

South Sarasota Modern Quilt Guild, Inc.
Bylaws

Revised November 2019

ARTICLE 1. NAME

The name of this organization will be the South Sarasota Modern Quilt Guild, Inc., also referred to as "S2MQG" or "the Guild."

ARTICLE 2. PURPOSE & GENERAL MATTERS

Section 1 - Mission

The mission of the Guild will be to provide an atmosphere of fellowship for persons interested in the art and craft of modern quilt making and related arts and to encourage the growth and development of modern quilting through art, education, and community. The Guild will:

- a. Develop and encourage the art of modern quilting and collecting.
- b. Encourage new quilters and other fiber artists interested in modern quilting.
- c. Offer educational activities such as speakers and demonstrations, special interest workshops, and lectures.
- d. Support and sponsor quilting activities such as community events that provide the opportunity to share the art and enjoyment of modern quilting.
- e. Serve the community through charitable activities involving the use of modern quilting skills.
- f. Enlighten the public as to the history of quilting as an art form, as well as a continuing craft.
- g. Work with other guilds and groups with a similar purpose,

Section 2 — Non-profit Corporation

- a. The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. This Guild will operate as a Florida non-profit corporation and as an affiliate member of the Modern Quilt Guild, Inc. As a non-profit corporation, the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member of the Guild. Notwithstanding the above, the following activities, neither of which violates the above requirement of a 501(c)(3) tax exempt organization pursuant to the

Internal Revenue Code, are permitted: A member may be hired as a principle lecturer/teacher/or quilter by the Executive Board, and Guild members may sell items at quilt shows, either as contracting vendors or in the Guild's booth.

- c. Notwithstanding any other provision of these Bylaws, the Guild shall not carry on 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 the corresponding section of any future federal code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3 - Prohibition Against Private Inurement and Conflicts of Interest Policy

- a. No part of the net earnings of the Guild shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 2 of these Bylaws.
- b. The Guild's Conflicts of Interest policy is attached as Exhibit A. All Executive Board officers and members will comply with this policy.

Section 4 - Lobbying Prohibition

No substantial part of the activities of the Guild shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Guild shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5 - Non-Discrimination

No person may be denied membership to the Guild or be denied participation in any Guild events or activities because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Section 6 - Guild Policies

- a. The policies of the Guild shall be in harmony with the policies of the Modern Quilt Guild, Inc. A separate Guild Policies statement shall define operational policies as referenced throughout these Bylaws. These policies shall be approved by the Executive Board and may be amended by the Executive Board.

- b. All proceedings of the Guild will be fair, transparent, and open. In the event of any dispute over procedure, when guidance cannot be found in the Bylaws or Guild Policies, the current edition of Robert's Rules of Order, Newly Revised Edition will control.
- c. Member information, including but not limited to the Membership roster, is for the purpose of S2MQG business only. The Membership roster is for use by Members only and is not for distribution to non-members, for sale, or for commercial use.

ARTICLE 3. MEMBERSHIP

Section 1 - Members

- a. Membership shall be open to any persons interested in modern quilts and quilt making.
- b. New members may join at any time.
- c. Members in Good Standing will be recognized upon completion of a membership application and payment of annual dues.
- d. Members in Good Standing may participate in and support the projects and activities of the Guild, including the privilege of voting, holding office, and serving on committees. They shall be entitled to receive a single vote in Guild matters as set forth in these Bylaws and in the Guild's Policies, preferential placing in any Guild sponsored function; may place items on meeting agendas; be informed of all decisions by the Executive Board; and have access to: 1) the membership roster, 2) minutes of business meetings, and 3) treasurer's reports.
- e. Junior membership will be extended to any individual who is younger than age 18, a "Junior Member." The Junior Member will be recognized as a Member in Good Standing upon completion of a membership application, completion and acceptance of a parental/guardian permission form, and payment of annual dues. The Executive Board will solicit a sponsor for these annual dues from the Members in Good Standing. If a Member sponsors the junior membership, that Member pays the annual dues of the Junior Member. If no Member is willing to sponsor the Junior Member, the Executive Board will determine if it is financially feasible to sponsor the Junior Member using Guild funds. Junior members may not hold any office, including but not limited to Committee Chairperson, but may serve on a committee.
- f. Members must adhere to these Bylaws and the Guild's Policies to remain a Member in Good Standing.
- g. By virtue of their membership in S2MQG, Members in Good Standing also receive the benefit of membership in the Modern Quilt Guild, Inc. unless and until such time the Modern Quilt Guild, Inc. changes this policy. The S2MQG has no ability to control such a decision of the Modern Quilt Guild.

Section 2 - Visitors

- a. A visitor may attend one regularly scheduled meeting/event free of charge, unless the meeting/event is a presentation by a paid speaker. Then, an appropriate fee as determined by the Executive Board will be charged.
- b. Every visitor attending a meeting/event for the second and third time will be assessed a fee to be determined by the Executive Board and set forth in the Guild's Policies. This is not an annually renewable opportunity.
- c. Upon attendance at a fourth meeting, a visitor must become a member by paying the appropriate annual dues.
- d. All visiting Modern Quilt Guild ("MQG") members who belong to another chapter may attend two meetings annually at no charge.

Section 3 - Affiliate Members

- a. Affiliate members will be a place of business and/or community organization wishing to support the Guild.
- b. Affiliate members will be introduced on the website upon joining, and will be listed on the Guild website.
- c. Affiliate members will be entitled to all benefits of active members.
- d. Affiliate members will be given priority over non—affiliate businesses or organizations.
- e. The Executive Board will establish dues for affiliate members.

Section 4 - Revocation of Membership

Membership may be revoked in cases of any action that threatens the non-profit status of the Guild, that is not in accordance with Guild Bylaws and Policies, that violates the policies established by the hosting meeting space, or by participating in any activity related to the Guild that is criminal.

ARTICLE 4. DUES/FEES

Section 1 - Dues

- a. Annual dues assessed to members shall be determined by resolution of the Executive Board. Changes in dues shall be established at the November meeting of the Executive Board and by a two-thirds vote of those present and voting at the General Meeting, following thirty (30) days' notice before the meeting.
- b. Annual dues are payable on January 1st and become delinquent on January 31st. Dues will not be prorated.
- c. Dues will be collected and recorded by the Membership Committee Chairperson and given to the Treasurer.

- d. A Member whose dues remain unpaid by February 1st will be considered delinquent and the Member will be filed as inactive and no longer a Member in Good Standing. A Member may be reinstated to Good Standing status upon submission of a membership application and payment of current annual dues.
- e. If a Member withdraws from the Guild or has their membership revoked, dues will not be prorated or refunded. Dues must be received in accordance with the Guild Policies and Procedures to remain a Member in Good Standing. The Executive Board has the authority to authorize payment arrangements on a case-by-case basis as set forth in the Guild's Policies.

Section 2. Fees

- a. Fees may be charged for special classes, presentations, and/or events, as established by the Executive Board.
- b. Fees will be collected by the appropriate Board member or Committee Chairperson. Fees that are paid will be recorded as necessary and then given to the Treasurer for deposit.
- c. Fees are not refundable once paid unless the event, class, or presentation is subsequently cancelled.
- d. The amount of any required fees will be determined by the Executive Board and the required fees will be published on the Guild's website and announced at General Meetings.

ARTICLE 5. MEETINGS

Section 1 - General Meetings

- a. General Meetings shall be held regularly on a date and at a place designated by the Executive Board.
- b. General Meetings will be announced on the Guild's website: southsarasotamodernquiltguild.com.
- c. The January meeting will be considered the Annual Meeting.
- d. The timing of the General Meeting will not change in a fiscal year unless special circumstances are determined by the Executive Board.
- e. General Meetings are a benefit of membership; except as set forth in Article 4 of these Bylaws, no additional fees for attendance will be charged to Members in Good Standing.

Section 2 - Special Meetings

- a. Special meetings may be called by the Executive Board for the purpose of a single item matter.
- b. Members will be notified of a special meeting at least 72 hours in advance as to date, time, and location of meeting.

Section 3 - Voting at General and Special Meetings

- a. Every act or decision brought to a General or Special Meeting will be decided by a majority of Members in Good Standing present at the meeting, except as set forth elsewhere in these Bylaws, *e.g.*, a vote on changing the amount of dues. A quorum will be the sum of Members in Good Standing in attendance.
- b. Each Member in Good Standing present is entitled to one vote on each matter. Voting shall be by voice, show of hands, or by ballot.

Section 4 - Executive Board Meetings

- a. Executive Board meetings will be held at least quarterly (February, May, August, and November) on a schedule that is agreed upon by the members of the Executive Board.
- b. Executive Board meetings shall be announced on the Guild's website, and are open to all Members in Good Standing.
- c. The Executive Board may invite other persons who are not Guild members as guests to these meetings.
- d. Quorum: At all meetings of the Executive Board, a majority of the board's members must be present to constitute a quorum for the transaction of business. If the quorum is not met, the meeting may be immediately adjourned and rescheduled.
- e. Voting: A majority of the Executive Board members present at a meeting where the Quorum is met will constitute an affirmative vote. In the event of a tie, the immediate past President of the Guild will cast the deciding vote. In the event the immediate past President is not available, the President will cast the deciding vote.
- f. Electronic Meeting: Executive Board members are allowed to telephonically/electronically attend meetings but must be present for the meeting and not just provide a vote electronically.

ARTICLE 6. FINANCIAL ADMINISTRATION

Section 1 - Fiscal Year

The fiscal year shall be from January 1 through December 31.

Section 2 - Budget

The Executive Board shall adopt the budget to be presented for approval by the membership no later than the December meeting.

Section 3 - Financial Records

The Executive Board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles, and federal, state, and local laws.

Section 4 - Annual Audit of Financial Records

A committee consisting of one Executive Board Member, and two or more Member in Good Standing appointed by the Executive Board will audit financial records within 60 days of the close of the fiscal year.

Section 5 - Collection of Funds/Revenue

Funds/Revenue collected for a specific event, activity, presentation, or class shall be identified, reported, and audited consistent with the general accounting principles.

Section 6 - Quarterly Reports

The Treasurer shall prepare a quarterly report for the Executive Board.

ARTICLE 7. EXECUTIVE BOARD, NOMINATIONS, ELECTIONS, & VACANCIES

Section 1 - Executive Board

- a. The elected officers of the Guild will be known as the Executive Board and will consist of: the President; Vice President for Programming; Vice President for Education; Vice President for Communications; Vice President for Social Media & Marketing; Secretary; and Treasurer. Officers are elected for a term of one year from December to December. Each officer must be a Member in Good Standing for their entire term to remain in office.
- b. Any Executive Board officer position may be held by one or two persons at a time, with responsibilities shared by co-chairs if two persons hold the position. Even if two persons hold the position, they will only have one vote for Board activities and count as one person for purposes of establishing a Quorum at Executive Board meetings.

Section 2 - Nominations

- a. A pro tem committee called the Elections Committee will be appointed by the President, who will also appoint the committee's chairperson. The Elections Committee will be formed approximately 60 days prior to annual elections and will consist of up to five (5) Members in Good Standing who do not wish to be considered for any officer position. Standing Executive Board members may stand in if no members wish to join the Elections Committee.

- b. The Elections Committee Chairperson, with the support of the Elections Committee, will be responsible for conducting the Guild elections process.
- c. Nominations for Guild officers will be taken at the October meeting from the general membership and for the next 30 days from the Guild website or by email to the Elections Committee Chairperson. Members in Good Standing may nominate other members with their permission or may self-nominate.
- d. Nominations may be made from the floor with the consent of the nominee on the day of the election at the November meeting.
- e. Two members may run as a co-chairs for any officer position. Their nomination will be considered as a joint ticket for the office.
- f. A nominee must understand and adhere to the Guild's purpose and have been a Member in Good Standing for at least the six months before the election to be eligible for that election.
- g. There shall be no limit to the number of terms served by any officer.

Section 3 - Elections

- a. Elections will be held at the November General Meeting.
- b. In the event of more than one nominee for any office, paper ballots will be made available. The votes will be tallied by the Elections Committee.
- c. In the event that there is only one nominee for a position, the President will move to accept that nominee by acclamation.
- d. Officers will be installed at the December General Meeting by the Chairperson of the Elections Committee. Officers will assume their duties following installation.
- e. All books, papers, records, access to Guild resources online, and other resources necessary for the performance of their duties will be delivered to the each new officer as soon as possible but no longer than four weeks from the election.

Section 4 - Vacancies During Term of Office

- a. An officer may resign at any time. The Executive Board will appoint the replacement for any officer position vacated during the term, with the exception of the President. In the event that the President resigns, the Vice President for Programming will fill in for President until an election can be held. If the Vice President for Programming is unable to fulfill this responsibility, the Vice President for Education will fill in for the President until an election can be held.

- b. An election to replace the President shall be scheduled within 60 days of the resignation. A request for nominations will be announced at the next General Meeting following the resignation and such nominations will be received at that meeting and for the next 30 days following the General Meeting. An election will be held at the subsequent General Meeting. Nominations and the election will be conducted pursuant to Sections 2 and 3 of this Article 7.
- c. An officer appointed or a President elected to fill a vacancy will serve until the end of the original term.
- d. Any member of the Executive Board may be removed from the office with cause by a majority vote of the Executive Board.
- f. Any Board member who resigns their position or who is removed from office pursuant to this provision will promptly return to the Executive Board any and all records and other property of the Guild in his or her possession.

ARTICLE 8. EXECUTIVE BOARD DUTIES

Section 1 - General Duties

The Executive Board will: (1) be responsible for general supervision of the affairs of the Guild; (2) set policy; (3) fix the day, hour and place of Executive Board and General Meetings; (4) control the proceeds of the Guild funds; (5) publish minutes of each Executive Board Meeting; and (5) perform other duties as specified by these Bylaws. As part of their duties, each Executive Board officer is required to attend at least 75% of regularly scheduled Executive Board Meetings.

Section 2 - President

The President will:

- a. Preside at all General Meetings, Special Meetings, and Executive Board meetings.
- b. Prepares meeting agendas in consultation with the Executive Board for the General Meetings.
- c. Serve as the primary point of contact for the Guild.
- d. Be the official spokesperson of the Guild on all matters of policy pertaining to the Guild.
- e. Subject to the approval of the Executive Board, supervise and control the property and affairs of the Guild.
- f. Presents an annual report, including but not limited to significant Guild activities in the previous year, year-end financial report, and the Guild Yearbook, to the Membership at the Annual Meeting. This annual report may be presented in person at the Annual Meeting or the President may direct the Membership to the Guild's web site for all relevant information.

- g. Be responsible for all filings with the State of Florida to maintain the Guild's incorporated status and its non-profit status. The President may delegate this power to others on a case-by-case basis, subject to approval of the Executive Board, which will not unreasonably be withheld.
- h. Take reasonable steps to implement the decisions of the Executive Board and the Membership and perform such duties usually incident to such office.
- i. With the approval of the Executive Board, appoint all Committee Chair/Co—Chairpersons.
- j. Attend committee meetings, except for the Elections Committee, as an ex officio member of the committee, as necessary.
- k. Coordinate committee activities.
- l. Responsible for the Elections Committee.
- m. Responsible for the Audit Committee.
- n. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings, and attend Special Meetings as necessary.
- o. Correspond as necessary with organizations that have dealings with the Guild.
- p. Has the authority to sign checks issued by the Guild and will have access to the Guild's accounts in order to conduct business on behalf of the Guild.
- q. Perform other duties as required to support and fulfill the purpose and mission of the Guild.

Section 3 - Vice President for Programming

The Vice President for Programming will:

- a. Actively recruit member or guest speakers for Guild programs with a focus on modern quilting. There will be a program at each monthly Guild meeting.
- b. Coordinate with the Vice President for Education in efforts to have workshop teachers present programs at Guild meetings.
- c. Work with the Vice President for Communications and Vice President for Social Media & Marketing to communicate program information for Members through email, blog posts, Facebook, Instagram, website, and/or other social media formats.
- d. Communicate regularly with the Executive Board about upcoming speakers and status of planned speakers.
- e. Actively work on future months' programs, events, projects, challenges, Block of the Month, etc..
- f. Support the planning, implementation, maintenance, and documentation of the Guild's public programs initiatives.
- g. Responsible for the Programs Committee, and serves as the Chairperson of this Committee.
- h. Responsible for the Swaps/Challenges Committee, and serves as the Chairperson of this Committee.
- i. In the absence of the President, conduct the Guild General Meetings, Special Meetings, and/or Executive Board meetings.

- j. Assume all of the responsibilities of President as delineated in Article 8, Section 2 above, in the event the President cannot complete the term of elected office, until such time as elections can be held.
- k. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings; and attend Special Meetings as necessary.
- l. Oversee the review of the Guild Bylaws and Policies, as necessary. This review must take place every two years, but can be undertaken at any time.
- m. Perform such other duties usually incident to such office or as may be assigned by the President or Executive Board.

Section 4. Vice President for Education

- a. Actively recruit teachers, who may be Members of the Guild, to conduct workshops with a focus on modern quilting. The goal is to have a workshop offered at least six (6) times per year. The budget available for teachers will be set by the Executive Board in the Annual Budget. The Vice President for Education will coordinate with the Treasurer to ensure teacher fees and expenses stay within the allotted budget. Any proposed agreement to engage a teacher will be referred to the President in accordance with Article 10.
- b. Unless another Guild member agrees to do so, serve as the Class Registrar, responsible for class sign ups, collecting fees, and maintaining the list of class participants and any waitlist.
- c. Coordinate with the Vice President for Programming in efforts to have workshop teachers present programs at Guild meetings.
- d. Coordinate with the “sister” guilds of the S2MQG (e.g., Manatee Patchworkers Guild, Friendship Knot Quilters’ Guild, Sarasota Modern Quilt Guild, etc.) to ensure S2MQG guild members are aware of workshop opportunities available to them through the “sister” guilds and to inform the “sister” guilds of opportunities with S2MQG.
- e. Work with the Vice President for Communications and Vice President for Social Media & Marketing to communicate workshop/class information for Guild Members through email, blog posts, Facebook, Instagram, website, and/or other social media formats.
- f. Communicate regularly with the Executive Board about upcoming teachers and status of planned teachers.
- g. Actively work on future months’ workshops.
- h. Support the planning, implementation, maintenance, and documentation of the Guild’s public workshop initiatives.
- i. Responsible for the Education Committee, and serves as the Chairperson of this Committee. In the absence of the President and the Vice President for Programming, conduct the Guild General Meetings, Special Meetings, and/or Executive Board meetings.
- j. Assume all of the responsibilities of President as delineated in Article 8, Section 2 above, in the event the President and the Vice President for Programming cannot complete the term of elected office, until such time as elections can be held.
- k. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings; and attend Special Meetings as necessary.
- l. Perform such other duties usually incident to such office or as may be assigned by the President or Executive Board.

Section 5 - Vice President for Communications

The Vice President for Communications will:

- a. Maintain the Guild's website and add website functions as necessary.
- b. Maintain and responsible for the Guild's email address at ssrqmodern@gmail.com.
- c. Maintain online photo groups as necessary.
- d. Responsible for responding to or referring to the appropriate Board member any correspondence to the Guild via the Guild's website or email address, in coordination with the President.
- e. Coordinate with and provide support to other Executive Board officers and Committee Chairpersons as needed for web site postings and events.
- f. Responsible for the Communications Committee and serves as the Chairperson of this Committee.
- g. Attend at least 75% of all regularly scheduled Executive Board Meetings, routinely attend General Meetings; and attend Special Meetings as necessary.
- h. Perform such other duties usually incident to such office or as may be assigned by the President or Executive Board.

Section 6 – Vice President for Social Media & Marketing

- a. Maintain the Guild's social media accounts across all platforms (e.g., Facebook and Instagram).
- b. Maintain online photo groups in the social media accounts, as necessary.
- c. Responsible responding to or referring to the appropriate Executive Board member any correspondence to the Guild via the Guild's social media accounts, in coordination with the President.
- d. Responsible for all branding and marketing of the Guild. Changes to the Guild logo or name requires approval of the Executive Board and may be taken to a vote before the Membership.
- e. Provide technology support during Guild meetings such as recording Show and Tells, programs, etc.
- f. Provide technology support to the Executive Board and Committees during special activities and events.
- g. Coordinate with and provide support to other Executive Board officers and Committee Chairpersons as needed for social media postings and events.
- h. Responsible for the Social Media Committee and serves as the Chairperson of this Committee.
- i. Attend at least 75% of all regularly scheduled Executive Board Meetings, routinely attend General Meetings; and attend Special Meetings as necessary.
- j. Perform such other duties usually incident to such office or as may be assigned by the President or Executive Board.

Section 5 - Secretary

The Secretary will:

- a. Keep minutes of the General Meetings, Special Meetings, and the Executive Board Meetings, or arrange for a substitute in his or her absence. The Secretary will maintain a digital record of all such minutes.
- b. Post the minutes of the General Meetings, Special Meetings, and Executive Board Meetings on the Guild website.
- c. Maintain documentation of meeting agendas and minutes.
- d. Maintain a master calendar of Guild business and events and coordinate with the Vice Presidents for Communications and Social Media & Marketing for posting of the calendar on the appropriate Guild social media accounts and locations.
- e. Give required notice of all meetings in coordination with the Vice Presidents for Communications and Social Media & Marketing.
- f. Ensures photos of all Guild events are taken, including General Meetings, events, retreats, and workshops.
- g. Coordinate with the Vice Presidents for Communication and Social Media & Marketing for the posting of photos of Guild events to the Guild's social media accounts and website.
- h. Responsible for posting a monthly newsletter or blog or other communication to the Guild membership advising of upcoming activities, meeting dates, etc.
- i. Prepares and presents the Guild's Yearbook, a year-in-review via photos, at the Annual Meeting, in coordination with the Vice Presidents for Communications and Social Media & Marketing.
- j. Responsible for the Yearbook Committee.
- k. Responsible for the Community Service/Charity Quilts Committee.
- l. Run the General Meeting if the President and Vice Presidents are not in attendance.
- m. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings; and attend Special Meetings as necessary.
- n. Perform such other duties usually incident to such office or as may be assigned by the President or Executive Board.

Section 5 - Treasurer

The Treasurer will:

- a. Collect and bank all monies owing to the Guild and supervise the disbursement of the funds of the Guild.
- b. Disburse funds as authorized.
- c. Has the authority to sign checks and access the Guild's accounts in order to conduct business on behalf of the Guild.
- d. Keep a record of and account for all monies collected and disbursed in accordance with general accounting principles.

- e. Prepare a financial report of the Guild's finances every month that will be posted to the Guild's website. The President will obtain approval from the Membership present at each General Meeting of such financial reports as posted.
- f. Prepare a proposed budget for the next fiscal year for consideration by the Executive Board no later than the November Executive Board Meeting.
- g. Within 60 days of the close of the fiscal year, provide financial records for auditing to the Audit Committee, which will consist of one Executive Board Member, and two or more Members in Good Standing appointed by the Executive Board as set forth in Article 6, Section 4 of these Bylaws.
- h. Provide a complete financial report, to be presented to the Membership in January.
- i. Maintain an Employer Identification Number (EIN) for the Guild for use with Internal Revenue Service filings and related documents.
- j. Responsible for the Membership/New Members Committee.
- k. Responsible for oversight of maintenance the Membership roster and current listing of Members in Good Standing.
- l. Be the Chair of any Finance Committee.
- m. Be an ex officio member of any Committee where that Committee's activities will significantly impact on the Guild's financial status.
- n. Run the General Meeting if the President, Vice Presidents, and Secretary are not present.
- o. Attend at least 75% of all regularly scheduled Executive Board Meetings; routinely attend General Meetings; and attend Special Meetings as necessary.
- p. Perform such other duties usually incident to such office or as may be assigned by the President or Executive Board.

ARTICLE 9. COMMITTEES

Section 1 - General

- a. Committees are created to assist the Executive Board in carrying out activities and responsibilities of the Guild. Committees can be suggested by any Member in Good Standing and the Executive Board may officially create or dissolve a committee.
- b. Committees may consist of: Audit; Communications; Social Media; Community Service/Charity Quilts; Elections Committee; Programs; Education; Membership/New Members; Quilt Show; Retreat; Swap/Challenges; Pods, and Yearbook. Committees are not limited to those listed and not all identified committees are required. A committee may be discharged when the activities of such a committee shall cease or be deemed to be unnecessary.

Section 2 - Membership in Committees

Any Member in Good Standing of the Guild can belong to one or more committees at any one time. Chairpersons may be appointed by the President or determined by the members of the committee, subject to the approval of the President.

Section 3 - Committee Chairperson Responsibilities

- a. The Committee Chairperson is responsible for the general supervision of the Committee and its membership. Unless the Committee Chairperson is an Executive Board member, the Committee Chairperson reports to its respective Executive Board officer. The responsible Executive Board officer will be determined by the President upon the creation of the Committee, unless otherwise set forth in these Bylaws. The Committee Chairperson will notify the Executive Board of pertinent information, concerns, or issues related to the committee. In the absence of the Committee Chairperson, the Chairperson will delegate these duties in writing to another member of the Committee subject to the approval of the President
- b. The Committee Chairperson will maintain records of plans, preparations, decisions, and recommendations related to their committee's activities, to be passed along to future chairs.

Section 4 - Term of Committee and Committee Chairpersons

The Executive Board will determine the term for the Committee and Committee Chairperson.

Section 5 - Resignation or Removal of Committee Chairpersons

- a. The Chairperson of any Committee serves at the discretion of the Executive Board and can be removed from their position by the President, with the consent of a majority of the Executive Board, if the President finds that the Chairperson is not adequately serving the needs of the committee or the Guild, or for cause.
- b. The President will remove a Committee Chairperson who is no longer a Member in Good Standing.
- c. In the event of removal or resignation, the President may appoint a replacement Committee Chairperson or a replacement may be determined by the other members of the committee, subject to the approval of the President.

Section 6 - Committee Meetings

Each Committee may meet as needed and set its own rules for quorums and voting.

Section 7 - Committee Financial Affairs

Each Committee will work in coordination with the Treasurer concerning financial affairs. At no time should the Committee be considered independent of the Guild nor fail to submit money or expenses to the Treasurer. Committees must obtain prior written approval for financial expenditures from the Treasurer or the President and will operate within and be subject to the annual budget.

ARTICLE 10. EXECUTION OF DOCUMENTS

- a. The Executive Board will be responsible for maintaining the good standing of the Guild in all matters regarding legal documents and contracts.
- b. Contracts, leases, or other legal instruments executed in the name of and on behalf of the Guild will be signed by the President or by a person who has been authorized in writing and directed to do so by the President or the Executive Board. The President or Executive Board may revoke such authorization at any time for any reason.

ARTICLE 11. INDEMNIFICATION & INSURANCE

- a. Indemnification of Officers, Members, and/or Volunteers: The Guild, by a vote of the Executive Board, may purchase indemnity insurance as needed for Guild business.
- b. Insurance: The Guild, by a vote of the Executive Board, may purchase and maintain Directors & Officer ("D&O") insurance for any member of the Executive Board.

ARTICLE 12. GUILD ASSETS, PROPERTY, & FUNDS

The title for all property, funds, and assets of the Guild, whether incorporated or not, shall at all times be vesting in the Guild for the joint use of members, and no member or group of members shall have any severable right to all or any part of such property.

ARTICLE 13. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended by a majority vote of the Members in Good Standing present at a General Meeting or Special Meeting. Any proposed amendment must be submitted in writing and must have been presented to the Membership prior to voting.

ARTICLE 14. DISSOLUTION OF THE GUILD

a. Upon the dissolution of the Guild, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or to a state or local government for a public purpose. Reasonable efforts will be made to dispose of any such assets to a quilt-related non-profit charitable education entity by a suggestion of the Executive Board with the approval of the Members in Good Standing present, where due notice is given.

b. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Guild 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.

EXHIBIT A - CONFLICTS OF INTEREST POLICY

I - PURPOSE

It is imperative to the success of Guild that there be a fully informed and responsive Executive Board. To accomplish this end, all Board officers shall conduct themselves at all times in the best interest of the Guild. When a Board member assumes office, the law requires that the best interest of the Guild prevail over the officer's personal or business interests. A conflict of interest can arise in many situations including but not limited to leasing property, buying goods and services, and borrowing or lending money. Conflicts can also arise with employees and family members of officers. Conflicts of interest have both legal consequences and public perception consequences. To this end, officers agree to abide by the following policies and procedures. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2 - DEFINITIONS

1. **Interested Person.** Any officer or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interests.** Financial interests include, but are not limited to:

a. An ownership, investment interest, or compensation arrangement with any entity with which the Guild has a transaction or arrangement;

b. A compensation arrangement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement; or

c. A potential ownership, investment interest, or compensation arrangement with any entity or individual with which the Guild is negotiating a transaction or arrangement, including a commission or fee, share of the proceeds, the prospect of promotion or profit, or any other form of financial reward.

3 – PROCEDURES

1. **Duty to Disclose.** In connection with the actual or potential conflict of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the Board officers and members of committees with Board-delegated powers considering the proposed transaction or arrangement and shall abstain from voting on such matters.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested party shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the Board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

The President or Chair of a committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or committee shall determine whether the Guild can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested officers whether the transaction or arrangement is in the Guild's best interest and for its own benefit and whether the transaction is fair and reasonable to the Guild. The Guild shall make its decision as to whether to entering to transaction or arrangement in conformity with such determination.

4. Violations of the Conflict of Interest Policy

- a. If the Board or committee has reasonable cause to believe that a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4 – RECORDINGS AND PROCEEDINGS

The minutes of the Board and committees with board- delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

5 – GIFTS, COMPENSATION

1. A voting member of the Board who receives compensation, directly or indirectly, from Guild for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Guild for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Guild, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
4. Officers of the Guild may not receive a gift, or a series of gifts, valued at more than \$25 from contractors or businesses who have performed services for the Guild within the past 12 months without prior approval of a majority vote of disinterested officers. Officers of the Guild shall also gain approval by majority vote of disinterested officers to personally employ contractors and businesses that have performed services for the Guild within the past 12 months.

6 – ANNUAL STATEMENT

Each officer and committee member with Board-delegated powers shall annually sign a statement that affirms that such person:

1. Has received a copy of the Conflicts of Interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the Guild is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

7– PERIODIC REVIEWS

To ensure the Guild operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to Guild's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
3. When conducting the periodic reviews, the Guild may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.