

CONWAY QUILT GUILD BY-LAWS

Article I - NAME

Section 1.01

The name of this Guild shall be CONWAY QUILT GUILD, a not-for-profit organization, to be referred to in this document as the Guild.

Section 1.02

The registered office of the Guild shall be the Cochran Building, 2830 Oak Street Conway, SC 29526. The location of the principle office may be changed by the Board of Directors.

Article II – PURPOSE

Section 2.01

The purpose of the Guild shall be to:

- a) Promote fellowship, inspiration, and the perpetuation of all quilting techniques (traditional as well as modern styles),
- b) Sponsor and support quilting activities that may be of service to our community, state, and worldwide friends,
- c) Always keep in mind the sharing of new ideas, quilting history, and the latest techniques which will enable our quilters to improve and promote quilting at the best level, and
- d) Ensure that the love of fabric, art, color, and design is always a part of our main goals.

Section 2.02

The Guild shall be organized for educational and charitable purposes. All activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member except that the Guild shall be authorized to pay reasonable compensation for services rendered (i.e., providing classroom instruction to Guild).

Article III – MEMBERSHIP

Section 3.01

- a) Membership in the Guild is open to anyone interested in the purpose of the organization. Such individuals shall be admitted to membership upon payment of the \$15 ~~annual dues at the January meeting. The dues amount is contingent on room usage fees.~~ room usage fee at the January meeting. The dues amount will be contingent on room usage as assigned by landlord. *In addition, a membership fee (dues) of \$10 per year will be collected each **June** **January**. Out-of-state members will pay the \$10 dues and no room usage fee unless their attendance exceeds three during the membership year at which time the room usage fee of \$15 must be paid. (Added December 11, 2020)(amended February 9, 2022)*
- b) Members, having paid full membership dues, may participate in all activities of the Guild.

- c) All members are entitled to receive a Guild newsletter/recap of meeting via email and to attend all regular meetings at no additional fee.
- d) All members are entitled to receive a copy of the Guild membership list via email on an annual basis.
- e) Each member in attendance at a general meeting shall be entitled to vote.
- f) *Individuals who can rarely attend meetings, sew-ins, or events due to out-of-state residence, but continue to contribute to the well-being of the guild with their contributions of charitable items and donations, shall be termed long-distance members. If an out-of-state individual can attend only three (or fewer) meetings and/or free sews per year, this person will be considered a long-distance member, and will pay the usual annual membership fee of \$10, but no room usage fee (\$15) inasmuch as they aren't present due to their address. If long-distance members attend more than three occasions during the membership year, this member will be assessed the room usage fee of \$15 (which goes to HCPR). There will be no honorary memberships. (Added February 18, 2021)*
- g) *A nominal fee may be charged visitors and/or members for special meetings or programs, such fees to be established by the Executive Board. Long-distance members will pay a higher fee to attend special meetings or programs, as established by the Executive Board. (Added February 18, 2021)*

Article IV – MEETINGS

Section 4.01 - General Meetings

These meetings shall be held monthly on the third Thursday of each month. Dates and times shall be published in the Guild newsletter/recap. Minutes from Board meetings shall be available to the membership via email, *upon request. (Amended January 21, 2021)*

Section 4.02 - Board Meetings

- a) These meetings shall be held as agreed upon by the Board of Directors.
- b) ~~Board meetings are open to the general membership.~~ *Board meetings are open to the general membership upon request to the President, for presentation of pertinent issue. (Amended July 15, 2021)*
- c) ~~Meeting locations, dates and times shall be published in the Guild newsletter/recap.~~ Board meetings are called as needed. *(Amended January 21, 2021)*
- d) A majority of Board members presently serving shall constitute a quorum for the transaction of business. All matters brought before the Board shall be decided by a majority vote.

Section 4.03 - Guests

Anyone who is not a Member will be considered a Guest.

Article V - BOARD OF DIRECTORS

Section 5.01

The property, affairs, and business of the Guild shall be managed by or be under the direction of the Board of Directors.

Section 5.02

The Board of Directors is comprised of the executive officers and members at large, as determined by the Board, so that the Board will always consist of seven. Executive officers shall be elected by majority of members in November of an election year. Members at large are appointed by the Board of Directors, as needed.

Section 5.03

The executive officers of the Guild shall be the President, Vice-President, Secretary/Newsletter Editor, Membership Secretary, and Treasurer. The Standing Committees are Program; Publicity and Grants; Sunshine; Charity Accountability and Set Up; Luncheon/Paper Goods; Inventory; Raffle; and Budget. Quilt of Valor (amended February 9, 2022) Quilts for Veterans (amended February 25, 2022)

Section 5.04

General duties of the Board of Directors shall include:

- a) The term of office for each Board member corresponds to the Guild fiscal year, January 1 through December 31. New and retiring Board members shall attend a ~~December~~ January (amended February 9, 2022) transition Board meeting conducted by the outgoing President. Any unfilled term of office will be filled by appointment of the Board.
- b) It is the duty of outgoing Board members to forward all information, records and files pertinent to their position to their successor.
- c) It is the duty of each Board member to have regular attendance at monthly Guild meetings and Board meetings.
- d) Board members who are unable or unwilling to fulfill their duties may submit their resignations to the President.

Section 5.05 - Executive Officers

Duties of officers are as follows:

- a) PRESIDENT:
 - 1) Coordinates activities and ideas of members and the Board of Directors.
 - 2) Prepares Board meeting agendas.
 - 3) Presides over the monthly meetings and Board meetings.
 - 4) May appoint special committees and committee chairs as approved by the Board.
 - 5) Shall perform any other duties incidental to the position.
- b) VICE PRESIDENT:
 - 1) Presides over meetings in the absence of the President.

- 2) Assists with the membership drive as necessary.
 - 3) Shall perform any other duties incidental to the position.
- c) MEMBERSHIP SECRETARY:
- 1) ~~Records and maintains minutes/recap of all General Meetings and provides same to general membership via email at earliest convenience but before next meeting. (Deleted February 20, 2020)~~ Takes charge of membership renewal and new member coordination (including dispensing membership packets). (Added February 20, 2020)
 - 2) Maintains Guild calendar.
 - 3) Maintains a file of all meeting records including minutes, recap, correspondence, By-Laws, and all other non-financial records relating to the *Guild*. These *hard copy* records will be stored in the meeting place for reference. *All documents (except minutes and recap) will also be stored on a thumb drive. (Added February 20, 2020)*
 - 4) *Maintains a list of current members and files hard copy of same.*
 - 5) *Provides names and mailing addresses of new members to President and Recording Secretary so that new members will be included in all correspondence to membership. (Added February 20, 2020)*
 - 6) *Updates and maintains record of charity counts for use in monthly newsletter and annual updates from which grants are written. (Added February 18, 2021)*
- d) RECORDING SECRETARY:
- 1) Shall record minutes of all Board meetings and the annual meeting, as well as the general meetings. *Provides minutes/recap of monthly Guild meetings to general membership via email at earliest convenience but before next meeting. (Added February 20, 2020)*
 - 2) ~~Shall maintain the Guild calendar. (Deleted February 20, 2020)~~
 - 2) Shall be responsible for any correspondence that does not relate specifically to an activity or responsibility of another Board position.
 - 3) ~~Shall maintain a file of the minutes, recap, correspondence, By-Laws, and all other non-financial records relating to the Guild. (Deleted February 20, 2020)~~ *Shall store a copy of minutes/recap on thumb drive. (Added February 20, 2020) (Amended July 15, 2021)*
 - 3) Shall perform any other duties incidental to the position.
- e) TREASURER:
- 1) Acts as custodian of the Guild's assets.
 - 2) In accordance with the Policies and Procedures established by the Board of Directors, is responsible for:
 - a) Deposits and disbursement of Guild funds.
 - b) Complete and accurate record keeping.
 - c) Financial reporting.
 - d) All other duties pertinent to the office.
 - e) **An annual Audit will be performed at the end of the fiscal year**
 - f) **A quarterly Balance sheet will be given to Board at their meeting.**
 (Added February 9, 2022)

Section 5.05 – Term of Office

- a) The elected officers of the Guild shall be President, Vice President, Membership Secretary, Recording Secretary, and Treasurer, and any additional officers as such need arises. Persons holding office must be a member in good standing for at least one year.
- b) Newly elected officers shall assume their duties at the close of the January meeting and serve for two years. No officer shall serve more than two consecutive terms unless approved by majority vote of the members.

Section 5.06 - Executive Board Meetings

- a) Executive Board meetings shall be held as agreed upon by the members of the Board.
- b) Executive Board meetings shall be attended by elected officers and other committee heads as determined by the Board.
- c) *Members at large shall be considered voting members of the Executive Board. (Added July 15, 2021)*

Section 5.07 – Election of Officers

- a) The bi-annual election of officers shall take place in November of the election year. Election will be by a simple majority vote of members. Voting shall be by secret ballot if an office is contested.
- b) A Nominating Committee shall be appointed by the Executive Board at least two months before a given election.
- c) All nominees must be cognizant of and agreeable to their name being placed in nomination. A nominee must be a Guild member in good standing who has been a member in the organization for a least one year.
- d) All incumbent officers shall continue in office through January of the transition year, at which time the newly elected officers shall assume their duties.
- e) If an officer feels the need to resign before the end of the term of office, notice should be submitted in writing to the Board, and the President should then appoint a replacement or ask for a volunteer to complete the term.

Article VI - COMMITTEES

Section 6.01

Standing Committee Chairpersons shall be appointed by the President or may volunteer with the approval of the majority of the Executive Board. The tenure of Committee Chairpersons shall terminate with the installation of a new Executive Board, unless requested to continue by the new Executive Board. Each Chairperson shall be responsible for securing his/her Committee.

Section 6.02

The Standing Committees shall be:

- a) Program:
 - 1) Outside activities to include outside speakers and teachers, and outside event possibilities such as travel opportunities to quilts shows.

- 2) Inside the meeting place activities such as challenges, make and take-its, special activities.
- 3) Prizes (obtaining appropriate prizes for planned activities and events).
- b) ~~Quilts of Valor. Added August 15, 2019~~ **Quilts for Veterans** (amended February 25, 2022)
- c) **Publicity and Grants** (QOV ceremonies, events held outside normal meeting place, **grant writing**).
- d) Sunshine (recognize member birthdays; send greetings of sympathy, get well, thank you, or thinking of you).
- f) Charity Accountability and Set Up (keep track of charitable projects turned in by members; make up kits for members to complete and have them set out at meetings).
- g) Luncheon/**Paper Goods** (sign-ups for covered dish, set up and clean up **and paper good inventory**) (Added February 9, 2022)
- h) Inventory (contents of closet maintaining a listing of all guild equipment and its physical location.
- i) Raffle.
- ~~j) **Grants.**~~
- k) ~~Budget. (Deleted August 15, 2019)~~

Article VII – AMENDMENTS

Section 7.01

These By-Laws may be amended by a simple majority of total members present at any regular meeting. Any proposed changes shall be announced at a regular meeting one month prior to a vote on any change.

Section 7.02

These By-Laws shall be liberally interpreted, keeping the general welfare of the Guild in mind.

Article VIII - FINANCIAL ACCOUNTABILITY

Section 8.01 - Fiscal Year

The fiscal year of the Guild shall be January 1 through December 31.

Section 8.02 - Budget

- a) ~~Budget proposals for the following operating year are due from all Officers and Committee Chairs by the October Board meeting.~~
- b) ~~The Budget Committee, composed of the President, Vice President and Treasurer, will be responsible for preparing a budget for the upcoming operating year for approval by the Board at the December Board meeting.~~
- c) ~~This budget shall become effective upon approval by the regular membership at the December general meeting.~~
(Amended on February 9, 2022)

Section 8.03 - Audit

The financial books and records of the Guild **may will** be subject to an annual review at the close of the fiscal year and at any other time as deemed necessary by the Board of Directors. (amended on February 9, 2022)

Article IX - DISSOLUTION OF ORGANIZATION

Section 9.01

The membership may vote to dissolve the CONWAY QUILT GUILD at any general meeting of the Guild by a simple majority vote, provide that a motion to dissolve has been submitted in writing at the previous general meeting.

Section 9.02

The Guild shall be considered dissolved if there are an insufficient number of nominees for the Guild Board election to fill all executive offices and committee chairpersons.

Section 9.03

Should the Guild be dissolved, the Board will decide where to distribute the assets, with the provision that it selects only from organizations that are organized and operated exclusively for charitable and educational purposes and which have an established status under section 501(c)(3) of the Internal Revenue Code.

Ratified April 11, 2019. Amended August 15, 2019; February 20, December 11, 2020; January 7, February 18, July 15, September 21, 2021; February 9, 2022; February 25, 2022

