

BYLAWS OF PINE BELT QUILTERS, INC.
Adopted October 11, 2023

Article I. Name and General Operation

Section 1 The name of the organization shall be PINE BELT QUILTERS, INC. Hereafter in these Bylaws, Pine Belt Quilters, Inc. shall be referred to as Pine Belt Quilters or “guild.”

Section 2 Pine Belt Quilters shall be a nonprofit corporation according to the statutes of the State of Mississippi (Mississippi Nonprofit Corporation Act, Sections 79-11-1-101 et. seq. of the Mississippi Code Annotated of 1972) and tax-exempt under the regulations of the Internal Revenue Service.

Section 3 The guild shall be led by a Board of Directors and Officers, as provided for elsewhere in these Bylaws.

Section 4 The official address of the guild will be that of the guild Treasurer. A different address may be designated by the Board of Directors as needed and recorded in the minutes of the board of directors.

Article II. Tax Exempt Status

Section 1 The guild is organized exclusively for educational and charitable purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

- A. No part of the net earnings of the guild shall be distributed to its Directors, Officers or any other private persons, except that the guild may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes in Section 1 of this article.
- B. No substantial part of the activities of the guild shall be involved with producing or distributing propaganda, attempting to influence legislation, or intervening in any political campaign on behalf of any candidate for public office. This includes publication or distribution of statements.
- C. Notwithstanding any other provision of these Bylaws, the guild shall not carry on any activities not permitted by: (1) a corporation exempt from federal income tax rules or (2) a nonprofit corporation organized under the laws of the State of Mississippi.

Section 2 Should the guild be dissolved, the Board of Directors and Officers shall first pay or make provision for payment of all liabilities of the guild. The Board of Directors and Officers will then distribute all assets of the guild to an organization or organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code.

Article III Purpose and Objectives

Section 1 The purposes of Pine Belt Quilters are to: (1) encourage and promote the art of quilting and the preservation of quilts and (2) provide opportunities to exhibit examples of quilting and related needlework.

Section 2 A further purpose is to engage in charitable activities, particularly to provide small quilts and other sewn items for the benefit of children and families.

Section 3 Funds generated by the guild shall be used to further the body of knowledge related to quilt making and assist worthy charitable causes within the community, as funds are available for such purposes.

ARTICLE IV Members

Section 1 Membership shall consist of anyone desiring to be a member of the guild who pays annual dues or continues membership from year to year with on-time payment of dues. Members are considered in good standing upon timely payment of dues and are eligible to vote on business conducted by the organization. Visitors are welcome to any monthly guild meeting but after two visits should join the guild and pay dues.

Section 2 Annual dues shall be set by the Board of Directors, adopted by a vote of the members during a regular meeting of the guild, and paid to the Treasurer.

Section 3 A new member is a person who has not been a member at any time in the past or whose previous membership has lapsed for at least one calendar year. A continuing member is a person whose membership is paid in the current year and who pays dues to renew membership for the succeeding year.

Section 4 The membership year shall be January-December. A continuing member is encouraged to renew membership and confirm contact information during October-December to facilitate preparation of guild information and the member directory for the next year.

Section 5 A new member may join the guild at any time during the calendar year.

- A. A new member pays full annual dues between January 1 and May 31.
- B. From June 1-September 30, a new member may join by paying half the amount of annual dues for membership through December 31.
- C. New members during any year are encouraged to renew/continue their membership during October-December (see Sections 3-4 above).
- D. A new member who joins during October-December pays full annual dues and has membership through the end of the following calendar year.

ARTICLE V Meetings, Guild Activities and Operations

Section 1 Meetings. A meeting of the guild is held monthly. The regular schedule is 9:30 a.m. on the second Wednesday of the month at University Baptist Church in Kelley Fellowship Hall (3200 Arlington Loop, Hattiesburg, Mississippi). This meeting usually consists of a program and a business meeting. The guild may present a gift or honorarium to any group or individual speaking or providing a program. The board of directors or the officers may change the meeting date or place as needed and notify membership.

Section 2 Guild Activities. Members in good standing may participate in a variety of guild activities.

- A. Workshops may be scheduled to coordinate with a program speaker's topic. Preregistration is required, and a small fee for supplies may be collected.

- B. Educational classes for building skills may be scheduled on a continuing basis or periodically with an invited teacher. Classes with an invited teacher require preregistration and payment of the teacher's fee.
- C. Community Sewing is the outreach program of the guild with a focus that may include, but is not limited to, small quilts for children and families, pillows and other items for medical center patients, and NICU covers. From time to time, other community service sewing projects may be undertaken. Community Sew Days are generally held at 9:30 a.m. on the 1st Tuesday of the month at University Baptist Church in the Choral Hall. The guild maintains a closet of fabric and supplies for community sewing.

Section 3 Contact Groups facilitate communication among guild members and serve to share responsibilities during monthly guild meetings. Contact group members will provide refreshments one month during the year, greet guests, welcome visitors, and assist by holding quilts being shown during Show and Tell.

Section 4 Gifts. The guild may send to any member, from time to time, and at the discretion of the Officers, a card in the event of illness or bereavement. Otherwise, except in situations when the Officers approve a gift to a Board Member, Officer, or other person in an appointed or elected position, no person shall receive anything of value from the guild. Gifts should only be made in the event of outstanding, long term, or extraordinary service to the guild that is, in the opinion of the Officers, above and beyond the call of duty and merits special recognition. Nothing in the Bylaws is intended to prevent any individual member or group of members, acting solely on his/her own, from making a gift or gifts to any member or other person.

Section 5 Reimbursement. Any member who makes a presentation to or on behalf of the guild may be reimbursed for reasonable expenses incurred, including fuel, photocopies, and/or other expenses. Any member wishing to forego reimbursement for expenses incurred may do so.

Section 6 Payments. Checks in the amount of Five Hundred Dollars (\$500) or greater require the signatures of two Officers: the Treasurer and President.

Section 7 Budgets. Budgets will be established as deemed necessary for some standing activities of the Guild, such as Community Sewing. Any chair of a guild activity area that has a budget may make an annual request and is expected to operate within the adopted budget. It is the responsibility of the chair of a guild activity area to notify the Officers if a budget might be exceeded, and Officers must approve any overage before it occurs.

ARTICLE VI Board of Directors

Section 1 General Powers. The Board of Directors is responsible for ensuring that the activities and image of the guild remain true to the guild's mission. Major initiatives proposed by the Officers require the approval of the Board of Directors before being proposed to the members. The Board of Directors shall consult and advise, as needed, on other business of the guild.

Section 2 Number, Term, Qualifications. The Board of Directors shall be composed of from four to six elected guild members in good standing plus the immediate past president. Each elected member of the Board of Directors serves for five calendar years. The immediate past president serves for two years. The Board of Directors shall choose its own Chair from among the members of the Board.

The immediate past president of the guild rotates onto the Board in January of an even numbered year after completing two years as guild President. The immediate past president serves as a full board member and participates in discussion and votes during meetings of the Board.

Elected members of the Board of Directors are nominated from the floor by guild members during a guild meeting in the fall of the year and are elected to serve five-year terms beginning January 1. The number of potential Board members nominated for election in the fall of any given year is the number that will keep the Board full, with from four to six elected members.

To qualify for nomination to the Board of Directors, the nominee must have been a member of the guild in good standing for three years. No member of the Board shall serve for more than five consecutive years or serve as an elected officer at the same time. Any previous Board member may be re-elected after an absence from the Board for one year. However, the makeup of the Board should reflect that the guild has quilters who have been members for many years and those who have been members for less time.

Section 3 Duties of the Chair of the Board of Directors. The Chair of the Board shall be the Chief Executive Officer of the guild. The Chairman of the Board shall:

- A. Preside over all meetings of the Board, or designate another person to preside in his/her absence,
- B. Maintain minutes of Board meetings,
- C. Maintain records in paper and/or electronic form and provide access to these records to Directors,
- D. Exercise general supervision and management of the business of the guild,
- E. Maintain the seal of the guild,
- F. Have the power and authority to sign, make, execute, and deliver any and all documents and instruments on behalf of the guild, and
- G. Perform all other duties that are incidental to the Chair of the Board of Directors.

Section 4 Compensation. Unless the Bylaws provide otherwise, no Board member shall receive any salary or other compensation. This does not preclude the Board member from receiving compensation for presenting workshops or other programs and/or providing teaching or other services not related to duties as a member of the Board of Directors.

Section 5 Removal. Any member of the Board of Directors may be removed by the Board at any time whenever, in the Board's and other Officers' judgment, the best interest of the guild would be served by such action. Such removal may be made with or without cause.

Section 6 Vacancies. Unless the Bylaws provide otherwise, if a vacancy occurs on the Board during the calendar year, a member may be nominated by the remaining Board members and approved by guild members in a regular meeting. In the event of a resignation, a replacement may be selected by remaining Board members and approved by guild members, but the successor director will not take office until the effective date of resignation.

Section 7 Meetings. The Board of Directors should meet during the year as deemed necessary. The Officers should be invited to meet with the Board at least once a year. Notice of the purpose, date, time, and location of these meetings is not required to be given to the membership.

Section 8 Quorum. A majority of the Board members in office immediately before the meeting begins shall constitute a quorum.

ARTICLE VII **Officers**

Section 1 Number, Term, Qualifications. The Officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Membership Director. Officers shall be elected and serve a term of two years. Except for the President, an Officer may be elected to successive terms. An elected officer shall not serve on the board of directors at the same time.

To qualify to be elected as President or Treasurer, the nominee must have been a guild member in good standing for at least three years. To qualify as Vice President, Secretary, or Membership Director, a nominee must be a member in good standing and have previous experience carrying out the major responsibilities of the office, as outlined in these Bylaws.

Section 2 Nominating Committee. The President shall appoint a Nominating Committee to present a slate of Officer nominees at the September meeting in each odd-numbered year. Additional nominations may be made from the floor, provided the nominees meet the requirements and their permission to be nominated has been secured. Members shall vote on the candidates at the October meeting. Once elected, Officers will immediately begin to plan activities and appoint positions as needed. Officers shall assume their duties on January 1 of the succeeding year.

Section 3 Duties of Officers.

- A. President. The President shall be the Chief Operating Officer of the guild and have general supervision and management over day-to-day business operations and activities of the guild. The President shall:
- 1) Have the power and authority to sign, make, execute, and deliver any and all documents and instruments on behalf of the guild,
 - 2) Preside over guild meetings and conduct the general business of the guild,
 - 3) Appoint a Programming and Educational Committee to work with the Vice President,
 - 4) Appoint chairs of committees and leaders of guild activity areas,
 - 5) Appoint Contact Group leaders,
 - 6) Appoint a chair and co-chair for periodic quilt shows and/or exhibitions of quilts,
 - 7) Meet with Officers to plan initiatives and discuss guild business,
 - 8) Meet with the Board of Directors as needed or required to review general business of the guild and/or gain approval to undertake major initiatives, and
 - 9) Perform other duties that are incidental to the office of President.
- B. Vice President. The Vice President shall:
- 1) Chair the Programming and Educational Committee to organize the educational activities of the guild, organizing and scheduling program speakers, educational classes, and workshops for the guild,
 - 2) Assist the President in conducting the general business of the guild, as needed,
 - 3) Assist the committees of the guild, as needed,
 - 4) Perform duties as requested by the President or the Chair of the Board of Directors,
 - 5) Conduct the monthly guild meeting if the President is unable to attend, and
 - 6) Take responsibility for the gift to the President at the end of the President's term, with the assistance of the immediate past President, and

- 7) Fill in for the President as requested for short term absences or replace the President in the event of death, disability, or disability of the President.

C. Secretary. The Secretary shall:

- 1) Keep a record of the business of the guild, as decided during guild meetings or in meetings of the Officers, managing records with a view toward long term, stable storage and retrieval,
- 2) Keep the official copy of these Bylaws,
- 3) Serve as Newsletter Editor, preparing and distributing a monthly newsletter prior to the guild meeting, with announcements, notices, reminders, and opportunities to participate in guild activities,
- 4) Send news updates to members, as needed,
- 5) Send business correspondence on behalf of the guild, as requested, and
- 6) Perform duties incidental to the office of Secretary as from time to time may be assigned or requested by the President or the Chair of the Board of Directors.

D. Treasurer. The Treasurer shall:

- 1) Be the Chief Financial Officer of the guild and perform all duties incidental to the office of Treasurer,
- 2) Have charge and custody of and be responsible for the funds, instruments, and securities of the guild,
- 3) Receive and deposit annual dues payments from new and renewing members,
- 4) Prepare and maintain records of members whose annual dues have been paid, including the date of payment,
- 5) Receive and give receipts for monies due and payable to the guild,
- 6) Deposit all monies in the name of the guild in banking or saving institutions designated by the guild,
- 7) Prepare or have prepared reports of the financial condition of the guild as may be required from time to time, for review by the Officers or Board of Directors,
- 8) Retain and pay bills as and when due,
- 9) Maintain financial records (including balancing and reconciling bank statements and books prior to each monthly meeting),
- 10) Report to the guild at least quarterly on the current and up-to-date financial position and condition of the guild, to include cash on hand or securities.
- 11) Assist and/or facilitate an annual audit of the books of the guild or as otherwise directed by the Board of Directors or Officers from time to time,
- 12) Develop an annual budget for the guild,
- 13) Perform other duties as from time to time may be assigned by the President or the Chair of the Board of Directors, and
- 14) Upon election of a new Treasurer, work together with the newly elected Treasurer and with financial institutions of the guild to update records regarding mailing address for statements and/or signature authority on accounts of the guild.

E. Membership Director. The Membership Director shall:

- 1) Prepare and maintain a list of members in good standing, that list to include name, mailing address, email address, and phone number,
- 2) Assign members to Contact Groups (except for the Contact Group leaders),
- 3) Prepare and distribute a directory listing the members in good standing, contact information, and Contact Group assignment; issue updates as needed; and distribute to new members who join during the year,
- 4) Prepare and distribute an annual publication of information for members in good standing, to include meeting and program information, workshops, opportunities to participate, and the guild leadership; and distribute to new members who join during the year,
- 5) Prepare and provide attendance sign-in sheets for members and visitors at each guild meeting,
- 6) Prepare and provide a show and tell sign-in sheet at each guild meeting,
- 7) Provide name tags for visitors and new members,
- 8) Conduct an annual member renewal period during October-December, providing a method for members to (1) affirm that they will continue their membership in the guild and (2) update their contact information to facilitate preparation of the next year's member directory,
- 9) Work with the Treasurer to confirm that each renewing member or new member has paid their annual dues,
- 10) Prepare and distribute an annual membership card to members in good standing.
- 11) Transmit new member contact information to the Secretary, other Officers, and the administrators of social media channels for the guild, and
- 12) Perform such other duties as may be from time to time be assigned by the President or the Chair of the Board of Directors.

Section 4 Compensation. Unless the Bylaws provide otherwise, no Officer shall receive any salary or other compensation. However, this does not preclude the Officer from receiving compensation for presenting workshops or other programs and/or providing teaching or other services not related to duties as an Officer of the guild.

Section 5 Removal. Any Officer of the guild may be removed by the Board at any time whenever, in the Board's and other Officers' judgment, the best interest of the guild would be served by such action. Such removal may be made with or without cause.

Section 6 Vacancies. A replacement for a vacancy in any office, because of death, incapacity, resignation, removal, disqualification or otherwise may be nominated by the remaining Officers and elected by the guild. This replacement will serve the remainder of the unexpired term. If a resignation is made effective at a specific later date and is accepted by the Board and Officers, the successor Officer does not take office until the effective date of resignation.

Article VIII. Committees and Appointed Positions

Section 1 Quilt Exhibition Chair. The Quilt Exhibition Chair shall:

- A. In consultation with the President, make arrangements for the location, date(s), and time(s) of the exhibition,

- B. Sign any necessary contracts making such reservations,
- C. Plan out and propose the sections, activity areas, emphases, and special displays of the event,
- D. Engage a judge, lecturers, or speakers as needed for the event,
- E. Appoint committee chairs to carry out duties regarding the event,
- F. Oversee and direct each committee as necessary, and
- G. Consult with Officers and Board as decisions are made regarding the show.

Section 2 Quilt Exhibition Co-Chair. The Quilt Exhibition Co-Chair shall assist the Quilt Exhibition Chair in any way that is needed.

Section 3 Programming and Educational Committee. The Programming and Educational Committee shall:

- A. Working with the Vice President, plan monthly programs for the guild meetings, and
- B. Plan educational workshops either to coordinate with guild programs or on other topics as needed, including basic skill building classes.

Section 4 Nominating Committee. The Nominating Committee shall:

- A. Canvas guild members for recommendations for nomination for election as Officer,
- B. Contact candidates for guild Officer positions, ensuring candidates meet the qualifications stated elsewhere in these Bylaws and obtaining their permission to be nominated, and
- C. Present nominations to the guild at the September meeting.

Section 5 Courtesy Chair. The Courtesy Chair shall:

- A. Send an appropriate card to a member in the event of illness or bereavement, and
- B. In general, perform all duties incidental to the office of Courtesy Chair and such other duties as from time to time may be assigned to the courtesy chair by the President.

Section 6 Contact Group Leaders. A Contact Group Leader shall:

- A. Contact members of the assigned Contact Group to perform assigned duties during one guild meeting each year: (1) providing refreshments for the meeting, (2) greeting visitors, and (3) helping during Show and Tell by holding quilts being displayed, and
- B. Supply paper products for refreshments one month each year.

Section 7 Website/Social Media Administrators. A Website or Social Media Administrator shall:

- A. Maintain the guild's website to provide basic information to members and people who may be interested in the guild,
- B. Manage access to the guild's social media pages or groups, and
- C. Post relevant content, including notices, information, and images to the guild's social media pages or groups.

ARTICLE IX Fiscal Year

The annual accounting period and taxable year of the guild shall end on the last day of December of each year, unless changed by appropriate resolution of the Board.

ARTICLE X Seal

There shall be a guild seal in a form as may be approved from time to time by the Board. The seal shall be affixed to instruments and documents as required by law and may be affixed to instruments where not required by law at the discretion of the Board or any Officer of the guild.

ARTICLE XI Records and Reports

Section 1 The Board of Directors shall maintain paper and/or electronic records of its meeting minutes, business decisions, reports, and historical documents. These records shall be accessible by Directors during their terms of service or election. Access to these records shall be transferred to newly elected Directors. The records accessible to each Director shall include these Bylaws as adopted, a list of names and contact information of current Directors and Officers.

Section 2 The Officers, as designated by the President, shall maintain paper and/or electronic records of meeting minutes, business decisions, financial reports, and historical documents. The monthly newsletter shall function as one method of recording the guild's business decisions. These records shall be accessible by Officers during their terms of service or election. Access to these records shall be transferred to newly elected Officers.

Section 3 The records provided and accessible to each Director shall include:

- A. These Bylaws as adopted,
- B. A list of names and contact information of current Directors and Officers, and
- C. Any report that may be required by state law or IRS regulations.

ARTICLE XII Amendments

Section 1 These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a simple majority of the guild members present at any general meeting. Guild members should be notified of any proposed changes to the Bylaws either at a prior meeting or through the newsletter.

Section 2 These Bylaws shall be reviewed for needed updates every five years.

Section 3 When amendments to these Bylaws are adopted by a vote of the members (see Section 1), the previous date(s) of adoption shall be retained in a note at the end of the Secretary's Certificate.

ARTICLE XIII Severability

If any provision of these Bylaws or its application to any person or circumstance is held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of these Bylaws that can be given effect without the invalid provision or application, and, to this end, the provisions of these Bylaws are severable.

CERTIFICATE

Certified as adopted and approved as the revised Bylaws of the Pine Belt Quilters, Inc. effective the 11th day October 2023.

Jo Ellen Carr, Secretary

Previously adopted:

April 16, 2014