

Bylaws Of The Apple Valley Needle Threaders Quilt Guild

Article I – Name and Location

The name of the organization is the Apple Valley Needle Threaders Quilt Guild (AVNT). Meetings of the guild are held in Berryville, Clarke County, of the Commonwealth of Virginia.

Article II - Mission

The organization is organized exclusively on one or more of the purposes as specified in Section 501(c)(3) Of the Internal Revenue Code. The mission of AVNT is twofold: To provide individuals of all skill levels with education to enhance their quilt making skills, and to create and distribute quilts and other items to local and national charities.

Article III – Membership and Meetings

Section 1 – Member Requirements

- a) Any individual interested in furthering the mission of this organization may become a member. Membership may not be limited in number or group of people and must be non-discriminatory regarding race, gender, religion, national or ethnic origin or as required by federal law or the law of the Commonwealth of Virginia.
- b) Dues are paid annually for September 1 through August 31. Those joining after March 1, pay half of the annual amount.
- c) Visitors are welcome at all meetings and encouraged to join.
- d) Members receive a monthly newsletter and access to education.
- e) Members may vote at meetings.

Section 2 - Member meetings

- a) Meetings will be presided over by the president or his/her designee.
- b) Business meetings are held on the second Thursday of each month. Business meetings may feature a speaker, quilt and expertise sharing, charity quilt donations and fellowship.
- c) Sewing meetings are held on the 4th Thursday of each month except November and December. Sewing meetings feature guidance for charity or personal sewing and workshops for education.

Article IV- Board of Directors

Section 1 – Board Meetings

- a) Meetings are open to all members.
- b) The board will meet three times per year or more as designated by the president.
- c) Announcement of board meetings shall be no less than 1 month in advance.
- d) A quorum shall consist of 3 members. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present

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- e) Will be presided over by the president, vice president or her/his designee.
- f) Minutes will be recorded by the secretary or his/her designee.
- g) Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter before the board.

Section 2 – Board Directors

- a) Must be current members of AVNT.
- b) Will consist of Executive Officers: president, vice president/program coordinator and treasurer. Other directors will fulfill the duties of program chair, newsletter chair, charity chair, event coordinator, member-at-large and membership chair. One director may perform more than one of the duties of the board.
- c) Are not liable for debts, liabilities, or other obligations of the association.

Section 3 - Selection/Election of Board Officers

- a) Term of office is for 2 years. The term may be renewed with the approval of the board.
- b) If a vacancy occurs in the office of president, the vice-president shall automatically become president.
- c) Any vacancy other than executive officers caused by death, resignation, removal, or disqualification may or may not be filled at the discretion of the board.
- d) Volunteers for executive officers and other directors may be solicited from the general membership upon vacancy of an office. If there is more than one volunteer an election is held at a general meeting.
- e) Members will be notified 15 days prior to an election.
- f) The vote will be decided by a simple majority of those members present.

Section 4- Board Powers

- a) Subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the article of incorporation and these bylaws relating to action required or permitted to be taken or approved of by members, if any, the activities and affairs of this association shall be conducted and power exercised by or under the direction of the Board.
- b) May accept gifts, contributions, bequests, or devices for the non-profit purposes of the organization.

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Article V - Board Responsibilities

Section 1 - All board directors

- a) Perform any and all duties imposed on them or individually by law, by the articles of incorporation, or by these bylaws.
- b) Decide responsibilities of members who are not executive officers
- c) Serve as volunteers without compensation.
- d) Are required to attend board meetings. They will notify the president if an illness or emergency prevents their attendance.
- e) May be removed either with or without cause by the board at any time.
- f) Will mentor new board directors.
- g) Suggest ideas for presenters and charities to support.

Section 2 - President

- a) Calls board meetings as needed
- b) Prepares an agenda and conducts the member and board meetings.
- c) Writes a monthly letter to members for the newsletter.
- d) Is authorized to enter into a contract on behalf of the organization.
- e) Plans for an annual review of board policy or procedures.
- f) Is a signatory for checks of the organization.
- g) Files an Annual Report to the Commonwealth of VA each year in September.

Section 3 - Vice President/Program Coordinator

- a) Performs duties of the president when the president designates or is unable to perform.
- b) Works with the president and the board to plan programs for the year.
- c) Considers the club mission and budget when choosing possible presenters.
- d) Communicates with the presenters and members regarding time and place for meetings and equipment needed.

Section 4 - Treasurer

- a) Collects, records, and deposits dues and other club funds for club activities.
- b) Is a signatory for the organization checking account.
- c) Maintains club accounts and files tax documents.
- d) Works with the president and program coordinator to create a yearly budget.
- e) Pays budgeted club expenses including meeting room rent, presenter fees, reimbursements, post office box fee and charity project supplies.

Section 5 - Membership Coordinator

- a) Conducts the annual dues collection
- b) Maintains the membership roster and provides updates to the board.
- c) Collects new member questionnaires and gives them to the Director at Large.

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Section 6 - Secretary

- a) Keeps a copy of these bylaws as amended or otherwise altered to date.
- b) Maintains an electronic file of the minutes of all meetings.
- c) Prepares and distributes board meeting minutes to the board.
- d) Maintains club documents electronically.

Section 7 - Newsletter Editor

- a) Publishes the AVNT newsletter each month and distributes it via email to the membership.
- b) Sends newsletter deadlines and reminders to contributors.
- c) Takes pictures for the newsletter at meetings and workshops.

Section 8 - Care and Comfort Coordinator

- a) Collects and stores fabric needed for charity projects including quilts, bags, pet pads.
- b) Delivers completed items to selected charities.
- c) Oversees sorting, prep, cutting and assembly of kits.
- d) Keeps an accounting of all donations for an annual report.
- e) Reports to membership regularly.

Section 9 - Event Planner

- a) Works with the program coordinator to determine the room requirements for presenters are complete.
- b) Communicates to the VFW liaison the room requirements for each member meeting and bee.
- c) Coordinates the planning for Spring and December luncheons

Section 10 – Director at Large

- a) Represents the larger membership of the guild at board meetings.
- b) Brings concerns and ideas of members to the board and reports back to members
- c) Collects, summarizes and reports the results of an annual survey and new member surveys to the board
- d) Performs temporary assignments as directed by the president.
- e) Is elected by membership every two years. May be re-elected by membership.

Article VI – Committees and other organization duties

- a) Care and Comfort Committee – Members assist the C&C coordinator as directed.
- b) Special committees may be appointed by the president as the board of directors deem necessary.
- c) Virginia Quilt Museum Volunteer – reports information for the newsletter monthly. Communicates with the board and members when needed.

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- d) Sunshine – Sends cards to members experiencing a life celebration or challenge. (i.e. marriage, illness, death). Sends information to the newsletter.
- e) Kennel Quilt Liaison – informs members of needs/requests for kennel quilts or kitty pads. Sends information to the newsletter.
- f) Membership Packet – Maintains current documents in folders for new members.

Article VII – Fiscal Policies

- a) The fiscal year shall be from January 1 through December 31.
- b) The books and accounts of the guild shall be kept in accordance with sound accounting practices
- c) The treasurer prepares a budget annually and presents to the board of directors for approval.
- d) The approved budget is published in the newsletter once a year.
- e) The treasurer provides the board of directors with a financial statement at each board meeting.
- f) The treasurer reports current balance to the members at each general meeting.

Article VIII - Amendments

- a) Bylaws may be amended at a membership meeting.
- b) A two-thirds vote of the members present is required to pass an amendment.
- c) Members will be notified 30 days before a vote.

Article IX – Prohibition against Private Inurement

No part of net earnings of this organization shall inure to the benefit of or be distributed to its members, directors, officers, or other private person except that the organization be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions to further the purpose of the organization.

Article X – Distribution of Assets

In the event of dissolution, after any outstanding expenses are paid, the funds shall be donated to a charitable organization(s) that qualify as an exempt organization under section 501(c)(3) of the IRS code, then in force.