

By-Laws Update

Seacoast Modern Quilt Guild

Article I – Name, Location, & Tax-Exempt Status

The name of this organization shall be the Seacoast Modern Quilt Guild, also referred to as the Guild, Seacoast MQG, or SMQG. The Guild serves northeastern Massachusetts, southeastern New Hampshire, and southern Maine. The Seacoast Modern Quilt Guild is the local branch of the Modern Quilt Guild. The fiscal year shall mirror the calendar year, beginning January 1 and completing December 31. The annual meeting shall be held in November of each year.

The Guild shall be a branch of the Modern Quilt Guild and thereby a non-profit on file with the state of California; the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member of the Guild. Notwithstanding the above, the following activities, neither of which violates the above requirement of a 501 (c) 3 tax exempt organization pursuant to the Internal Revenue Code, are permitted: A member may be hired as a principal lecturer, teacher, or quilter by the Executive Board, and Guild members may sell items at the guild show, either as a contracting vendor or in the Guild booth.

Article II – Purpose

The purpose of the Guild shall be to provide an atmosphere of fellowship for persons interested in the art and craft of modern quilt making and related arts by sharing the skill, knowledge, and inspiration in the field of quilt making. The Guild shall:

- Encourage modern quilt making and collecting.
- Provide educational activities such as speakers and demonstrations, special interest workshops, and lecturers.
- Provide meetings, social gatherings, and field trips to encourage modern quilting.
- Support and sponsor quilt activities, such as community events that provide the opportunity to share the art and enjoyment of modern quilting and promote the appreciation of the craft.
- Enlighten the public on the modern quilt movement as well as the substantial history of quilting as an art form and continuing craft.
- Support and provide opportunities for community outreach through the use of modern quilting skills.

Article III – Officers and Their Responsibilities

Section 1 – Officers

The officers of the Guild's Executive Board shall be President, Vice-President, Secretary, Treasurer, and Member-at-Large. Elected terms are for one year, except the vice-president who shall serve two years. The first year as vice-president and the second as president of the guild. Elections occur at the Annual Meeting.

Section 2 – Responsibilities

1. President

The President shall:

1. Preside at all general membership, special meetings and events, and Executive Board meetings.
2. Draft Executive Board and General Membership meeting agendas.
3. Serve as the primary public contact for the Guild.

4. Coordinate with other members, other officers or special committees in planning, inviting, organizing special guest speakers, monthly meeting programs, workshops, classes, field trips, and other events.
 5. Serve as an alternate signatory on guild checks, be on record with the bank as signer on account, and will sign for time-sensitive payments in the event the Treasurer is not available.
 6. Have electronic access to the Guild bank account and serve as monthly reviewer of bank account statements and Treasurer's reports.
 7. Writes After-Action Report at conclusion of current year to include overview of year, summaries of year's activities and expenses, and recommendations of lessons learned
2. Vice-President
- The Vice-President shall:
1. In the absence of the President, conduct General Membership meetings and/or Executive Board meetings.
 2. Assume the responsibilities of the President in the event that the President cannot complete the term of the elected office.
 3. Oversee the review of the Guild By-Laws as necessary.
 4. Writes After-Action Report at conclusion of current year to include overview of year, summaries of year's activities and expenses, and recommendations of lessons learned
3. Secretary
- The Secretary shall:
1. Record or cause to record minutes during the Executive Board meetings and General Membership meetings.
 2. Publish the minutes on the Guild website and/or blog.
 3. Lead and facilitate meetings when the President and Vice-President are unable to attend.
 4. Publish announcements via blog, email, and social media.
 5. Writes After-Action Report at conclusion of current year to include overview of year, summaries of year's activities and expenses, and recommendations of lessons learned
4. Treasurer
- The Treasurer shall:
1. Receive and bank all Guild monies.
 2. Maintain bookkeeping records of all funds.
 3. Disburse funds as authorized.
 4. Report on the financial status of the Guild at monthly General Membership meetings by preparing, reading, and presenting for review a statement to include monies received, payments made, pending items, and account balance.
 5. The Treasurer will manage the signature card on file with the bank, and ensure that the President is maintained as the alternate signer with electronic banking access and privileges. In the event that the Treasurer is unavailable to make a time-sensitive payment by check or electronically, authority passes to the President.
 6. File all pertinent tax documents.
 7. Make budget recommendations to the Executive Board or Membership upon request.
 8. Upon assuming the position of Treasurer, shall review the guild's accounts, including the bank account, before accepting responsibility. At the end of term of office, the Treasurer will review all accounts with the incoming and outgoing Executive Boards at the December joint board meeting.

5. Member-at-Large (MAL)
The Member-at-Large shall:
 1. Serves as a liaison between the community members and the board of directors.
 2. Assists fellow board members in their duties and with other tasks as requested by the board.
 3. Oversees Festival of Trees, Community Outreach, Hospitality, Holiday Party committees, as well as any other committees or positions as requested by the president or the Executive Board.
 4. Files reports for MAL committees and responsibilities to Guild archive in Dropbox.
 5. Writes After-Action Report at conclusion of current year to include overview of year, summaries of year's activities and expenses, and recommendations of lessons learned.

Article IV – Membership

Membership in the Guild is open to any person regardless of race, color, ethnicity, gender or sexual orientation, national origin, or financial ability interested in quilting or quilts.

Section 1

Membership

1. New members may join at any time.
2. Membership shall be recognized upon payment of annual dues and completion of membership form.
3. Members in good standing receive free entry to all general membership and board meetings except for special programs where extra costs must be defrayed.
4. Active members may participate in and support the projects and activities of the Guild, including the privilege of voting, holding office, and serving on committees. They shall be entitled to preferential placing in any Guild sponsored function, general meetings, have access to treasurer's reports, may place items on the agenda, and be informed of all decisions of the Executive Board.
5. Members are allowed full access to the Modern Quilt Guild website, the Seacoast Modern Quilt Guild website, and social media, as well as the opportunity to participate in all meeting activities including but not limited to swaps, bees, and raffles.
6. Additional programs and workshops may be subject to admission charges to both membership and guests or visitors.
7. The actions of any member which are deemed threatening and/or inappropriate by the Executive Board shall be cause for a written warning from the Executive Board and/or potential revocation of membership.
8. Membership may be revoked in cases or actions that threaten the non-profit status of the Guild; for violating policies set by the hosting meeting space; by committing or participating in any activity related to the Guild that is criminal.
9. Any decision to pay a guild member for services to the guild will be made on a case-by-case basis by the Executive Board.

Section 2

Visitors

1. Visitors may attend one general membership meeting free of charge. At subsequent meetings, a nominal fee of \$10.00 will be charged.
2. On occasion, a visitor's first meeting may coincide with a special event meeting with an associated fee. At such meetings, the visitor will be required to pay the non-member fee to assist in covering the cost of the event.
3. Visitors are not allowed to vote in elections or participate in meeting activities such as swaps, bees, raffles, etc.

Article V - Dues and Fees

Section 1

Dues

1. Annual membership dues shall be determined by resolution of the Executive Board. Changes in dues shall be proposed at the September Executive Board meeting, and members will be notified of the proposed change not later than thirty (30) days prior to the Annual Meeting. Voting will take place at the Annual Meeting and the proposed change must get two-thirds ($\frac{2}{3}$) of the vote of the membership. Any change in the amount of the dues will take effect January 1 of the subsequent year
2. Seacoast Modern Quilt Guild dues are owed January first of each year.
3. All memberships expire on the last day of December. A 60-day grace period for renewal will be allowed, with payment required by the last day of February to retain membership. All those who notify the guild that they are not renewing will be immediately removed from the membership list. Those members who do not renew by the last day of February shall be removed as of March 1.
4. Dues will be collected by the Treasurer, identified, and held in the Guild checking account.
5. When new members join the Guild, annual dues are due in full. One-half ($\frac{1}{2}$) of the yearly dues are payable if a member joins with six (6) or fewer months remaining in the membership year.
6. Dues may be discounted at the Executive Board's discretion.
7. Dues are not refundable.
8. A member whose dues remain unpaid for by the last day of February shall be dropped from the roster. Said member will be warned in mid-February days of their membership ending and given the option to renew.

Section 2

Fees

1. Fees may be charged for special classes, presentations and/or events as established by the Executive Board.
2. Fees will be collected by the Treasurer, identified and held in the Guild Checking account.
3. Fees may be refundable as determined in advance of the event, class, or presentation in the event of cancellation or reasonable change in circumstances.
4. Fees will be published on the website and announced at the General Membership meeting.

Article VI - Meetings

Section 1

Membership Meetings

1. General Membership meetings shall be held on a previously designated date, time, and place. The location shall be arranged by the President with final approval by the Executive Board.
2. Meetings shall be announced on the Guild website.
3. The November meeting shall be considered the Annual Meeting.
4. In case of a meeting is cancelled or rescheduled, a notice will be posted on the Guild website.

Section 2

Special Meetings

1. Special meetings may be called by the Executive Board or by the General Membership for the purpose of a single item matter.
2. Members will be notified of a special meeting at least 72 hours in advance as to the date, time, and location of the meeting.

Section 3

Executive Board Meeting

1. Executive Board meetings shall be held a minimum of once a month.
2. Executive Board meetings are open to the General Membership.
3. The date, time, and the proposed agenda shall be announced to the General Membership and posted on the secure Members' Only page of the Guild's website.
4. Each member of the Executive Board has one vote, save the President. The President will cast a vote only in the event of a tie.

Section 4

Minutes

Minutes of all meetings shall be available to all members through the secure Members' Only page of the Guild's website.

Section 5

Voting

1. Every act or decision brought to the General Meeting shall be decided by a quorum of the membership.
2. Each member is entitled to one vote on each matter. Voting shall be by voice, show of hands, written ballot, and/or electronic poll.

Section 6

Special Events and Workshops

1. When the Guild offers limited capacity special workshops or presentations. First priority is extended to members, and then to non-members/visitors as space permits.
2. Additional fees to attend special events may be asked of members and visitors as agreed upon by the Executive Board. The additional fees will be published on the Guild's website and/or blog.

Article VII - Committees

Section 1

Committees

1. Committees are formed to assure the purposes and mission of the Guild are fulfilled.
2. Committees may include, but are not limited to, Retreat, Quilt Show, Hospitality, Publicity, Membership, Programs & Education, Fundraising, Nominating Committee, and Community Outreach. Other committees may be formed as needed.
3. Committees can be suggested by any member, but only the Guild Executive Board can officially create or dissolve a committee.
4. All Guild members in good standing can belong to one or multiple committees, so long as they keep up their membership in the Guild and can fulfill all the tasks needed.

Section 2

Committee Chairpersons

1. Each Committee Chairperson is responsible for the general supervision of the committee and its membership.
2. Each Committee Chairperson is responsible for giving the Executive Board a monthly report of all pertinent information regarding the committee, including finances, sign-ups, due dates, progress, etc.
3. Each Committee Chairperson is responsible for maintaining complete written records of their committee's activities, including financial transactions.
4. Upon leaving the post of Committee Chairperson, all information, books, and data must be given to the next Chairperson so they can fulfill their duties, or to the Guild President if the committee is dissolved.

Article VIII - Voting and Elections

Section 1

Candidates for Executive Board

1. Elections are announced at the October General Membership meeting
2. All members in good standing who have been active participants with the Guild for at least one full year are eligible to hold office on the Executive Board
3. Nominations for Guild officers shall be taken at the October General Membership meeting from the general membership and be posted for the next thirty (30) days on the secure Members' Only page of the Guild's website. Members may nominate other members with the member's permission, or a member may self-nominate.
4. Nominations may be made from the floor with the consent of the nominee on the day of the election.
5. The election shall take place at the Annual Meeting.
6. Officers shall serve a one-year term, except the Vice-President. The Vice-President's term is for two years with the first year as Vice-President and the second year as President.
7. In the event of a vacancy on the Executive Board, the Board shall appoint a person to fill the remainder of the term vacated.

Section 2

Executive Board Positions

1. Newly elected officers will take office on January 1.
2. A joint board meeting comprised of the outgoing Executive Board and the incoming Executive Board will be held in December to assure a smooth transition. Every effort must be made for all members of both Executive Boards to attend this joint meeting. Committee chairs may also be invited to this meeting.
3. Upon leaving office, all outgoing Executive Board members must turn over all pertinent information, books, and data to the newly elected officers so they can fulfill their duties.

Section 3

General Voting

1. Elections are held during the Annual Meeting. A quorum of the membership must be present.
2. All members in good standing and in attendance during the voting procedure are allowed one vote per motion, amendment, poll, or election.
3. The Secretary shall prepare a paper ballot listing the officers and any specific items to be voted on. The officer slate shall be posted on the secure Members' Only page of the Guild's website and the ballot will be distributed by electronic mail. Any member unable to attend the Annual Meeting may email the ballot

to the Secretary no later than seven (7) days after the Annual Meeting date. All ballots will be tallied and the results posted on the Guild's website.

Section 4

Leadership Removal

Should it be necessary to remove any elected officer(s), a two-thirds ($\frac{2}{3}$) vote of the membership is required.

Article XI - Authority

In the event of a disagreement on procedure, the officers will follow *Robert's Rules of Order, Newly Revised* to settle any disputes.

Article X - Amendment of By-Laws

These *By-Laws* may be amended at any General Membership meeting of the Guild by a majority vote of the General Membership. Any proposed amendment must be submitted in writing and must have been presented in-person or by electronic mail to the General Membership 30 days prior to voting.

Article XI - Requirements to be Exempt as an Organization Described in Section 501(c)(3) of the Internal Revenue Code

Section 1

The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding action of any future tax code.

Section 2

No part of the net earnings of the organization shall inure to the benefit of, or be distributed 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 Section 1 hereof and Article II of this constitution.

Section 3

No substantial part of the activities of the organization shall be the carrying 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.

Section 4

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5

Upon the dissolution of the organization, all 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 the 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 for 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 for such purposes.