. or its members.

ARTICLE III: MEMBERSHIP

- Section 1: The membership of the guild shall be open to any dues-paying person interested in quilting.
- Section 2: Eligibility is open to interested quilters regardless of age, sex, race, religion, or national origin.
- Section 3: Dues are due in January; an applicant can join the guild at any time. New members joining after July 1st shall be assessed one-half of the regular dues fees.
- Section 4: A member shall be dropped from membership when nonpayment of dues for three months occurs.
- Section 5: Honorary Life Membership
- A. This membership can be bestowed on an individual to honor a major contribution to the guild.
 - B. Rights include all membership privileges; dues are suspended.
 - C. An Honorary Life Membership entails no specific duties nor presents any conflict with a member holding a regular office or other position within the guild.
 - D. No more than one honorary membership shall be awarded annually.

ARTICLE IV: OFFICERS, DIRECTORS AT LARGE AND PROGRAM COORDINATOR

- Section 1: The officers of this organization shall be a President, a Day Vice-President, an Evening Vice-President, Secretary and Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this organization. The Officers, Directors at Large and Program Coordinator constitute the Executive Board.
- Section 2: A nominating committee shall consist of three (3) members appointed by the President, not to include themselves. There shall be at least one member from the day meeting and one member from the evening meeting. The committee members shall be appointed in June of the election year and posted in the July newsletter. The nominating committee members are not eligible for nomination to office. Anyone interested in filling a position may contact one of the nominating committee members. The committee members shall meet and discuss potential nominees and then contact them. The nominating committee must obtain consent from all potential nominees before placing their name on the ballot. The option of write-ins will appear on the finalized ballot. The ballot is complete at that time and a slate of candidates will be presented at the October Guild meeting, nominations will also be taken from the floor.
- Section 3: The Executive Board shall be elected for a two (2) year term. Installation of the Executive Board shall take place at the December meeting. No person shall serve more than one term in the same office consecutively.
- Section 4: If a vacancy occurs, the vacancy shall be appointed by the Executive Board until the expiration of the term.
- Section 5: Ballots shall be mailed prior to the November meeting. Ballots shall be returned to the chairman of the nominating committee or brought to the November meeting. Tellers will be appointed to tally the votes at the November meeting.
- a. In the event that those selected by the nominating committee are unopposed by any other nominations from the floor, the mailing of a paper ballot may be suspended for that election only.
- Section 6: All officers shall be elected at the November meeting by a majority vote and shall assume their respective duties at the December meeting following installation.

ARTICLE V: DUTIES OF OFFICERS, DIRECTORS AT LARGE AND PROGRAM COORDINATOR

- Section 1: President: The President shall preside at the meetings of the general membership and the Executive Board. The President shall coordinate all activities of the guild. The President shall counsel with the officers and shall appoint committees necessary to the welfare of the Guild; oversee the committees and officers to ensure the fulfillment of their duties. The President is an ex-officio (non-voting) member of all committees except the nominating committee. Following the term of office, the President is requested to provide

counsel in a voting, advisory capacity for a period of one year. Other duties as proscribed in these bylaws and the Parliamentary authority shall apply.

- Section 2: Day Vice-President and Evening Vice-President:
- a. The Day Vice-President shall perform all the day duties of the President during the Presidents absence or disability and shall assist the President as deemed necessary. Day Vice-President may, but not necessarily be on the nominating committee.
 - b. The Evening Vice-President shall perform all the evening duties of the President during the Presidents absence or disability and shall assist the President as deemed necessary. Evening Vice-President may, but not necessarily be on the nominating committee.
- Section 3: Secretary: the Secretary shall keep minutes of the Guild and the Executive Board meetings. The Secretary may publish these minutes in the newsletter, if desired. The Secretary shall discharge other duties as appropriate to the office.
- Section 4: Treasurer: The Treasurer shall receive, be in charge of, and be responsible for all monies, bills and property belonging to the Guild. The Treasurer shall prepare a budget yearly reflective of activities and requests of committees. This budget shall be approved by the Executive Board. The Treasurer shall keep accounts and statements of all transactions and turn over these reports to the incoming Treasurer at the end of the term. The Treasurer shall give a report at each meeting or provide such information in the case of absence. An audit may be authorized as necessary.
- Section 5: Vouchers: A voucher system shall be employed for payment of services.
- Section 6: The President and Treasurer are authorized to write checks and drafts on behalf of the Guild.
- a. Checks will require two (2) signatures of the WCQ, Inc. officers which include: President, Day Vice-President, Evening Vice-President, Secretary and Treasurer.
- Section 7: Directors At Large: The Director At Large for both the day and evening groups shall be to provide representation to the Executive Board on matters of concern to the respective groups.
- Section 8: Program Coordinator: The Program coordinator shall provide monthly programs for the Guild. Special programs shall be offered based on the needs of the Guild.
- Section 9: The Executive Board shall consist of elected officers of the Guild, two (2) Directors At Large (one from the day group and one from the evening group), and the Program Coordinator. The immediate past President may attend in a voting, advisory capacity for one year.
- Section 10: A majority of the Executive Board including the President and Vice-Presidents shall constitute a quorum.
- Section 11: Voting requires a majority of the Executive Board.
- Section 12: The Executive Board shall be the administrative body of the Guild. It shall exercise control and supervision over all guild officers and committees.
- Section 13: Executive Board meetings shall be held at least quarterly.

- Section 14: Meetings of the Executive Board shall be open to Guild members. The membership shall have access to the minutes of the regular Executive Board meetings.
- Section 15: Conflict of Interest. To protect the Guild's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Guild or might result in a possible excess benefit transaction. Any current officer of WCQ, Inc. who has a direct or indirect financial interest in an entity conducting business with WCQ, Inc. is considered to be an interested person. A financial interest is defined as an ownership or investment interest in any entity with which the Guild has a business transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Guild is negotiating a transaction or arrangement. Should a possible conflict arise, the procedures in the Conflict of Interest Policy shall be followed. The minutes of the Executive Board meeting during which a possible conflict of interest is discussed shall contain:
- a. The names of the persons found to have a financial interest, the nature of the possible financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including the alternatives to the proposed transaction or arrangement, and a record to any votes taken in connection with the proceeding.
- Section 16: Annual Statements regarding Conflict of Interest: Each elected officer of WCQ, Inc. shall bi-annually sign a statement which affirms such person:
- a. Has received a copy of the conflicts of interest policy.
 - b. Has read and understands the policy.
 - c. Has agreed to comply with the policy, and
 - d. WCQ, Inc. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI: MEETINGS

- Section 1: The Guild shall meet on the fourth Tuesday of each month at one o'clock P.M. at the location listed in the monthly newsletter. An evening meeting shall be held at six o'clock P.M. at a location listed in the monthly newsletter. Activities will be the same in both meetings, giving members an opportunity to attend either group. The Executive Board may call a special meeting or change the regular meeting, time or place. If inclement weather closes the schools in Wilkes County, the Guild meeting for that month shall be canceled. The meeting may be rescheduled at the Executive Board's discretion. (Addendum approved by WQC, Inc. on February 23, 2016)

Section 2: For the purpose of conducting business at a regular meeting, twenty-five percent of the membership shall constitute a quorum. A tally of votes will be finalized after both day and evening groups have met.

ARTICLE VII: COMMITTEES

Section 1: The following are the standing committees of the Guild:

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| * LIBRARY | * HOSPITALITY |
| * MEMBERSHIP | * WAYS AND MEANS |
| * NEWSLETTER | * PUBLICITY/PUBLIC RELATIONS |
| * PROGRAM | * INTRAGUILD ACTIVITIES |
| * COMMUNITY SERVICE | * SPECIAL EVENTS |
| * HISTORIAN/SCRAPBOOK | * QUILT SHOW |
| * SUNSHINE | * QUILTMAKER |

Section 2: Committees are formed at the annual meeting in January. The expectation is that each Guild member shall serve on a committee. Chairpersons are selected by the committee. The Program Coordinator is an elected position. Chairpersons on the committees may appoint additional members to the committee as necessary.

Section 3: A majority of the members of any standing committee shall constitute a quorum at any meeting of the committee.

Section 4: The committee chairperson shall report the committee's activities to the Guild at monthly meetings as deemed necessary by the President.

Section 5: Special ad hoc committees may be created by the President.

Section 6: All committee chairs are expected to attend the meetings of the Executive Board. If unable to attend a written report is expected.

Section 7: The committee, when formed, will identify desired goals for the year. The goals are shared with the Executive Board and especially with the Treasurer prior to the formation of a budget.

Section 8: Each committee shall consist of 5-6 members. Members should be representative of the day and evening groups.

Section 9: Guild members can serve on more than one committee but cannot chair more than one committee.

Section 10: Committee members may be asked to resign from a committee if indeed they do not attend or contribute to the mission and welfare of the committee.

Section 11: All committees shall submit an annual report reflecting the accomplishments of goals identified.

ARTICLE VIII: VOTING REQUIREMENTS

When voting is necessary for business conducted at monthly meetings, a motion will be passed by a simple majority of members present. A motion is made, seconded and approved. Voting may be by voice, by rising, by show of hands, or by ballot when anonymity of the member's vote is desired.

ARTICLE IX: AMENDMENT OF THE BYLAWS

The Bylaws of WCQ, Inc. , may be amended at a regularly scheduled meeting, provided a written notice of proposed amendments has been mailed or emailed to members at least seven (7) days prior to the meeting. A ballot vote may be taken, and a two-thirds majority of the members present is required for passage of bylaw changes or additions. Bylaws must be reviewed annually.

ARTICLE X: PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic reviews shall examine the financial relationships, if any, that exist with any entity that a current member of the WCQ, Inc. Executive Board has a financial interest. The results of this review are to be documented in the minutes of the Executive Board meeting and said minutes are to be available to any Guild member upon request.

ARTICLE XI: RULES OF ORDER

"Robert's Rules of Order", latest edition, shall be the parliamentary authority in all matters of procedure not specifically covered by the bylaws of WCQ, Inc.

ARTICLE XII: DISSOLUTION

In the event and upon the dissolution of Wilkes County Quilters, Incorporated, 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 future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Within these rules, WCQ, Inc. stipulates that all books, DVDs, and materials shall be donated to Wilkes County Public Library. The Rowena Peters' Quilt Frame shall be donated to the Wilkes County Heritage Museum. All other assets shall be donated equally between the Wilkes Senior Resources, Inc. and Ebenezer Christian Children's Home.

Adopted, September 1999
Reviewed, November 2000
Amended, November 2001
Reviewed, January 2003
Amended, December 2005
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