

QUILT GUILD OF GREATER VICTORIA, INC.

BY-LAWS

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ARTICLE I

Name

The name of this organization is Quilt Guild of Greater Victoria, Inc.

ARTICLE II

Purpose

The purpose of this organization is to develop an appreciation for the art of quilting and its history, to provide a common organization of persons who love quilts, and to educate the public on the history and artistry of quilt making.

ARTICLE III

Membership

Section 1

Membership is open to any individual who has an interest in quilts.

- A. Members have the right to:
 - 1. Attend monthly meetings and every other month board meetings.
 - 2. Cast a vote in the election of officers and vote at all meetings.
 - 3. Hold an elective office.
 - 4. Approve organizational activities, policies, and by-laws amendments.

- B. Members have the responsibility to:
1. Support and uphold the principles and rules of the Guild.
 2. Take an active and interested part in Guild affairs.

Section 2

Anyone may come as a guest or visitor for three meetings. However, after attending three meetings they will be required to join the Guild by paying the appropriate dues before attending another meeting.

Section 3

Members are required to pay annual membership dues of \$25.00 until age 60, then \$20.00 for those 60 to 80 years of age. Any Member who reaches the age of 80 will no longer pay dues and will be awarded lifetime membership.

Dues are payable by January 1. Members who have not paid by February 1 will be dropped from the roll and will not receive the newsletter until dues are paid. Members who join on or after July 1 shall pay one-half of the annual fees.

ARTICLE IV *Officers*

Section 1

The elected officers shall be: President, Vice-President, First Vice President, Second Vice-President-Membership, Secretary, and Ways and Means.

Section 2

Duties of Officers:

a. President

The President presides at all meetings, appoints all standing and special committees, performs all duties pertaining to the office and is an ex-officio member of all committees except the Nominating Committee.

b. Vice-President

The Vice President presides at any meeting in the absence of the President, is chairman of the Program Committee, and is responsible for arrangement of program topics, and to collect fees for the workshops January through December of the current year. This officer will present and assist with travel arrangements for that person if from out of town, and shall make reservations for the monthly meeting place as well as the Christmas gathering. The officer will stay until the end of the workshop and secure the building. If unable to stay, assign someone to secure the building.

c. First Vice-President

The First Vice-President serves as assistant to the Vice-President, will co-chair program implementation and serves in their absence. First Vice President will arrange speakers and programs for the following year This officer will take office as First Vice-President the following year.

d. Second Vice-President-Membership

The Second Vice-President serves as membership chairman, collects dues, keeps a current roster, and presents it at the September Board meeting, publishes the yearbook, provides name tag kits, distributes membership cards, and performs the duties of the President in the absence of the President and the First Vice-President.

e. Secretary

The Secretary keeps an accurate record of the business proceedings of all regular and special Guild and Board meetings for the approval of the membership, and furnishes such copies of the record as may be required. This officer maintains a file of all official records.

f. Ways and Means

The Ways and Means chairman is responsible for investigating, recommending and implementing fund raising activities in order to help meet the financial needs of the guild. This may include any or all of the following activities:

1. Workshops to make items for the Sampler Store
2. Promote ideas for others to work on for Sampler store
3. Any money making projects.

Section 3

Treasurer:

A Treasurer will be hired yearly by the Board of Directors with a payment of one dollar (\$1.00) per year. The Treasurer serves at the discretion of the Board of Directors.

The Treasurer receives all monies and deposits the same in the bank, disburses all monies in accordance with the budget, and maintains accurate books of account for all receipts and disbursements following generally accepted accounting practices. These books shall be open at all times to the inspection of the Board of Directors. These books will be submitted for an annual audit as per Article VII. Books will also be available to members and the public per federal and state law. The year-end financials will be presented to the Board of Directors for approval.

The Treasurer serves on the Budget Committee and is responsible for preparing a proposed budget prior to meeting with the Budget Committee using year-end financials. Once the Board has approved the proposed budget for the year, the Treasurer is responsible for presenting the proposed budget to the general membership for approval at the January general meeting. After general approval, the President's signature is required. The Treasurer is also responsible for preparing monthly financial statements for the Board of Directors including assets, an income statement, and year-to-date income/expenses compared to the current year's budget.

The outgoing Treasurer shall file any appropriate and required tax forms annually. A report shall be made to the Board that these reports have been filed. If this duty cannot be performed by the Treasurer, the President shall choose an alternate agent with the approval of the Board.

The President may appoint an advisor to the Treasurer, with the approval of the Board, to ensure books are maintained following generally accepted accounting practices. This advisor will report to the Board of Directors.

The Treasurer maintains the corporate seal and corporate book pertaining to the Guild.

Unbudgeted expenditures *of \$100* or more must be approved by the Board of Directors and then members.

Section 4

Nomination and Election of Officers:

- a. A Nominating Committee named by the President at the August meeting shall be made up of five members, two from the Board of Directors and three from the membership at large. The membership will vote on approval at the August meeting.

In the October newsletter, the Nominating Committee will publish a slate of officers who have consented to serve if elected. The nominees will be presented to the general membership at the October meeting at which time additional nominees will be accepted from the floor. If additional nominees have given their consent, members will write on a piece of paper their choice for that office. Elections of new officers will then be affirmed by a majority vote.

Section 5

Tenure:

- a. The tenure of office is one year, commencing at the December installation of officers and terminating at the next year's December installation.
- b. An elected officer may serve no more than four consecutive years with a maximum of two years in the same office.

Section 6

Vacancies:

Any vacancy occurring during a term of office shall be filled by Presidential appointment with a majority vote of the Board of Directors.

ARTICLE V

Meetings

Section 1

Regular meetings shall be held on the fourth Thursday of each month unless otherwise stated in the newsletter. Board meetings shall be held on the second Thursday of every other month or rescheduled by vote of the Board of Directors and announced in the newsletter.

Section 2

A Christmas gathering in December will take the place of the regular meeting.

Section 3

In the event the regular meeting date falls on a legal holiday, the time of these meetings shall be set by the Board and members must be notified of the change within 10 days prior to the meeting.

Section 4

Special meetings may be called by a majority vote of the Board of Directors or right of petition by a quorum of the membership. Members must have received written notice within 10 days prior to the meeting.

Section 5

25% of membership shall constitute a quorum for the transaction of business at a regular meeting and for the right of petition.

Section 6

In the event of a natural disaster, the Board of Directors will continue Guild business as needed even if regular meetings are not held.

ARTICLE VI

Board of Directors

Section 1

The Board of Directors consists of the elected officers, the Treasurer, and the Standing and Special Committee Chairmen. Each officer and each committee chairman is entitled to one vote. The outgoing President shall serve as an ex-officio member of the Board of Directors.

Section 2

1. Seven board members constitute a quorum for the transaction of business at Board Meetings. At any meeting if there are not enough board members to

make up a quorum, action may be taken by written consent.

2. Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action taken shall be signed by all Board members. Such consent shall be placed in the minute book and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be obtained by email.

Section 3

Files of officers and Committee Chairmen will be forwarded to their successors at a joint January Board meeting.

Section 4

The Board of Directors shall approve at the September Board meeting, the current roster to certify membership for qualifications to vote.

Section 5

Any Board member who misses two consecutive Board meetings without an excuse may be asked to relinquish the office.

Section 6

The Board of Directors, with a majority of the Board voting, may remove any officer or member of the Board of Directors with or without cause and elect a successor for the unexpired term.

ARTICLE VII

Standing and Special Committees

1. **Audit:** One Guild member, not serving on the Board, is named by the President and approved by the membership at the October meeting, shall audit all books of the treasurer and any other funds of the Guild. All books shall close by December 31. If it is deemed necessary, a professional audit may be called for. If no professional audit is called for, the audit report will be presented by the audit person at the January meeting. The audit must then be approved by the Board and membership along with the year-end financials for the Guild.

2. **Budget:** The Budget committee shall consist of the Treasurer, President, and Vice-President and chaired by an individual appointed by the President. The Treasurer will prepare a proposed budget for review by the Budget Committee and then submit the committee's recommended budget to the Board prior to the January meeting. The Board's recommended budget will be published for the members prior to the January meeting and will also be available at the meeting. Publication can be made by e-mail. The Treasurer will present the recommended annual budget to the general membership at the January meeting at which time it will be voted on for approval. The approved budget should then be signed by the President and filed.

3. **By-laws/Parliamentarian:** Review the current by-laws and update them and be prepared to see that the meeting is conducted in accordance with Robert's Rule of Order.

4. **Historian/Publicity:** To keep an accurate history of the Guild's activities and be responsible for photographic equipment. Writes articles for local newspapers and arranges all necessary publicity.

5. **Newsletter:** To publish a monthly newsletter of upcoming Guild events and pertinent information and send to the membership electronically or by paper copy, if requested, at least a week prior to the regular meeting. The Guild will accept a business card size ad for \$5 a month to be published in the newsletter. The Board of Directors sets the Newsletter policies.
6. **Door Prize and Greeters:** Responsible for arranging to have a door prize at each regular meeting.
7. **Hospitality:** Responsible for coordinating hostess volunteers to provide refreshments at the meetings.
8. **Donation Quilt:** Plan and coordinate the design and construction and completion of the Donation Quilt. Coordinates ticket printing and photography for postcards. Receives and delivers monies to the Treasurer for deposit. Keeps accurate records of ticket sales. Supervises drawing of winning ticket at the conclusion of the quilt show. Coordinates and sets up the display of the Guilds Donation Quilt at area businesses and other Guilds to sell tickets.
9. **Quilt Show:** Organize the Show by coordinating all committees, selecting chairman for the committees and selecting the theme.
10. **Library Exhibit:** Coordinate all activities and committees for the Victoria Public Library Exhibit.
11. **Bank Exhibit:** Coordinate the securing of quilts, the hanging and taking down in the bank and return to lenders.
12. **Education:** Oversees any educational projects or needs that are not provided for in any existing

committee. Chairman chooses own committee of two and interacts with said committee and reports directly to the Board for any final decision.

13. Community Service: Recommends and coordinates areas of service. Choose a Charity(s) to receive tangible and or monetary donations collected at the Christmas party. Plan and organize workshops to make items for the chosen charity(s)

14. Bus Trip: The chairman will be appointed to oversee all the activities related to the annual trip to the Houston Quilt Festival.

15. Website: The chairman will develop and maintain the Guild's website.

16. Grants: The chairman will apply for any grants, such as Hot Funds, that the Guild may be eligible for.

17. Cards: Send cards to members for illness, births, deaths, and special occasions.

ARTICLE VIII *Parliamentary Procedure*

Meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IX *Amendment of By-Laws*

By-Laws of the Guild may be amended at any regular meeting by a 2/3 majority of members present and voting, provided written notice and the reading of these changes has taken place in the previous month.

ARTICLE X

Dissolution

In the event that the Guild is terminated, all assets shall be given to a non-profit organization serving the community of Victoria by a majority vote of the membership.

Conflict of Interest

Whenever an Officer or member of the Board of Directors has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall

- a) fully disclose the nature of the interest, and b) withdraw from discussion, lobbying and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members of the Board determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Standing Rules

1. Hospitality at each meeting shall be between the hour of 9:00 a.m. and 9:30 a.m. with the meeting beginning at 9:30 a.m.
2. Board meetings shall be open to any guild member. Any officer may be contacted for place and time.

3. At the regular meeting in December, the retiring President shall be presented with a gavel charm/pendant and other suitable token(s) of appreciation with a combined cost not to exceed \$200. Should a person serve more than one term as President, an alternate suitable token of appreciation shall be presented following each additional term of office.
4. At the October meeting, each member may cast one vote for the person who has contributed outstanding effort and personal commitment toward the betterment of this organization. Previous recipients of the award are not eligible. The vote will be conducted and tallied by recipients of the previous year's awards. At the December meeting, a silver thimble (not to exceed \$60) will be awarded to the member receiving the largest number of votes.
5. In the event of a tie, 2 thimbles will be awarded. The Board has the option of awarding one thimble to a member of their choosing. Written nominations may be submitted by general membership in September for publication in the October newsletter.
6. The Ways and Means Chairman and the Quilt Show Chairman are in charge of the Guild's storage unit and the lending of quilt display poles. Each Chairman will be issued an entry key card and a key for the lock on the unit. The poles may be borrowed for two weeks with a deposit of \$10 per set required at the time of pick-up. The deposit will be refunded if poles are returned undamaged and within the two week period. Otherwise the deposit will be forfeited.
7. Program Committee Practices:
 - A. Members who are hostesses (overnight) for program/workshop leaders will receive one workshop of her choice free, within one year from that date.
 - B. Members transporting program/workshop leaders to and/or from airports (Houston, Austin,

- San Antonio) will be paid the current IRS mileage allowance plus tolls, parking and/or meals.
- C. Meetings and workshops will be held at Victoria Art League unless there are different space requirements.
 - D. Two days' notice must be given to the Vice President to receive a refund when canceling a workshop.
 - E. All workshops are open to the public with an additional fee for nonmembers.
 - F. A Guild Member who presents a program and/or a workshop to our Guild will be compensated as follows: Program - \$50, Half-Day Workshop - \$50, and Second Day Workshop - \$100.
8. Any request from an individual or group for services or monetary goods from the Guild must be presented to the Board for approval.
9. Guild Member's annual responsibilities are as follows:
- A. donation of an item or items for the Quilt Show Sampler Store valued at \$25 or the cash equivalent
 - B. and purchase or sell four sheets of Donation Quilt tickets.