Mid-Cities Modern Quilters Bylaws Revised 2026

Article I: Name, Purpose and General Matters

1.1. The name of the nonprofit corporation will be the Mid-Cities Modern Quilters, also referred to as "The Guild" or "MCMQ."

1.2. The Guild's purpose is to:

- Develop and encourage the art of modern quilting,
- 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 community service or other works that give back to the community through the use of quilting and sewing skills.

1.3. The Guild will maintain a P.O. Box mailing address within the state of Texas. The Guild's Policies and Procedures specify what will be provided if a physical address is needed.

1.4. The Guild will operate exclusively for charitable and educational purposes as a 501(c)(3) nonprofit corporation and will maintain an Employer Identification Number (EIN) with the Internal Revenue Service.

1.5. As a 501(c)(3), The Guild prohibits political activity and lobbying at all Guild meetings and gatherings. Guild funds will be used for Guild purposes (stated above), with no private inurement.

Article II: Membership

2.1. Membership is open to anyone interested in quilts and quilting. No person may be denied membership to The Guild or be denied participation in any Guild events or activities because of the person's sex, race, religion, national origin, gender identity, sexual orientation or disability.

2.2. A member is someone who has paid their annual membership dues.

2.3. Each member receives one vote toward Guild matters.

2.4. Member information is for the purpose of MCMQ business only. Members' personal information will not be offered for sale.

Article III: Executive Board

3.1. The Executive Board, responsible for managing The Guild's business and affairs, shall consist of the elected Directors of The Guild: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.

3.2. Director terms will be for one (1) year, with a term limit of three (3) continuous years in the same Director role.

3.3. The Executive Board shall meet at least every two months on a schedule that is agreed upon by the members of the Executive Board.

3.4. The Executive Board has the power to execute contracts on behalf of The Guild and to delegate such power to others on a case-by-case basis. The Executive Board will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.

3.5. Quorum: At all meetings of the Executive Board, a majority of Board members must be present to constitute a quorum for the transaction of business. If a quorum is not met, the meeting may be immediately adjourned and rescheduled.

3.6. Voting: A majority of the Executive Board members present at a meeting where the Quorum is met will constitute an affirmative vote.
3.7. Virtual meetings of the Executive Board are acceptable as needed.

Article IV: Directors

4.1. The five (5) Directors of The Guild shall be President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer.
4.2. At least 60 days prior to the annual election of Directors, a Nominating Committee will be formed to identify candidates. The Nominating Committee will consist of between three (3) and five (5) MCMQ members who do not wish to be considered for a Board position. One or more current Directors may stand in if not enough members wish to join the Nominating Committee.
4.3. Directors will be elected by a majority of members present at the November Guild meeting to serve a one (1) year term that begins 1January of the following year. Voting for contested positions will be conducted by paper ballot and tallied by two (2) members who are not in consideration for a Director position.
4.4. Directors will be installed at the December Guild meeting of members, subsequent to election, and will assume their duties 1January for a term of one (1) year.
4.5. A Director may resign at any time. Any Director position—with the exception of President—can be appointed by the Executive Board. If the President does not fulfill his/her/their full term, a Vice President will fill in for President until elections can be held.
4.6. Guild Directors shall adhere to the current Texas Business Organizations Code (https://statutes.capitol.texas.gov/?tab=1&code=BO&chapter=BO.22&artSec=).
4.7. Director Duties and Responsibilities

4.7.1. The President shall call Executive Board meetings; preside at all Guild meetings and Executive Board meetings; appoint all chairs of Standing Committees; serve as ex-officio member of all Standing Committees; and disburse Guild funds in the absence of the Treasurer.

4.7.2. The 1st Vice President shall preside in the absence of or at the request of the President at Executive Board meetings and Guild meetings; and serve as the Chair of Social Media.

4.7.3. The 2nd Vice President shall preside in the absence of the President and 1st Vice President, or at the request of the President, at Executive Board meetings and Guild meetings; plan Guild programs and activities; serve as the Programs Committee Chairperson; and prepare a Program budget to be included in the Guild's annual budget.

4.7.4. The Secretary shall serve as the Guild's Parliamentarian and keep records of Guild and Executive Board meetings and shall conduct general correspondence of The Guild. The Secretary shall be responsible for The Guild's digital records retention of meeting agendas and minutes.

4.7.5. The Treasurer shall prepare a line-item budget; account for all funds of The Guild; disburse Guild funds; maintain and reconcile Guild bank accounts; and make monthly and annual reports to the Executive Board. The Treasurer shall be responsible for The Guild's financial digital records retention.

Article V: Committees

5.1. The Executive Board may create Committees to assist in carrying out activities and responsibilities to The Guild.

5.2. Chairpersons and Members: Any member of The Guild can belong to one or more committees at any one time. Chairpersons may be appointed by a member of the Executive Board.

5.3. Chairperson Responsibilities: The Committee Chairperson is responsible for the general supervision of the committee and its membership. The Committee Chairperson reports to its respective Executive Board Director, according to The Guild's Policies and Procedures. The Committee Chairperson is responsible for notifying the Executive Board of pertinent information, concerns or issues. The respective Executive Board Director will fulfill these duties in the absence of the Committee Chairperson.

5.4. Term: The Executive Board will determine the term for the Committee and Committee Chairperson. The Executive Board may officially dissolve a committee.

5.5. Resignation and Removal of Committee Chairpersons: The Executive Board may remove a Committee Chairperson. In the event of removal or resignation, the Executive Board may appoint a replacement Committee Chairperson.

5.6. Meetings: Each Committee may meet as needed.

5.7. Financial Affairs: Each Committee will work with the Treasurer. At no time should the committee be considered independent of The Guild nor fail to submit money or expenses to the Treasurer. Committees must obtain approval for financial expenditures from the Treasurer or the President and should operate within the annual budget.

5.8. Standing Committees: Standing committees and their functions are described in The Guild's Policies and Procedures.

Article VI: Meetings

6.1. The Guild will hold a general meeting each month; notification will be provided to the membership at least one week before the meeting.

6.2. The Executive Board will determine if a meeting must be canceled (eg, due to weather) and will notify all members of any cancellations.

6.3. Robert's Rules of Order will be employed as the parliamentary authority at all Guild and Executive Board meetings.

Article VII: Dues

7.1. Annual dues are payable at or prior to each year's February meeting.

7.2. The annual dues amount shall be determined, upon recommendation of the Executive Board, by a majority vote of members present at a regular Guild Meeting.

7.3. Membership dues will be collected as described in The Guild's Policies and Procedures.

Article VIII: Financial Provisions and Disbursements

8.1. The Guild shall use a cash accounting method and will report to the IRS each calendar year.

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8.2. All funds obtained by The Guild will be deposited into a Guild bank account. The Treasurer will oversee Guild accounts and will disburse funds on behalf of The Guild. The President is designated as the backup to the Treasurer.
8.3. A Treasurer report of Guild balances will be given at every meeting.
8.4. The Executive Board will approve The Guild's annual budget and present it to the Membership for a November vote. A majority vote by all members in attendance at the meeting will carry the budget for the following year. The budget may be amended as needed by a majority vote of the Executive Board.
8.5. All financial records shall be available for review by the Board and/or membership to maintain financial transparency.
8.6. An audit of Guild financial records will occur at least once every two (2) years, according to The Guild's Policies and Procedures.

Article IX: Revisions of Bylaws

The Executive Board may propose revisions or amendment(s) to these Bylaws at any time. The proposed revisions/amendment(s) must be electronically proposed via The Guild's website at least one (1) week prior to a Guild meeting. A majority vote by all members in attendance at the meeting will carry the revisions/amendment(s), which will become effective immediately.

Article X: Indemnification and Insurance

10.1. Indemnification of Directors, Members, Volunteers: The Guild may purchase indemnity insurance as needed for Guild business.
10.2. Insurance: The Guild may purchase and maintain Directors & Officers insurance for any member of the Executive Board.

Article XI: Disposition of Funds

In the event The Guild is dissolved, the money in The Guild's bank accounts will be distributed to one or more 501(c)(3) organization(s) with a mission consistent with the mission of the Mid-Cities Modern Quilters.