

FLYING NEEDLES QUILT GUILD, INC

BYLAWS

EFFECTIVE SEPTEMBER 10, 2026

Table of Contents

ARTICLE I – GENERAL PROVISIONS	1
Section 1: Name	1
Section 2: Purpose	1
Section 3: Goals	1
ARTICLE II – MEMBERSHIP	1
Section 1: Role of Members	1
Section 2: Eligibility	1
Section 3: Categories of Membership	1
Section 4: Dues	1
Section 5: Membership Records	2
Section 6: Revocation of Membership	2
ARTICLE III – MEETINGS OF THE MEMBERS.....	2
Section 1: General Meetings	2
Section 2: Annual Meetings	2
Section 3: Special Meetings	2
Section 4: Quorum	2
Section 5: Online or Remote Meetings	2
ARTICLE IV – BOARD OF DIRECTORS.....	3
Section 1: Board Composition	3
Section 2: Powers and Limitations	3
Section 3: Term Limitations	3
Section 4: Vacancies	3
ARTICLE V – BOARD MEETINGS.....	3
Section 1: Frequency	3
Section 2: Quorum	4
Section 3: Participation By Electronic Means.....	4

ARTICLE VI – OFFICERS.....	4
Section 1: Duties of Officers	4
Section 2: Duties of President.....	4
Section 3: Duties of First Vice President	4
Section 4: Duties of Second Vice President	4
Section 5: Duties of Secretary.....	4
Section 6: Duties of Treasurer	5
ARTICLE VII – VOTING AND ELECTIONS	5
Section 1: Simple Majority	5
Section 2: Nominations	5
Section 3: Elections	5
Section 4: Absentee Voting.....	5
Section 5: Term of Office.....	5
Section 6: Special Elections.....	6
ARTICLE VIII – COMMITTEES	6
ARTICLE IX – FISCAL YEAR	6
ARTICLE X – AMENDMENTS AND REVISIONS TO BYLAWS AND SOPP	6
ARTICLE XI – PARLIAMENTARY AUTHORITY.....	6
ARTICLE XII – DISSOLUTION.....	7

ARTICLE I – GENERAL PROVISIONS

Section 1: Name

The name of the Organization shall be Flying Needles Quilt Guild, Inc. (herein referred to as the Organization or the Guild), a not-for-profit corporation in the State of Florida.

Section 2: Purpose

The purpose of this Organization is to further the education of Guild Members and the general public in the traditions, culture, and history of quilting, which will stimulate interest in this unique American folk-art form.

Section 3: Goals

The Organization shall:

- Serve as a source of information and inspiration in quilting and relate arts through the education of its Members and the public in general by means of exhibitions lectures, demonstrations and workshops.
- Encourage the heritage of quilt making and quilt collecting, and be a gathering place for people with this shared interest.
- Serve the general public by donating to other community service organizations.

ARTICLE II – MEMBERSHIP

Section 1: Role of Members

The Organization will function as a Membership Organization. Members will have a voice in the running of the Organization.

Section 2: Eligibility

Any individual shall be eligible for Membership. A person shall be declared a Member of the Organization upon completion of a Membership Form and payment of current dues. All individuals wishing to maintain Membership in the Guild must continue to pay annual dues, except as otherwise noted in Section 3 below.

Section 3: Categories of Membership

Categories of Membership are:

- Individual—a single individual
- Honorary Life—upon the recommendation of one Member, seconded by another Member, and approved by the Board of Directors (herein referred to as the Board) an Honorary Life Membership may be conferred upon a Member who shall have rendered notable service to the Organization. Honorary Life Members shall have their annual dues waived.
- Student—a discounted Membership rate of \$20 is offered to any student aged 15-22.

Section 4: Dues

Annual dues shall be proposed by the Board and approved by the Membership at the next Annual Meeting following the proposed change.

Section 5: Membership Records

The Guild shall keep an electronic record of all Members and have available a directory of Members. The directory shall not be used for commercial purposes or distributed outside the Guild.

Section 6: Revocation of Membership

Membership is a privilege—not a right. All Members are encouraged to be kind, polite and respectful of other Members, guests, teachers and/or guest speakers. Bullying is not acceptable. Any misconduct or unethical behavior such as conflicts of interest with the purpose or goals of our guild, breaches of fiduciary duty or criminal activity may result in the revocation of Membership. Furthermore, any Member that is disruptive, antagonistic, or promotes discontent among the Membership shall be asked to leave and his or her Membership may be revoked by a majority vote of the Board in a closed meeting with the Parliamentarian in attendance as a non-voting advisor. Dues are non-refundable upon the revocation of Membership.

ARTICLE III – MEETINGS OF THE MEMBERS

Section 1: General Meetings

The General Meeting will be held monthly or as otherwise directed by the Board.

Section 2: Annual Meetings

The Organization shall hold an Annual Meeting in September of each year, or as otherwise directed by the Board, which shall be for the purpose of receiving reports of Officers and Committees, voting on an annual budget, electing Officers for the following year, and for any other business that may properly arise.

Section 3: Special Meetings

The purpose of a Special Meeting is to address a specific issue of substantive matter that must be dealt with in a timely fashion before the next General Meeting.

Special Meetings may be called by the President, a majority of the Board, or upon written request to the Board by ten (10) Members of the Organization.

The purpose of the Meeting shall be stated in the Meeting announcement which shall be emailed to all Members at least seven (7) calendar days prior to the Meeting.

Section 4: Quorum

A minimum of 25% of the Membership at a General, Annual, or Special Meeting shall constitute a quorum, except for an election of Officers, when absentee votes are included in the count to establish the quorum.

Section 5: Online or Remote Meetings

The Board has the authority to determine if Meetings of the Members will be held online via telephone conference, video conference, or other electronic communications technology.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board Composition

The affairs of the Organization shall be managed by a Board of five Directors who shall also serve as the Officers of the Organization.

The Officers of the Organization shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

A Parliamentarian may serve as a non-voting advisor to the Board.

The immediate past President may serve as a non-voting advisor to the Board for a period of one year following their term.

Section 2: Powers and Limitations

The Board shall manage the affairs of the Organization at and between business Meetings, fix the hour and place of Meetings, and make recommendations to the Organization.

The Board shall see that all financial duties and responsibilities are carried out.

The Board shall have the power to authorize expenditures for all items in the budget which was adopted at the last Annual Meeting and any subsequent amendments.

Board Members must be Members of the Organization.

Board Members shall receive no compensation for their service as Directors.

Board Members shall have full voting rights and responsibilities.

Board Members shall have the power to remove a Member from the Organization (See ARTICLE II, Section 6). Removing a member requires clear grounds, documentation, and formal notification to ensure fairness.

Section 3: Term Limitations

No Member shall be elected to more than one office at a time, and no Member shall be eligible to serve three consecutive terms in the same office. A Member may be elected to that same office after an absence of two years.

Any Officer who has held a position may run for a different Board position following their term.

Section 4: Vacancies

An Officer may resign from their position upon written notification to the Secretary of the Board. A Special Election will be held to replace the resigned Officer. See ARTICLE VII Section 6.

ARTICLE V – BOARD MEETINGS

Section 1: Frequency

Unless otherwise ordered by the Board, regular Meetings of the Board shall be held monthly.

Special Meetings of the Board may be called by the President and shall be called upon the written request of three (3) Members of the Board.

All Members of the Organization are welcome to attend any Board Meeting. These Members may speak if invited to do so by a Board Member, but may not make or vote on motions.

Section 2: Quorum

A majority of the Board must be present at a Board Meeting in order to conduct business (e.g., make, discuss, or vote on motions). If a majority of the Board is present, a majority of those present shall be required to adopt motions.

Section 3: Participation By Electronic Means

Members of the Board or any Committee designated by the Board may participate in a Meeting of the Board or Committee by means of telephone conference, video conference, or similar communications technology, by means of which all persons participating in the Meeting can hear each other. Participation in a Meeting pursuant to this Section shall constitute presence at such Meeting. Voting at such a Meeting will be by roll call.

ARTICLE VI – OFFICERS

Section 1: Duties of Officers

The following sections outline the general duties of each Officer. More details can be found in the Standard Operating Practices and Procedures (SOPP).

Section 2: Duties of President

- Shall be the Chief Administrative Officer of the Organization.
- Shall be responsible for presiding at all Board Meetings, General Meetings, Annual Meetings, and Special Meetings of the Organization.
- Shall be authorized to sign checks.
- Shall review bank and credit card activity on a monthly basis.

Section 3: Duties of First Vice President

- Shall be responsible for setting up Programs for the General Meetings.
- Shall assist the President in matters necessary to the functioning of the Organization.
- Shall, in the absence of the President, perform the duties of the President.

Section 4: Duties of Second Vice President

- Shall schedule Workshops for the year.
- Shall assist the President in matters necessary to the functioning of the Organization.
- Shall, in the absence of the both the President and First Vice President, perform the duties of the President.

Section 5: Duties of Secretary

- Shall record the minutes of the Board, Annual, General, and Special Meetings and make those minutes available to all Members.
- Shall assist the President in matters necessary to the functioning of the Organization.

- Retains all important documents of the Organization, including Meeting minutes, Treasurer reports, all current and former Bylaws and SOPPs, and results of elections; and passes those records to his or her successor.

Section 6: Duties of Treasurer

- Shall be custodian of the funds of the Organization, as well as the software and equipment needed to perform their duties, and shall hold the Guild's credit card.
- Shall assist the President in matters necessary to the functioning of the Organization.
- Retains all important legal and financial documents and details of how the legal and financial business of the Guild is conducted (e.g., what documents must be filed with the State), and passes those records to his or her successor.
- Shall be authorized to sign checks.

ARTICLE VII – VOTING AND ELECTIONS

Section 1: Simple Majority

A simple majority vote (i.e., more than 50%) of those Members present is required for decisions requiring a vote, except for election of Officers where absentee ballots are included.

Section 2: Nominations

A Nominating Committee Chairperson will be appointed by the President in June of each year; the Chairperson will recruit his or her own two additional Members to be part of the Committee.

Candidates for Board positions may be nominated by the Nominating Committee, by other Members of the Organization, or by self-nomination at any point up to and including the August General Meeting, at which point the nominations are closed and the Committee shall present its finalized slate of nominees.

Section 3: Elections

Election of Officers shall take place at the Annual Meeting for all contested positions.

Members voting in person will receive a ballot when they arrive at the Meeting. The ballots will be collected by Members of the Nominating Committee.

No election is required for uncontested positions.

Section 4: Absentee Voting

Absentee ballots may be used only for the election of Officers.

A written ballot, listing the candidates for each contested position will be published in the last newsletter prior to the Meeting at which the voting will take place.

Members wishing to vote by absentee ballot must return the completed ballot to the address provided, and it must be received by the Nominating Committee by the call to order of the Meeting at which the voting will take place.

Section 5: Term of Office

Officers shall be elected for a term of one year from January 1 through December 31.

Newly elected Officers will observe the current Officers from October 1 following their election through December 31.

During this transition period, the newly elected Officers will receive all Board communication and attend all Board Meetings but will have no voting privileges, official duties, or authority.

Section 6: Special Elections

In the case of a vacancy in the Board due to resignation, death, or removal, a Special Election will be held to replace the Officer.

- The vacancy will be announced at the next General Meeting following the resignation or removal.
- Nominations from the Membership shall be taken at that time.
- If multiple nominations are made, an election shall be held at the next General Meeting or a Special Meeting called for this purpose, following the rules outlined in ARTICLE VII Sections 1, 3 and 4.
- The person chosen to fill the vacancy shall begin serving immediately and shall serve the remainder of the term of his or her predecessor.

ARTICLE VIII – COMMITTEES

Committees shall be formed as needed by the Board to satisfy the programs and needs of the Organization. Members may serve on more than one Committee, but may chair only one Committee. Committee Chairperson positions are recruited and appointed, and may be replaced by the President, and do not require a vote by the General Membership. Committee Chairpersons shall administer their respective activities and be responsible to the Board.

ARTICLE IX – FISCAL YEAR

The fiscal year shall be from January 1 through December 31.

ARTICLE X – AMENDMENTS AND REVISIONS TO BYLAWS AND SOPP

The Board shall submit to the Membership any amendments to the Bylaws or the SOPP they deem necessary or appropriate for consideration to be voted on at the Annual Meeting, a General Meeting, or a Special Meeting called for this purpose. A copy of the proposed amendments shall be submitted to the Membership at least 30 days prior to the Meeting, to give Members adequate time to read and consider the changes before a vote is taken. Once the changes have been reviewed and discussed, a two-thirds majority of Members present is required to amend or revise the Bylaws or Standard Operating Practices and Procedures.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall serve as a guideline whenever applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Organization may adopt.

ARTICLE XII – DISSOLUTION

The Members of the Organization may, by a simple majority (i.e., more than 50%) vote, dissolve the Corporation at any Annual or Special Meeting upon proper notice being given. All assets of the Corporation shall be distributed as allowed by law.

Revision History

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