

## The Woodlands Area Quilt Guild Bylaws

### ARTICLE I – Name

The name of this association is The Woodlands Area Quilt Guild, herein also referred to as the Guild. The Guild operates in The Woodlands, Texas.

### ARTICLE II – Objectives

The Guild is a nonprofit association dedicated to (1) perpetuating an appreciation for the rich heritage and art of quilting, (2) providing a common organization of persons who love quilts, (3) educating the public on the history and artistry of quilt making, (4) enhancing members' quilting skills, (5) encouraging the art of quilting for future generations, and (6) serving the community through charitable projects, including making in-kind and/or monetary contributions to other 501(c)(3) entities and appropriate public agencies.

The Guild does not lobby for or against proposed legislation and does not participate in any political campaigns.

### ARTICLE III – IRS Status

The Guild is a public association with a 501(c)(3) tax-exempt status. Except as noted in Article IV, Section 10 below, no part of its earnings will be used to the benefit of any individual member, but solely for the purposes of the association.

### ARTICLE IV – Membership

**Section 1.** Membership in the Guild is a privilege which may be granted or withheld. The Guild reserves the right to deny or terminate membership if a member or potential member's behavior is not consistent with the Guild's Code of Ethics as determined by a committee comprised of the President and two members of the Board's Executive Committee or three members of the Board's Executive Committee. Membership is otherwise available to any individual who has an interest in quilts. The Guild is non-discriminatory regarding race, color, religion, sex, national origin, age, disability and genetic information.

**Section 2.** The public is welcome to attend two meetings before joining, but is required to pay the appropriate dues before attending any further meetings.

**Section 3.** Members are required to pay annual membership dues. If a change in dues is recommended and has been approved by the Board, the change will be voted on by the membership at the annual March business meeting. Dues are payable on or before the April meeting. Members who do not pay their dues at or before the May meeting will not have use of member benefits. New members joining on or after the October meeting of any year pay one-half of the annual dues for the first year.

**Section 4.** Membership includes the right to attend monthly Guild and Board meetings, workshops, and bees. Members may introduce issues for consideration by the Board in a non-voting capacity, participate in Guild activities on a priority basis, cast a vote in the election of officers, hold an elective office, serve on committees, receive newsletters, directories, bylaws, and other governing documents. Once approved by the Board, membership will ratify organizational activities, policies, and bylaw amendments.

**Section 5.** Membership includes the responsibility to support and uphold the principles and operating procedures of the Guild, take an active and interested part in Guild affairs and assist in returning facilities used for meetings to their original state.

**Section 6.** A member may not sell, distribute, or use or share membership information for personal gain without prior

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approval of the Board. A member may not create or establish a Guild presence on social media, the internet or other mass communication means without prior Board approval. A member (except the President as stated in Article VI Section 1) may not enter into a contract on behalf of the Guild without prior board approval.

**Section 7.** Members have the right to decline publication of personal information in the membership directory (while their name still appears). They can decide which Guild social media groups they wish to join. Declining publication in the membership directory does not preclude being able to receive the newsletter or prevent members of the Board from contacting a member of the Guild.

**Section 8.** Guild leadership respects any member's grievance. If an issue cannot be resolved between members, a member may file a grievance as outlined in the Guild's grievance policy.

**Section 9.** Failure of any member to pay dues for one year is deemed a voluntary resignation from the Guild. Membership in the Guild is not transferable or assignable.

**Section 10.** When a member provides a service to the Guild which is paid for when provided by a nonmember, the Guild may provide compensation to the member. Otherwise, members receive no compensation from the Guild.

## **ARTICLE V – Elected Officers**

**Section 1.** The elected officers, who comprise the Guild's Executive Committee, are: the President, Vice President Programs, Vice President Membership, Vice President Communications, Secretary, Treasurer and Assistant Treasurer.

**Section 2.** Officers and nominees must notify the Board of any conflict of interest that might affect the person's ability to fulfill the duties of the office.

**Section 3.** The term of office is two years and begins upon installation at the annual March meeting. When appointments are needed to fill vacated terms, the term begins immediately upon appointment.

**Section 4.** The President fills vacancies for the unexpired term with Board approval. Any officer filling such a vacancy is eligible to serve a full term of office in the succeeding year.

**Section 5.** An officer may be removed for reasonable cause by the President and two other members of the Board's Executive Committee.

**Section 6.** No elected officer is eligible to serve for more than two consecutive terms in the same office, and no officer may hold more than one elected office at the same time.

**Section 7.** The President appoints no more than three active members to a Nominating Committee in or before September. The Committee recommends one candidate for each elected office by the February meeting. Additional nominations may be made by members during the February meeting. The election is held during the annual March business meeting. No person may serve two consecutive terms on the Nominating Committee.

## **ARTICLE VI – Duties of Elected Officers** (See the Operating Procedures for detailed job descriptions.)

**Section 1.** President: The President presides at all Guild and Board meetings. With the approval of the Board, the President appoints all standing committee chairs, all special committees, performs all other duties pertaining to the office, and is an ex officio member of all committees except the Nominating Committee. The President is authorized to enter into legal agreements, up to \$2000 without Board approval, and sign official documents on behalf of the Guild or designate an appropriate Guild representative to do so. The President (with the Treasurer/Assistant Treasurer) reviews all financial transactions for authenticity and accuracy, and monitors the budget on an ongoing

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basis.

**Section 2.** Vice President Programs: This officer is responsible for two years' Guild programs and the subsequent workshops. This officer researches, recommends, plans and implements programs and workshops and serves as liaison between speakers and the Guild. The Vice President Programs also oversees and supports the Program/Workshop Coordinator, presides at all meetings in the absence of the President and assists the President as needed.

**Section 3.** Vice President Membership: This officer is responsible for maintaining records of Guild membership, welcoming members and guests at meetings, creating and distributing the membership directory and collecting membership dues. Oversees the Membership team, including the Membership Coordinator and the Beekeeper. Presides at all meetings in the absence of the President and Vice President Programs and assists the President with special projects.

**Section 4.** Vice President Communications: This officer manages media and public relations and oversees internal and external messaging across all channels, including social media, digital and print. Keeps members' information secure through safe posting and email standards. This officer also manages the Communications team.

**Section 5.** Secretary: This officer keeps an accurate record of the business proceedings of all regular and special Guild and Board meetings. The Secretary publishes minutes of each meeting for approval and ensures that all Board and Guild meeting minutes are kept in the Guild's permanent files.

**Section 6.** Treasurer: This officer is responsible for the financial health of the Guild, informs committees of budget requirements and monitors activity versus the budget. The Treasurer files all official, state and federal government required documents and funds as required. This officer prepares and presents to the President and Board members the reconciliations of all Guild bank accounts to bank records each month, and the Guild financial statements.

**Section 7.** Assistant Treasurer: This officer is responsible for bank deposits, payment of approved bills, invoices and expense reimbursements. This officer participates in the budget process and assists the Treasurer as needed.

## **ARTICLE VII –Board of Directors**

**Section 1.** The Board of Directors of this association is responsible for the management of the business and the affairs of the Guild subject to the Texas Uniform Unincorporated Non-Profit Association Act (Chapter 252 of the Texas Business Organization Code), IRS requirements, and these bylaws. The Board establishes policies and procedures governing the activities and programs of the Guild, and delegates to the officers and committees, subject to the provisions in these bylaws, authority and responsibility to see that policies and procedures are followed.

**Section 2.** In addition to the elected officers, the Board of Directors consists of the Parliamentarian (nonvoting), the Community Quilts Director and the Patchwork Philanthropy Director.

**Section 3.** Parliamentarian: The Parliamentarian is a nonvoting Board member and is responsible for ensuring that the Guild's business is compliant with its bylaws and Robert's Rules of Order, Newly Revised. As requested, assists with special projects. The Parliamentarian also maintains the Guild's bylaws.

**Section 4.** Community Quilts Director: This director chairs the Community Quilts Committee by leading Guild efforts to create items for donation and encouraging members to participate in all stages of the making process. Recommends projects to be completed, reserves work venues, oversees completion of projects and coordinates the delivery of donations. Coordinates with the Patchwork Philanthropy Committee to recommend the charities to receive in-kind donations. Oversees the Storage Unit Coordinator.

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**Section 5.** Patchwork Philanthropy Director: This director chairs the Committee that is responsible for ensuring the Guild's charitable giving efforts are coordinated by establishing guidelines for evaluating potential recipient organizations and recommending qualified charities to the Board for its approval. Members are encouraged to recommend charities to be evaluated by the Committee.

**Section 6.** Members not serving on the Board may be asked by the President to attend appropriate portions of a Board meeting as guests. Members wishing to add an item to a Board meeting agenda should contact the President.

**Section 7.** The Board meets at least eight times a year for regular meetings at a time and place designated by the President. The Board may hold a meeting and transact business in person or by electronic means provided a quorum is established.

**Section 8.** The President, or any three members of the Board, may call a special meeting provided at least three (3) days' notice is provided.

**Section 9.** Quorum: A majority of 5 or more voting members is required to conduct business. Each elected officer and director has one vote. Voting by proxy or in absentia is prohibited.

**Section 10.** Minutes of the Board meetings are approved by the President and sent to all Board members within seven (7) days. Copies of minutes are available to interested members upon request as required by the Public Records Act.

**Section 11.** A biannual audit of the Guild's finances is held. No Board member may conduct the Guild audit. Audit results are presented to the Board.

**Section 12.** The Board approves charities and appropriate public agencies to be supported by the Guild, as recommended by the Patchwork Philanthropy Committee. Guild support may be funds or in-kind donations to 501(c)(3) charities or in-kind donations to appropriate public agencies.

**Section 13.** No member of the Board receives compensation for duties performed or any service the Board member provides to the Guild.

**Section 14.** Board members will transfer all information, records, and files pertinent to their position to their successors at a joint meeting before the April Guild meeting each year.

## **ARTICLE VIII – Meetings**

**Section 1.** The regular meetings of the Guild are held monthly unless otherwise scheduled by the Board and may be by electronic means.

**Section 2.** The date and time of the regularly scheduled monthly meeting are published beforehand in the newsletter, on the website, and in the directory. Changes in a meeting date or special meetings may be called by the President or Board and are announced on the website, via social media or by email blast to members.

**Section 3.** Annual Meetings: The regular meeting in March is the annual business meeting which includes installation of the officers, review and approval of the budget and recognition of member contributions to the Guild.

**Section 4.** A quorum is one-quarter of the current membership of the Guild (except for changes to the bylaws as stated in Article XII, Section 1).

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## **Article IX – Committees**

The President, with the approval of the Board, appoints all committee chairpersons, except as otherwise specified in these bylaws.

## **Article X – Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order, Newly Revised, govern this association in all cases to which they are applicable, except when they conflict with these bylaws.

## **Article XI – Record Retention**

The Guild maintains its required records for at least 3 years after the end of the fiscal year.

## **Article XII – Amendment to the Bylaws**

**Section 1.** The bylaws may be amended at any regular meeting of the membership of the association by the affirmative vote of at least two-thirds of the members in attendance provided attendance is equal to or in excess of one-quarter of the current Guild membership.

**Section 2.** The Secretary of the association certifies in writing to the Board that each member has been sent a copy of proposed changes to the bylaws at least ten (10) days before submission to the membership for approval.

**Section 3.** Significant changes to the bylaws are sent to the IRS with the annual information form.

**Section 4.** The Board reviews the Guild’s bylaws biannually, as initiated by the Parliamentarian.

## **Article XIII – Insurance and Indemnification**

**Section 1.** Insurance: The Board provides officers’ insurance as well as general liability insurance that provides coverage for volunteers, employees, officers, and committee chairs. In addition, the Board may, by resolution, adopt any other insurance policies it deems necessary.

**Section 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 or she is or was an officer or director may be indemnified by the Board against any and all liability and reasonable expenses, including attorney fees and disbursements incurred by him or her (or by his or her heirs, executors, and administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

**Section 3.** Limits of Indemnification, notwithstanding the provisions in Section 2, the Board may indemnify an officer or director only if he or she acted in good faith and reasonably believed that his or her conduct was in the Board’s best interest. In the case of a criminal proceeding, the officer may be indemnified only if he or she had reasonable cause to believe his or her conduct was lawful.

**Section 4.** The Guild releases members storing Guild property of all financial liability in the case of fire, theft or loss due to natural disaster.

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## **Article XIV – Dissolution**

In the event of dissolution of the Guild, the net assets of the association will be distributed to a 501(c)(3) organization with purposes similar to those of the Guild. No funds will be distributed to the benefit of any of the Guild's members upon dissolution. The Treasurer and Assistant Treasurer are designated to distribute the net assets after receipt of the President's approval.