

# Constitution and Bylaws of NAME OF QUILT GUILD

Date Adopted \_\_\_Oct 1 2017\_\_\_\_\_

## ARTICLE 1 – NAME, PURPOSES, POWERS, AND OFFICES

### 1.1 Name

The name of this Guild is Winnipeg Modern Quilt Guild (the “Guild”).

### 1.2 Purposes

The Guild is organized and will be operated exclusively for educational, social and charitable purposes.

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.

**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 of the United States of America.**

**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, and**
- **Support and provide 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.

### 1.3 Offices

The Guild may have such other offices, as the Board of Directors may determine or as the affairs of the Guild may require from time to time.

### 1.4 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 Article 1.2.

## ARTICLE 2 – GUILD ACTIVITIES FOR MEMBERS

**2.1 Membership:** Guilds may set activities for members and may formalize a membership policy. Membership may be granted to anyone residing in Canada ages 18 years or older upon

completion of membership application and payment of dues. Members must adhere to the code of conduct to remain in good standing and maintain membership.

**2.2 Dues:** The annual dues amount will be set by the Board of Directors. If a member withdraws from the Guild, dues will not be prorated or refunded. Dues must be received by the first annual meeting to remain in good standing.

**2.3 Meetings:** The Guild will hold at least one meeting a year for the Membership, as determined by the Board of Directors. At such meetings, each member in good standing receives one vote in appropriate matters.

**2.4 Revoking of Membership:** Membership may be revoked in cases of actions that threatens the charitable status of the Guild, or as determined by the Board of Directors.

### **ARTICLE 3 – BOARD OF DIRECTORS**

#### **3.1 General Powers; Delegation**

The activities, property, and affairs of the Guild shall be managed by its Board of Directors, which may do all such lawful acts and things as are permitted by law or by these Bylaws, unless otherwise expressly provided herein.

#### **3.2 Number and Qualifications**

The Board of Directors shall consist of at least three (3) directors.

#### **3.3 Term of Office**

Directors shall serve a \_\_\_1\_\_\_ year term, and until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office. Any director may be re-elected to serve consecutive terms of office.

#### **3.4 Nomination of Directors**

The Board of Directors will nominate candidates for successor directors. At any meeting at which the election of a Director occurs any member may nominate a person with the second of any other member. In addition to nominations made at meetings, a nominating committee may consider nominees.

#### **3.6 Election of Directors**

A person who meets any qualification requirements to be a Director and who has been duly nominated may be elected as a Director. Directors shall be elected by a majority vote of those Directors at a Board meeting at which a quorum is present. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director.

#### **3.7 Duties of Directors**

Directors will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Guild. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other

financial data, concerning the Guild or another person that were prepared or presented by a variety of persons, including officers and employees of the Guild, professional advisors, or experts such as accountants or attorneys. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

### **3.8 Filling of Vacancies**

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification or removal from office of any director will be filled by the affirmative vote of a majority of the directors present at any meeting of the directors at which a quorum is present. Any director elected or appointed to fill a vacancy will hold office for the remainder of the vacated term and until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification or removal from office.

### **3.9 Removal**

Any director can be removed, either for or without cause, by the affirmative vote of a majority of the directors present at any meeting of the directors at which a quorum is present, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the director proposed to be removed.

### **3.10 Resignation**

Any director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

### **3.11 Directors' Compensation**

Directors will not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Guild, as long as a majority of disinterested directors approve the reimbursement. The Guild shall not loan money or property to, or guarantee the obligation of, any director.

## **ARTICLE 4 – NOTICES**

### **4.1 Notice**

At least five (5) days' written notice must be given to all Directors of any regular or special meeting of the Board of Directors. Notice of meetings may be given by electronic transmission (i.e., e-mail) if all directors individually and collectively consent in writing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to a meeting not properly called.

## **ARTICLE 5 – MEETINGS**

### **5.1 Place of Meeting**

Meetings of the Board of Directors will be held at such places as determined by the Board of Directors or as specified or fixed in the respective notices or waivers of notice.

### **5.2 Regular & Special Meetings**

The Board of Directors will hold at least one meeting a year.

Regular meetings of the Board of Directors will be held at such times and places as may be selected from time to time by resolution adopted by the Board and communicated by written notice to all directors. Except as otherwise provided by law, by the Certificate of Formation, or by these Bylaws, any and all business may be transacted at any regular meeting.

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. A person or persons authorized to call special meetings of the Board of Directors may select any place within Texas as the place for holding a special meeting. The person calling a special meeting will notify the Secretary of the information required to be included in the notice of the meeting. The Secretary will give notice to the directors as required in the Bylaws.

### **5.3 Quorum and Manner of Acting**

A majority of the number of directors then in office will constitute a quorum for the transaction of business at any meeting of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the directors present may adjourn and reconvene the meeting one time without further notice. In case of a tie in voting on any manner, the President have a tie-breaking vote. Proxy voting is not permitted at meetings of the board of directors.

### **5.4 Proxy Voting is permitted for annual general meeting is permitted.**

The Board of Directors will be responsible for notifying members of proxy voting process 30 prior to any Annual General meeting.

### **5.5 Written Consent of Directors**

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by the number of directors or officers whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted, as the case may be. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such consent shall have the same force and effect as a vote at a meeting where such directors or officers were present and voted, and may be stated as such in any document.

### **5.6 Electronic Meetings**

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by the Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of the Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person

voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section 5.6 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **ARTICLE 6 – COMMITTEES**

### **6.1 Committees of Directors**

The Board of Directors may establish one or more committees, may delegate specified authority to a committee, and may appoint or remove members of a committee. A committee shall include one or more Directors and may include persons who are not directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of directors.

## **ARTICLE 7 – OFFICERS**

### **7.1 Elected Officers**

The elected officers of the Guild shall include a President and a Secretary, and may include one or more Vice Presidents and/or a Treasurer, as may be determined from time to time by the Board. Any two (2) or more offices may be held by the same person, except that the President and Secretary shall not be the same person.

### **7.2 Election**

Officers will be elected by the Board of Directors, so far as is practicable, at each annual meeting.

### **7.3 Appointed Officers**

The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who will exercise powers and perform duties as set forth in these Bylaws or determined from time to time by the Board.

### **7.4 Term of Office; Removal; Filling of Vacancies**

Officers shall hold a \_\_\_1\_\_\_ year term.

### **7.5 President**

The President shall:

- Supervise and control the affairs of the Guild and shall exercise such supervisory powers as may be given by the Board.
- Preside at all board meetings.
- Serve as an ex-officio member of all standing committees, unless otherwise provided by the Board or these Bylaws.
- Set the agenda for each meeting of the Board.
- Have the general authority to execute bonds, deeds, and contracts in the name of the Guild; to cause the employment or appointment of such employees and agents of the

Guild as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of president of a Guild, except as otherwise provided by law, the Certificate of Formation or these Bylaws.

#### **7.6 Vice Presidents**

Each Vice President, if any, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.

#### **7.7 Secretary**

The Secretary shall:

- Give all notices in accordance with these Bylaws or as required by law.
- Take or ensure that someone takes minutes of all meetings of the committees and Board, and shall keep true copies of all minutes as part of the corporate records.
- Maintain custody of the records.
- Keep a record of the names and addresses of each Director, officer, and employee of the Organization.
- Perform all duties incident to the office of Secretary.

#### **7.8 Treasurer**

The Treasurer, if any, shall be the chief accounting and financial officer of the Guild and shall

- Have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Guild.
- Supervise the accounting and auditing practices of the Guild and shall have charge of all matters relating to taxation.

### **ARTICLE 8 – STAFF**

#### **8.1 Staff**

The Board of Directors may, upon resolution, appoint a staff, including an Executive Director, and/or a management company to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves.

A member of the Board of Directors may serve in an employment position within the Guild, subject to the Conflict of Interest policy in 9.4.

#### **8.2 Executive Director and/or Management Company**

The Executive Director and/or management company (“management”) shall be paid a fee set by the Board of Directors. Subject to such supervisory powers as are vested in the Board of Directors, the management shall supervise, direct, and control the business of the Guild and actively manage its business, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these bylaws. The management may engage in negotiations involving commitments of the resources of the Guild or the acceptance of money or resources by the Guild in furtherance of the purposes of the Guild as set out in the Certificate of Formation and these bylaws. The management shall generally be expected to attend all meetings of the Board of Directors and meetings of the general membership, yet does not have a vote on the Board of Directors.

## **ARTICLE 9 – OPERATIONS**

### **9.1 Contracts**

The Board of Directors may authorize any officer or officers, or agent or agents, of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

### **9.2 Disbursement of Funds**

Management may dispense with the funds of the Guild in accordance with the annual budget approved by the Board of Directors and the purposes of the Guild as set out in the Certificate of Formation and these bylaws. Financial transactions with the value of \$\_\_\_\_ or more that are not in the annual budget require majority approval of the Board of Directors, or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. Notwithstanding the above, all checks of more than \$\_\_\_\_ disbursing funds from any of the Guild’s accounts require the signatures of at least two of the following: President, Vice President, Secretary, Treasurer, or key management personnel.

### **9.3 Records**

The Guild will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Guild will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Guild.

### **9.4 Conflicts of Interest**

The Guild shall adopt a conflict of interest policy. TBA

### **9.5 Dividends Prohibited.**

No part of the net income of the Guild shall inure to the benefit of any private individual and no dividend shall be paid and no part of the income of the Guild shall be distributed to its directors or officers.

The Guild may pay compensation in a reasonable amount to its officers for services rendered and may compensate and reimburse its directors as provided in Section 3.11.

### **9.6 Loans to Officers and Directors Prohibited**

The Guild will not make loans to its officers and directors. Any directors voting for or assenting to the making of any such loan, and any officer participating in the making thereof,

shall be jointly and severally liable to the Guild for the amount of such loan until repayment thereof.

#### **9.7 Fiscal Year**

The fiscal year of the Guild will be October 1<sup>st</sup>. to September 30th.

#### **9.8. Lobbying**

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.

#### **9.9 Invalid Provisions**

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

#### **9.10 Powers to Amend**

These Bylaws may be amended or repealed, or new bylaws may be adopted at any annual or special meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the directors present at the meeting, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

#### **9.11 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 future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE 10 – INDEMNIFICATION\***

*\*This is a state-specific provision.*

#### **10.1 Insurance**

The Guild will provide indemnification insurance for its Directors, and the Board of Directors shall select the amount and limits of such insurance policy.

#### **10.2 Indemnification**

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Guild shall be indemnified by the Guild against any and all liability and the reasonable expenses, including attorney's fees and

disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

### **10.3 Limits on Indemnification**

Notwithstanding the above, the Guild will indemnify a person only if he or she acted in good faith and reasonably believed that his conduct was in the Guild's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

### **CERTIFICATION**

The undersigned, being the duly elected and qualified Secretary of the Guild, hereby certifies that the foregoing initial Bylaws of the Guild were duly adopted by the Board of Directors of the Guild effective \_\_\_\_\_, 2013.

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Secretary