

WEST PASCO QUILTERS' GUILD, INC.

BY - LAWS

Articles of Incorporation filed May 31, 1991,
under the Laws of the State of Florida.

The document number of this corporation is N43663.

Contents of these By-Laws were Reviewed and Revised by the W.P.Q.G. Board of Directors
Voted by the General Membership and accepted on June 16, 2022

WEST PASCO QUILTERS' GUILD, INC.
BY-LAWS

ARTICLE ONE – ORGANIZATION

- a. The name of this organization shall be: West Pasco Quilters' Guild, Inc.

ARTICLE TWO – PURPOSES

This organization has been organized:

- a. As a non-profit organization for the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b. To develop and foster fellowship and goodwill, educate and enlighten the general public about quilt making.

ARTICLE THREE – MEMBERSHIP

- a. Upon payment of annual dues, membership shall be open to all who desire and have an interest in the art of quilt making.

ARTICLE FOUR – MEETINGS

- a. The annual membership meeting of this organization shall be held in conjunction with the February General Meeting each and every year except if the regular meeting is a legal holiday. In that event the Board of Directors shall fix the day, but it shall not be more than two weeks from the date established by these bylaws. The Secretary shall publish a notice announcing the time and place of such meeting.
- b. General meetings of the membership shall be held monthly on the third Thursday except if this date is a legal holiday, then the Board of Directors shall fix the day. The Secretary shall publish a notice announcing the time and place of such meeting.
- c. The Board of Directors shall meet once a month. There shall be a joint meeting of the outgoing and the incoming Boards in March of each year.
- d. A Quorum for conducting business shall be the number of those present at the time.
- e. Majority Rule: A requirement for passing of any Resolution (s) shall be a simple majority of those present at a given meeting.
- f. A motion from the floor at a General membership meeting that encumbers more than \$50.00 will not be accepted unless such motion has been presented, in writing, at a previous board meeting. It is the responsibility of the board of directors to research and evaluate the motion and makes a recommendation, in a timely manner, at an upcoming general membership meeting.

ARTICLE FIVE – VOTING

- a. At all meetings all votes shall be by voice except for the election of officers. The general Election of Officers shall be by ballot only.
- b. For all votes by ballot, the Chair of such meeting shall, immediately prior to the commencement of balloting, appoint an Election Committee of three who shall act as "Inspectors of Election." At the conclusion of balloting, the Election Committee shall certify in writing to the Chair the results and the certified copy of balloting shall be affixed to the minutes of that meeting in the minutes' book.

- c. No member of the Election committee shall be a candidate for the office, or be personally invested in the question voted upon.

ARTICLE SIX – ELECTION OF OFFICERS

- a. The Nominations Committee shall be appointed by the Board of Directors in October and will consist of three members and two alternates. No member of the Board of Directors shall serve on the Nominations Committee.
- b. The Nominations Committee will decide upon its chair and will bring a full slate of officers to the January Board meeting for presentation to the membership at the January General Meeting. Election is to be held in February at the annual membership meeting.
- c. The officers shall be elected by ballot at the annual meeting of the general membership in February and shall serve for a term of one year. No officer shall serve more than two consecutive terms in a specific office, unless an office cannot be filled. With the approval of the Board, the current officer may run for an additional term not to exceed a total of 4 consecutive years. The President and approval of the Board of Directors shall fill unexpired terms to their expiration date through appointment.

ARTICLE SEVEN – ORDER OF BUSINESS

Approval of Minutes
Reports of Officers
Reports of Standing Committees
Reports of Special Committees
Special Orders
Unfinished Business
New Business

ARTICLE EIGHT – BOARD OF DIRECTORS

- a. The business of this organization shall be managed by a Board of Directors, consisting of the Executive Committee, composed of the four elected officers, together with the chairs of the Standing Committees and the chairs of the Sub-Committees thereof. Together they form the voting body of the board with each member in attendance having one vote. Future Standing Committees and Sub-Committees may be added as deemed necessary.
- b. The Executive Committee shall have the authority to act in an emergency and to convene a meeting of the full Board of Directors if necessary.
- c. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chair after due notice to all the directors.
- d. Staff positions may be established as deemed necessary by the Board of Directors. The Executive Committee shall have the authority to recruit and appoint individuals to fill staff positions.

ARTICLE NINE – OFFICERS

- a. The officers (Executive Committee) of the organization shall be as follows:

President
Vice President
Secretary
Treasurer

- b. The President shall preside at all membership meetings; by virtue of the office chair the Board of Directors; be one of the officers who may sign checks or drafts of the organization; and have such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.
- c. The Vice President shall in the event of the absence or inability of the President to exercise his or her office, become acting President of the organization with all the rights, privileges, powers and duties as if he or she had been the duly elected president; and have such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.
- d. The Secretary shall keep the minutes and records of the organization; file any certificates required by any statute (s), Federal or State; be the official custodian of the records and seal of the organization; be one of the officers who may sign checks or drafts of the organization; and have such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.
- e. The Treasurer shall have the care and custody of all monies belonging to the organization; shall render at stated periods as determined by the Board of Directors a written account of the finances of the organization; shall physically affix this report to the minutes of the Board of Directors of such meeting; be one of the officers who may sign checks or drafts of the organization; and have such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.
- f. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- g. No officer or director shall, for reason of the office, be entitled to receive any salary or compensation; but nothing herein shall be construed to prevent an officer or director from receiving compensation from the organization for duties other than as a director or officer.

ARTICLE TEN – STANDING COMMITTEES

- a. Standing committee chairs shall be appointed by the President and shall serve for a term of one year unless sooner terminated by action of the Board. The standing committees shall consist of:

Charity Outreach
 Education Advisory Council
 Librarian
 Membership
 Newsletter
 Parliamentarian
 Public Relations
 Special Events
 Ways and Means

- b. The following Committees will have sub-committees as follows:

Charity Outreach - Charity Quilt, Charity Quilt Ticket Sales, Children's Quilts, Lap Quilts & Bibs, Scholarship and Ad hoc subcommittees as deemed appropriate. i.e.: Operation Homefront Quilts

Education - Block-of-the-Month, Day and Evening Classes, National Teachers, Small Groups, Programs

Parliamentarian - Elections, Audit, Nominations

Public Relations - Historian, Webmaster,

Special Events - Fabric Exchange, Quilt Show, QE Retreat

ARTICLE ELEVEN - DISSOLUTION

- a. On dissolution of this organization, all remaining funds shall be donated to a Florida-approved charity as described in the incorporation laws. No member may benefit from any remaining funds.

ARTICLE TWELVE – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts' Rules Of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the organization may adopt.

ARTICLE THIRTEEN – AMENDMENTS.

- a. The by-laws may be amended, altered or repealed and new by-laws adopted by a two-thirds vote of members present at any regular or special meeting.
- b. The President shall inform the members of the proposed changes not less than, thirty (30) days prior to the meeting date. A written notice of revision will be published in the organization's newsletter.