

FLYING NEEDLES QUILT GUILD, INC.

BY – LAWS

ARTICLE I

GENERAL PROVISIONS

Section 1: Name

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

Section 2: Purpose

The purpose of this organization is to preserve and continue the traditions, culture, and history of quilting. The organization will serve the general public by donations to other community service organizations. The organization will serve as a source of information and inspiration in quilting and related arts through the education of its members and the public in general by means of exhibitions, lectures, demonstrations, and workshops. The organization will encourage the heritage of quilt making and quilt collecting. The organization will be a gathering for people with this shared interest.

ARTICLE II

MEMBERSHIP

The corporation will function as a membership organization. Members will have a voice in the running of the corporation.

Section 1: Membership shall be by completion of a Membership Form and payment of current dues.

Categories of membership consist of:

a. Individual

b. Family: those eligible for this category shall be residents of the same household

All individuals wishing to become members of the Guild must pay annual dues.

Section 2: Annual dues for both categories shall be set by the Board of Directors (herein referred to as the Board) and approved at the next Annual Meeting. Dues are payable in October of each year. Members joining for the first time after March 31 in a given year will pay a prorated amount for that year.

Section 3: The Guild shall keep a record of all members and have available a directory of members. The directory shall not be used for commercial purposes.

ARTICLE III

MEETINGS

Section 1: The corporation shall hold an Annual Meeting in September of each year.

Section 2: General meetings will be held monthly.

Section 3: The Board, if necessary, may call special meetings.

Section 4: Any time a vote of the members is taken, the members present shall constitute a quorum, except for an election of Officers, when a quorum will consist of members present plus the absentee ballots received.

Section 5: Except as otherwise provided in these By-Laws, meetings of the Board shall be held in person.

Section 6: Some particular meeting or meetings of the Board shall be conducted through use of Internet meeting services designated by the President that support anonymous voting, support visible displays identifying those participating, identifying those seeking recognition to speak, and showing the results of votes.

- a. These electronic meetings of the Board shall be subject to all rules adopted by the Board, which may include any reasonable limitations on, and requirements for Board members' participation.
- b. Meetings of the Board shall be held electronically through Internet meeting services when the President or First Vice President has obtained consent for this from every Board member. A minimum of a 2-day notice shall be given for such a meeting to occur.
- c. The Secretary shall send by e-mail to every member of the Board, at least 24 hours before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and as an alternative and backup to the audio connection included within the Internet meeting service, the phone number and access code(s) the member needs to participate aurally by telephone. The Secretary shall also include a copy of, or a link to, these rules.
- d. The Secretary shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.
- e. Members shall identify themselves as required to sign in to the Internet meeting service, and shall maintain Internet audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
- f. The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
- g. Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
- h. The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so shall be announced during the meeting and recorded in the minutes.
- i. To seek recognition by the chair, a member shall raise their hand.
- j. Votes shall be taken by audible roll call. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent

ARTICLE IV

BOARD OF DIRECTORS

Section 1: The Board shall also be referred to as the Officers of the corporation. The previous President shall serve for one year as a non-voting advisor to the Board.

Section 2: The initial Board shall be elected at the first Annual Meeting. Subsequent Board members shall be elected at each subsequent Annual Meeting.

Section 3: Officers shall serve on the Board with full voting rights and responsibilities.

Section 4: The Board shall manage the business of the corporation and have the responsibility to see that all corporate and financial duties and responsibilities are carried out. The Board shall have the power to authorize expenditures of corporate funds to the extent that the expenditures are within the limits of the budget adopted at the last Annual Meeting and any subsequent amendments.

Section 5: When a donation, valued at \$500.00 or more is offered to the Guild, it must be approved by the Board before it is accepted.

Section 6: The members of the Board shall serve without fee or salary

Section 7: The Board shall meet once per month, or as needed. All Guild members are welcome to attend.

ARTICLE V

OFFICERS

Section 1: The Officers of the corporation shall be President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. Officers shall be elected at the Annual Meeting for a term of one year or until their successor is elected. The term of office is January 1 through December 31. Following their election, newly elected Officers will observe the current Officers 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.

Section 1a: The elected Officers will take office on January 1.

Section 1b: Each Officer is limited to a two-year consecutive term of service in any particular office. That member may again be elected to that same office after an absence of two years.

Section 1c: Any Officer who has held a position may run for a different Board position following their term.

Section 2: The President shall be responsible for presiding at all Board meetings, Annual Meetings, and General Meetings of the organization; shall be the chief administrative officer of the organization; and be authorized to sign checks.

Section 3: The 1st Vice President shall, in the absence of the President, serve in the order of that office and perform such duties as assigned to the President; shall assist the President in matters necessary to the functioning of the organization. The 1st Vice President is responsible for setting up programs for the General Meetings each month.

Section 4: The 2nd Vice President shall assist the President in matters necessary to the functioning of the organization; in the absence of both the President and 1st Vice President, shall serve and perform such duties as assigned to the President. The 2nd Vice President, with the assistance of the Board, will schedule workshops for the year.

Section 5: The Secretary shall record the minutes of the Board Meetings, the Annual Meetings, and the General Meetings as well as present them to the membership in the monthly newsletter. The Secretary shall perform the duties incidental to that office and as are properly required, and shall be authorized to sign checks.

Section 6: The Treasurer shall be custodian of the funds of the organization; shall make payments in accordance with the budget; shall present a financial report at each General Meeting; shall present an Annual Report at the Annual Meeting; shall prepare a Proposed Budget to be approved at the Annual Meeting in September; shall submit records for an audit during the month of August; and shall file all required tax forms; and be authorized to sign checks.

Section 7: Vacancies among Officers shall be filled by vote of the membership and the person chosen to fill the vacancy shall serve the remainder of the unexpired term of his or her predecessor.

ARTICLE VI

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 the Committee Chairman may chair only one committee. Committee Chairmen positions are on a voluntary basis and do not require a vote by the general membership. Committee Chairmen shall administer their respective activities and be responsible to the Board.

ARTICLE VII

VOTING AND ELECTIONS

Section 1: A simple majority vote of those members present is required for decisions requiring a vote, except for election of Officers where absentee ballots are included.

Section 2: A Nominating Committee consisting of three (3) members; shall be recruited by the President in June of each year. The Committee shall present its slate of nominees at the August General Meeting. Nominations for office may be made from the floor at the August General Meeting and preceding the election at the Annual Meeting.

Section 3: Absentee ballots may be used only for the election of Officers at the Annual Meeting in September.

ARTICLE VIII

FISCAL YEAR

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

ARTICLE IX

AMENDMENTS

The Board must submit to the membership any amendments to the Articles of Incorporation (also known as By-Laws) or the Standard Operating Practices and Procedures they deem necessary or appropriate for consideration to be voted on at the Annual 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. If this is not possible, members shall be given adequate time to read and consider the amendment before a vote is taken. A two-thirds majority of members present is required for decisions to amend the By-Laws or Standard Operating Practices and Procedures. All amendments adopted by the membership to the By-Laws shall be submitted to the Florida Department of State, Division of Corporations, as required by law.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern all proceedings whenever applicable and in which they are not inconsistent with these By-Laws and any special rules of order that the corporation may adopt.

ARTICLE XI

DISSOLUTION

The members of the corporation may, by majority 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.

Amended: January 13, 2022

Amended: September 10, 2020

Amended: September 13, 2018

Amended: September 10, 2015

Amended: September 12, 2013

Amended: October 1, 2008

Amended: March 8, 2008