

Article I: Name, Purpose and General Matters

- 1.1. The name of the organization 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 “charity” or other works that provide back to the community through the use of quilting and sewing skills.
- 1.3. Location and office: The Guild will maintain a P.O. Box mailing address within the state of Texas. The guild will maintain an Employer Identification Number (EIN) with the Internal Revenue Service.
- 1.4. The Mid-Cities Modern Quilters will operate as a 501(c)3 organization.
- 1.5. Members and Officers of The Guild are subject to adherence to these By- laws.
- 1.6. Fiscal Year: The fiscal year (FY) will begin on January 1 and end on December 31 of each year. Membership Dues will be collected as described in The Guild’s Policies and Procedures.
- 1.7. Annual Meeting: The January meeting of The Guild will be considered the Annual Meeting where the Treasurer will deliver the Financial Report from the prior FY.
- 1.8. Elections: The Guild will elect Officers during the November meeting.
- 1.9. Privacy: Member information is for the purpose of MCMQ business only. Every effort will be made to protect the privacy of individual members. Personal information of members will never be offered for sale or otherwise to non- authorized parties.
- 1.10. Roberts Rules of Order: Roberts’ Rules will be followed when conducting MCMQ business that requires a vote of the general Membership or the Executive Board.

- 1.11. Non-Discrimination: 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, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Article II: Members

- 2.1. Membership: Membership is open to anyone interested in quilts and quilting. Paid members in good standing receive a single vote in Guild matters. Members must adhere to the Guild Policies and Procedures to remain a member in good standing.
- 2.2. Dues: The annual dues amount will be set by the Executive Board. Dues must be received in accordance with The Guild Policies and Procedures to remain a member in good standing.
- 2.3. Meetings: The Guild will hold a general meeting each month. The timing of the meeting will be determined by the Executive Board. Monthly meetings are a benefit of membership; no additional fees will be charged to paid members.
- 2.4. Voting: Each member in good standing receives one vote towards Guild matters.

Article III: Officers

- 3.1. Officers: The Executive Board shall consist of President, 1st and 2nd Vice Presidents, Secretary, and Treasurer. Officers are elected in November of each year to serve a twelve (12) months term. Each officer must be a member in good standing for the entire term. Candidates must understand and adhere to The Guild's purpose and have been an active member for six months to be eligible for election. Officers must attend 75% of the general meetings and 75% of the Executive Board Meetings.
- 3.2. Nominating Committee: A nominating committee will be formed approximately 60 days prior to annual elections and will consist of up to five (5) members who do not wish to be considered for any officer position. Standing Executive Board members may stand in if no members wish to join on the Nominating Committee
- 3.3. Election of Officers: Officers will be elected to a twelve (12) month term by a majority of the members present. Voting is by paper ballot and will be tallied by 2 members in good standing who are not in consideration for an officer position, if necessary. Otherwise voting will be by a majority vote of members in attendance.
- 3.4. Installation of Officers: Officers will be installed immediately following the election for the term of one year. All books and papers regarding The Guild shall be delivered to the new Officer as soon as possible but no longer than 4 weeks from the election.
- 3.5. Filling of Vacancies: An Officer may resign at any time. Any Officer position with the exception of President can be appointed by the Executive Board. In the event that the President does not fulfill their full term, a Vice President will fill in for President until Elections can be held.
- 3.6. Powers and Duties: The Officers are listed below. Each Officer, except for the President, is responsible for one or more committees as outlined in the Guild Policies and Procedures. Officer responsibilities and committee functions are described in The Guild's Policies and Procedures.
 - President
 - Treasurer
 - Secretary
 - VP of Marketing/Social Media
 - VP of Planning and Events

Article IV: Executive Board

- 4.1. Members: The Executive Board shall consist of the Officers of The Guild.
- 4.2. Powers: As directed by these Bylaws, the Executive Board will be responsible for managing the business and affairs of The Guild.
- 4.3. Meetings: The Executive Board shall meet at monthly on a schedule that is agreed upon by the members of the Executive Board. The Executive Board may invite other persons as guests to these meetings.
- 4.4. Quorum: At all meetings of the Executive Board, the 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.
- 4.5. Voting: A majority of the Executive Board members present at a meeting where the Quorum is met will constitute an affirmative vote.

Article V: Committees

- 5.1. Committees: Committees are created to assist the Executive Board in carrying out activities and responsibilities to The Guild. Committees can be suggested by any member and the Executive Board may officially create or dissolve a committee.
- 5.2. Chairpersons and Members: Any member of The Guild in good standing 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 officer. The Committee Chairperson is responsible for notifying the Executive Board of pertinent information, concerns or issues. The respective Executive Board officer 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.

- 5.5. Resignation and Removal of Committee Chairpersons: The Executive Board may remove a Committee Chairperson no longer in good member standing. 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 Policies and Procedures.

Article VI: Execution of Documents

- 6.1. General: The Executive Board will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.
- 6.2. Contracts: 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.

Article VII: Guild Funds

- 7.1. All funds delivered to The Guild will be deposited in The Guild bank or PayPal accounts. The Treasurer will oversee the accounts and will deliver any check or other payment of monies on behalf of The Guild. The President is designated as the back up to the Treasurer.
- 7.2. Treasurer Review: A Treasurer report of Guild bank and PayPal balances will be given at every meeting.
- 7.3. Budget Adoption: Executive Board will approve a budget on a yearly basis to be voted on and accepted in November (~~December~~ Revised 11-09-2023) of each fiscal year. The budget may be amended as needed by a majority vote of the Executive Board.

Article VIII: Indemnification and Insurance

- 8.1. Indemnification of Officers, Members, Volunteers: The Guild may purchase indemnity insurance as needed for Guild business.
- 8.2. Insurance: The Guild may purchase and maintain D&O insurance for any member of the Executive Board.

Article IX: Amendment

- 9.1 Amending the Bylaws: The Executive Board may propose an amendment(s) to these By-laws at any time. The proposed amendment(s) must be electronically proposed via The Guild's website 1 week prior to a regular meeting. Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

Article X: Dissolution

- 10.1 In the event The Guild is dissolved, the money in The Guild's bank accounts will be distributed to charitable organization(s) having a mission consistent with the mission of the Mid-Cities Modern Quilters.

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