

By-Laws of the Mississippi Valley Quilters Guild An Iowa Not-for-Profit Corporation

Section 1: Classes and Qualifications. Membership shall be open to any person interested in the quilting arts. There will be three (3) classes of membership: Regular, Student – full time, and Honoree (to be determined by the Board of Directors).

Section 2: Voting. *Each Member shall, at every meeting of the Members, be entitled to one vote on each matter submitted to a vote of the Members. Except as otherwise required by laws of the State of Iowa, the Articles of Incorporation or the Bylaws of this Corporation, all matters at all meetings of Members shall be decided by the vote of a majority of the Members in attendance and entitled to vote.*

Section 3: Dues. Each Member shall pay annual dues in such amount as the Board of Directors may from time to time determine and set. Membership dues are due and payable on the first day of September of each year; provided, however, new Members joining on or after the first day of March of any year shall be required to pay half of the regular annual dues for full membership privileges until the following September. Any Member who is delinquent more than three calendar months in remitting annual dues shall be terminated from membership. A new Member is anyone who has not been a Member of the corporation for the last two (2) consecutive years.

Section 4: Guests. The Corporation and its Members welcome the attendance of nonmember guests and visitors at its regular monthly meeting but request a donation determined by the Board of Directors when a paid speaker is featured. No person may attend more than two (2) monthly meetings without becoming a Member.

ARTICLE II: MEETING OF MEMBERS

Section 1: Regular and Annual Meetings. *To carry out the purposes of the Corporation, regular meetings of the Members shall be held on such date and time of each calendar month as may be designated by resolution of the membership¹. The regular meeting of the Members in September of each year shall constitute and be designated the Annual Meeting of the Members. Failure to hold any regular meeting or Annual Meeting at the designated time shall not result in forfeiture of the charter of the Corporation or dissolution of the Corporation. The President, in consultation with the Board of Directors, is empowered to cancel or reschedule any regular or Annual Meeting of the Members because of adverse weather, conflicts with national holidays, or other similar necessity.*

Section 2: Special Meetings. Special Meetings of the Members may be called at any time by the President or by a majority of the Board of Directors and shall be called by the President upon the request of Members having one-twentieth (1/20) of the votes entitled to be cast at such meeting. The request of the Members shall state the purpose or purposes of the meeting and shall be delivered to the President.

Section 3: Place of Meeting. *Regular, Annual and Special Meetings of the Members shall be held at such place, either within or without the State of Iowa, as may be designated by the Board of Directors in consultation with the membership.*

Section 4: Notice of Meetings. *Written or printed notice of any Special Meeting, stating the place, day and hour of the meeting, as well as the purpose or purposes for which the Special Meeting is called, shall be delivered not less than ten (10) nor more than forty (40) days before the date of such meeting, either personally, by mail, or by e-mail to each Member entitled to vote at such meeting. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid. If notice is e-mailed, it shall be deemed delivered when sent to the Member's e-mail address as it appears on the records of the Corporation.¹ Except as otherwise required by laws of the State of Iowa, the Articles of incorporation or the Bylaws of this Corporation, no notice of the holding of or purposes for any regular or Annual Meeting of the Members shall be required.*

Section 5: Quorum. Except as otherwise required by laws of the State of Iowa, the Articles of Incorporation or these Bylaws of this Corporation, the presence at any meeting in person of twenty-five percent (25%) of those Members entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business.

ARTICLE III: BOARD OF DIRECTORS

Section 1: General Powers. *The property, affairs and business of the Corporation shall be managed by a Board of Directors consisting of eleven (11) persons. The number of Directors may be increased or decreased, to a number not less than three (3), from time to time by amendment of these Bylaws. The Directors shall be elected by the Members*

at each Annual Meeting of Members in accordance with Article V hereof to hold office until the next succeeding Annual Meeting.

Section 2: Terms of Office. Each Director shall serve a term of one (1) year with a maximum service of two (2) consecutive terms in any one officer position. After a break in service, an additional term or consecutive terms (2 terms) of any office previously served may be served. Failure to elect Directors annually shall not dissolve the Corporation.

Section 3: Removal of Directors. At a meeting called expressly for that purpose, a portion of or¹ the entire Board of Directors may be removed, for or without cause, by a vote of the majority of the Members then entitled to vote at an election of Directors.

Section 4: Vacancies. Any vacancy occurring on the Board of Directors may be filled by the vote of Members eligible to vote at a regular meeting of the Corporation. A temporary vacancy may be filled by the President.

ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Annual and Regular Meetings. The Board of Directors shall meet during the month of September following the Annual Meeting of the membership at large to organize and transact business. Regular meetings of the Board shall be held at such time as the Board may deem necessary. No notice need to be given of Annual or regular meetings of the Board.

Section 2: Special Meetings. Special Meetings of the Board may be called by the President or Secretary or by a majority of the Members of the Board upon written or telephoned notice or by e-mail notice¹ to each Director. Notice of any Special Meeting shall be given at least five (5) days prior to the meeting. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. If notice is e-mailed, it shall be deemed delivered when sent to the Director's e-mail address as it appears on the records of the Corporation.¹ The attendance of a Director at any Special Meeting shall constitute a waiver of notice of such meeting except when a Director attends such meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. The reason for calling a Special Meeting shall be specified in the notification of such meeting.

Section 3: Place of Meeting. Meetings of the Board of Directors, whether Annual, regular or Special, shall be held at such place, either within or without the State of Iowa, as may be designated by resolution of the Members thereof.

Section 4: Quorum. Except as otherwise required by laws of the State of Iowa, the Articles of Incorporation or these Bylaws of this Corporation, a majority of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE V: ELECTION OF DIRECTORS

Section 1: Nominations by the Nominating Committee. At the regular meeting of the Members in July of each year, the Nominating Committee, as comprised pursuant to the provisions of Article VII hereof, shall announce the names of the persons it recommends and nominates for election as Directors of the Corporation, one of whom shall be the immediate past president of the Corporation. The Nominating Committee shall further announce the names of the persons from among those nominees whom it recommends be elected to the Board of Directors as President, Vice President, Secretary, Treasurer, Historian, Program Chairman, Newsletter Coordinator, Membership Director and two (2) Members of the Board at large. The Nominating Committee's recommendations of officer positions shall be binding on the Board of Directors unless extraordinary circumstances exist.

Section 2: Nominations by the Members. At the regular July meeting of the Members, additional nominations for election to the Board of Directors may be made by the Members; provided, however, that no Member may nominate a person for election as Director without having first obtained the consent of that person to be a nominee.

Section 3: Election of Directors. The Members shall elect eleven (11) Directors at the regular August meeting. Each Member is entitled to one non-cumulative vote for each Director position being elected. In the event of nominations by Members in addition to those recommended and nominated by the Nominating Committee pursuant to the provisions of Section I of this Article, the vote on each Director position shall be by written ballot.

ARTICLE VI: OFFICERS

Section 1: Number. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, an Historian, a Program Director, a Membership Director, a Newsletter Coordinator and a Webmaster.

The remaining two (2) Members of the Board shall be considered Members of the Board at large. No two offices may be held by the same person.

Section 2: Election and Term of Office. *The officers specifically designated in Section I of this Article shall be chosen by the Membership at its Annual Meeting. Such officers shall hold office for a term of one (1) year. No person may hold the same office for more than two (2) successive terms. After a break in service, additional consecutive terms of any office may be served. Failure to elect officers annually shall not dissolve the Corporation.*

Section 3: The President. The President shall be the principal executive officer of the Corporation; shall be Chairman and preside at all meetings of the Board of Directors and of the Members and, subject to the direction and control of the Board of Directors, shall direct the policy and management of the Corporation. The President shall appoint all committee chairmen except the chairman of the Nominating Committee who shall be elected by the Members pursuant to the provisions of Article VII of these Bylaws. The President shall be an ex-officio member of all committees of the Corporation. The President shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 4: The Vice President. At the request of the President, or in the event of the President's absence, disability or refusal to act, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall become President upon the death, resignation, or removal of the President.

Section 5: The Secretary. The Secretary shall record all the proceedings of the Board of Directors and the Members in a book to be kept for that purpose and such book shall be available for inspection by any Member upon request. The Secretary shall act as custodian of the records of the Corporation and of the Board of Directors and shall see that all books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and, in general, perform all duties and have all powers incident to the office of Secretary and perform such other duties and have such other powers as may from time to time be assigned by these Bylaws, the President, or the Board of Directors.

Section 6: The Treasurer. *The Treasurer shall have supervision of the funds, securities, receipts and disbursements of the Corporation; cause all monies and other valuable effects of the Corporation to be deposited in its name and to its credit into such depositories as shall be selected by the Board of Directors; cause to be kept correct books of account, proper vouchers and other papers pertaining to the Corporation's business; render to the President and the Board of Directors, whenever requested, an account of the financial condition of the Corporation and of all transactions as Treasurer; and, in general, perform all duties and have all powers incident to the office of Treasurer and perform such other duties and have such other powers as may from time to time be assigned to that office by these Bylaws, the President, or the Board of Directors. Expenditures of the Corporation exceeding one hundred dollars (\$100.00) must receive prior authorization by the Board of Directors.*

Section 7: The Historian. *The Historian shall keep a book of newspaper articles, notices, pictures and other publicity related to the Corporation.*

Section 8: The Program Director. The Program Director shall be responsible for planning, organizing and making arrangements for programs related to the various aspects of the quilting art to be presented at regular meetings of the membership. Program topics, speakers and related arrangements shall be subject to the direction and review of the Board of Directors, and the Program Chairman shall perform such other duties as may from time to time be assigned by these Bylaws, the President, or the Board of Directors.

Section 9: The Newsletter Coordinator. *The Newsletter Coordinator shall solicit information and articles of interest relative to the Corporation and its Members and compose a monthly newsletter to be distributed by mail or by e-mail notification to each Member approximately ten (10) days before each regular meeting.*

Section 10: The Membership Director. *Shall compile and maintain a comprehensive list of each class of membership using the information received from the membership applications. The Membership Director shall receive and record all membership applications and renewals: maintain a complete list of all members entitled to vote at meetings of Members and have such list available for inspection by any member who may be present at such meetings; and shall provide membership information to Officers and Committee Chairs as required for the operation of their duties.*

Section 11: The Webmaster. *The Webmaster shall maintain all aspects of the online presence of the Corporation, including but not limited to maintenance and upkeep of the Corporation's website and social media pages, e-mail platform, and calendar. The Webmaster will send out special e-mails to Members at the request of the President or Vice President and will advise members when newsletters have been posted on the website.*

Section 12. Members-at-Large. *In addition to the nine (9) officers whose duties are described in Sections 3 through 11 of this Article, the Board of Directors shall contain two (2) Members-at-Large with full voting rights who shall perform such duties as may from time to time be assigned by these Bylaws, the President, or the Board of Directors.*

ARTICLE VII: NOMINATING COMMITTEE

Section 1: Membership and Term. The Nominating Committee of the Corporation shall consist of three (3) persons, one of whom shall be the most recent past President of the Corporation. The members of the Nominating Committee shall serve for terms of one (1) year or until their successors are chosen and qualified. Failure to elect the Nominating Committee annually shall not dissolve the Corporation. **Section 2: Qualifications.** *No person shall be a member of the Nominating Committee who has not been a Member of the Corporation for at least one (1) year. Current Directors of the Corporation shall not be eligible for membership on the Nominating Committee with the exception of the immediate past President who, under normal circumstances, serves as a Board member-at-large the year immediately following his/her presidency.*

Section 3: General Powers and Duties. *As soon as determined, but no later than the June newsletter, the Nominating Committee shall cause to be printed and distributed to members its recommendation to the Members of persons whom it deems most capable and qualified to be elected as members of the Board of Directors and Officers at the next succeeding regular August meeting of the Members. Such nominations shall represent the majority view of the Nominating Committee and shall be determined and announced only after due consideration has been given to suggested nominees made to the Committee by any of the Members, and only after first obtaining consent of each of the persons to be a nominee. The Nominating Committee shall request nominations from the floor at the July meeting(s).*

Section 4: Election of the Nominating Committee. *The Members shall nominate at least four (4) nominees at the March regular meetings. Following the closing of nominations, the Nominating Committee shall be elected by the Members at the April regular meeting. Each Member shall be entitled to cast one (1) vote by written ballot for each of two (2) separate nominees. Cumulative voting by any member is prohibited. The one nominee receiving the greatest number of votes cast by the Members shall be elected Chairman of the Nominating Committee; the one nominee receiving the next greatest number of votes cast shall be elected as a member of the Nominating Committee along with the immediate past President.*

Section 5: Vacancies. Any vacancy occurring on the Nominating Committee shall be filled by appointment of the President.

ARTICLE VIII: COMMITTEES

The Board of Directors may from time to time establish such standing committees and such ad hoc committees it shall deem necessary and appropriate for the administration and conduct of the affairs of the Corporation. Unless otherwise prohibited by these Bylaws or by specific resolution of the Board of Directors, the President shall annually appoint all chairman of such standing committees and such ad hoc committees of the Corporation.

ARTICLE IX: EXECUTION OF INSTRUMENTS

Section 1: Execution of Instruments Generally. All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged and delivered by such officer or officers or by such agent or agents of the Corporation and in such manner as the Board of Directors may from time to time determine.

Section 2: Checks, Drafts and Other Documents. All notes, drafts, acceptances, checks, endorsements and all evidence of indebtedness of the Corporation whatsoever shall be signed by such officer or officers or by such agent or agents of the Corporation and in such manner as the Board of Directors may from time to time determine. Endorsements or instruments for deposit to the credit of the Corporation in any of its duly authorized depositories shall be made by rubber stamp of the Corporation or in such other manner as the Board of Directors may from time to time determine.

ARTICLE X: DISTRIBUTIONS

No part of the income, assets, or property of the Corporation shall be distributed to the Members, Directors or officers of the Corporation with the following exception. Members who present programs in the capacity as teachers and lecturers will be compensated in the same manner as non-member guest lecturers.

ARTICLE XI: FISCAL YEAR

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall

extend from the first day of September to the last day of August of each year, both dates inclusive.

ARTICLE XII: AMENDMENTS

Section 1: Vote of the Members. The Bylaws of the Corporation may from time to time be altered, suspended, amended or repealed, or new Bylaws may be adopted at a meeting of the Members at which a quorum (as defined in Section 5 of Article II of these Bylaws) is present by the affirmative vote of two-thirds of the members present at such meeting.

Section 2: Notice. Written or printed notice of any action proposed to be taken pursuant to the provisions of Section 1 of this Article shall be delivered, either personally or by mail, or by e-mail¹ to each Member entitled to vote not less than ten (10) nor more than forty (40) days before the date of the meeting at which such action is proposed to be taken. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid. If notice is e-mailed, it shall be deemed delivered when sent to the Member's e-mail address as it appears on the records of the Corporation.

ARTICLE XIII: MISCELLANEOUS

Section 1: Inspection of Records by Members. The Corporation shall keep correct and complete books and records of account and Minutes of the proceedings of its Members, of its Board of Directors and of any committee having any authority of the Board of Directors. The Corporation shall maintain a record of the names and addresses of its Members who are entitled to vote. All of the books and records of the Corporation may be inspected by any Member for any proper reason at any reasonable time.

Section 2: Loans to Officers Prohibited. No loan shall be made by the Corporation to any of its officers or Directors. Any Director of the Corporation who votes for or assents to the making of any such loan and any officer participating in the making of such loan shall be jointly and severally liable to the Corporation for the amount of such loan until its repayment.

Section 3: Waiver of Notice. Whenever any notice is required to be given under the laws of the State of Iowa, the Articles of Incorporation or these Bylaws of this Corporation, a Waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such Waiver, shall be deemed equivalent to the giving of such notice.



Bylaw amendments were approved on September 5, 2017, by vote of the Members attending the Annual Joint Meeting. President, Faye Kunz presented the Board recommended changes to the attending members and called for a vote. Amendments were approved by majority vote. Entries in italics indicate revisions these revisions.