

# ENDLESS MOUNTAINS QUILT GUILD BY-LAWS

## **Article I. Name:**

The name of the Organization shall be the Endless Mountains Quilt Guild.

## **Article II. Purpose:**

The Endless Mountains Quilt Guild was formed as a non-profit organization in May, 1995. Its purpose is to promote quilting through education, sharing of ideas, and fellowship.

## **Article III. Membership:**

### Section 1. Qualifications:

Membership is open to all those interested in any aspect of quilting.

### Section 2. Dues:

All members shall pay annual dues (one year will be from May to April), payable at the May meeting, and must sign the liability waiver. Members not paid by the June meeting will be dropped from enrollment. There will be a notice in the newsletter beginning in April each year. A partial membership fee of half the annual dues shall be for new members only joining after December 1. If the annual dues need to be raised, the amount must be approved by a vote of the general membership.

### Section 3. Visitors:

Visitors may attend one meeting before becoming enrolled members. Dues should be paid before attendance of the second meeting.

### Section 4. Registration Preference:

First preference for registration in workshops or other activities shall be given to members in good standing.

## **Article IV. Officers:**

Section 1: Officers shall be members of the Organization.

Section 2: Officers of the Organization shall be: President, Vice-President, Program Chairperson, Secretary, and Treasurer.

Section 3: Term of office: President, Vice-President and Program Chairperson: 2 years. Secretary and Treasurer: one year. Term limit - four consecutive years for all offices.

Section 4: Duties of Officers:

a. President - Shall preside at all meetings of the organization and of the Board; shall appoint all committee chairpersons. The President, after consulting with the Board, shall act on matters whenever they cannot be taken up at a regular meeting.

b. Vice-President: Shall perform the duties of the President in case of the President's absence or disability.

c. Program Chairperson – Act as Program Chairperson – arrange and coordinate all guild programs with the program committee. Secure locations for monthly meetings, special programs, and workshops. Originate all guild contracts.

d. deleted

e. Secretary - Shall keep a record of all meetings of the Board and the Organization. Shall keep all records and copies of all correspondence pertaining to the Organization on file. The book of minutes shall contain a copy of the By-Laws and any amendments. Responds to information requests from individuals and other guilds. Sends minutes of meetings to the newsletter editor. Annually send in the names of new officers to the PA Dept. of State Corporation Bureau - see tax files.

f. Treasurer - Handles the guild checkbook and all financial transactions. Prepares a monthly treasurer's report to be published in the newsletter. Satisfies all guild financial obligations. The books are to be audited annually. The treasurer will handle all tax business.

Section 5: The officers shall constitute the Board. The Chairpeople of standing committees shall be invited to Board meetings as necessary. The Board shall consider all questions of policy and present recommendations to the general membership for action, confirmation or ratification.

**Article V. Committees:**

Section 1: Standing committees shall include:

Newsletter

Hospitality  
Membership  
Historian  
Social Secretary  
Publicity  
Webmaster  
Quilt show  
Raffle Quilt  
Quilt retreat

Others may be formed as deemed necessary by the Board. Appointments shall reviewed by the Board officers annually in March where the decision will be made whether to terminate or extend the chairperson's leadership of each committee.

## **Article VI. Nominations and Elections:**

### Section 1: Nominating Committee:

The nominating committee will be the five officers of the organization and shall serve for each election period. The President shall be the Chairperson of the Nominating Committee shall report the proposed slate at the March meeting. A full slate of one nominee for each office is required. The nominees shall be presented at the March meeting. Nominations from the floor will be accepted at this time. The nominations will then be closed.

### Section 2: Elections:

- a. Elections shall be held at the April meeting.
- b. The vote shall be by ballot. In case of a non-disputed election, where there is no competition for any of the offices, the Secretary will be asked to cast the unanimous vote.
- c. A majority vote of the members present and voting shall elect.
- d. Those elected shall take office at the opening of the May meeting, with formal introduction.

### Section 3: Vacancies:

Any vacancy occurring among the officers shall be filled by the affirmative vote of a majority of the remaining officers for the unexpired term of the predecessor in office.

## **Article VII. Meetings:**

### Section 1: General Meetings:

Meetings shall be held the second Thursday of the month. The meetings will be held at night in the even months (June, October, December, February, and April) and in the daytime in the odd months (September, November, January, March and May). There is no meeting in July and in August we have an afternoon picnic. Attendance will be taken at each meeting. Meetings for workshops may be scheduled at times other than the general meeting in order to meet room requirements or the time schedule of the guest speaker.

### Section 2: Board Meetings:

Board meetings will be held every other month before the regular meeting. Additional meetings may be held at the request of any member.

## **Article VIII. Funds:**

- a. The Organization shall be non-profit. Any contributions shall be made to qualified charitable organizations.
- b. Arrangements with a bank shall require the signature of two officers. The President and Treasurer are authorized to write checks for the Organization.
- c. Said Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- d. No part of the net earnings of the Organization shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry out 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 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 corresponding section of any future federal tax code.

## **Article IX. Amendments:**

Proposed amendments must be published in the newsletter and announced at a general meeting at least a month prior to voting upon. Approval will be by a two thirds (2/3) vote of those in attendance.

**Article X. Order of Business:**

The general order of business for meetings shall be:

Call to order

Acceptance of minutes

Treasurer's report

Committee reports

Unfinished/Old business

New business

Announcements

Adjournment of business meeting

Show and tell

Program

**Article XI. Dissolution:**

(a). Dissolution shall be by majority vote of those in attendance at a meeting called for that purpose. The Board shall pay from the Treasury all bills due. At that meeting a decision will be made by the general membership as to the disbursement of the remaining funds. All funds shall be donated to a qualified non-profit organization.

(b). Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of 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 exclusively for such purposes.

**Revisions:**

May 1995

Revised April 1997

Revised February 1999

Revised August 2007

Revised April 2017 [Added Program Chairperson officer Section IV.4.c]

Revised February 2018 [Clarified officer information, deleted Vice-President Elect, other small details]