

# The Denver Metro Modern Quilt Guild

## BYLAWS

Revised July 2017

### ARTICLE I: NAME

The name of this organization shall be The Denver Metro Modern Quilt Guild, a Colorado non-profit corporation, hereinafter referred to as the Guild. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable, educational and public purposes.

### ARTICLE II: PURPOSE

#### Section 1: Mission

The mission of the Guild shall be to provide an atmosphere of fellowship for persons interested in the art and craft of quilt making and related arts by the sharing of skills and knowledge in the field of quilt making. The Guild shall:

- a. Encourage modern quilt making and collecting.
- b. Provide educational activities such as speakers and demonstrations, special interest workshops and lectures.
- c. Support and sponsor quilting activities such as community events that provide the opportunity to share the art and enjoyment of quilting.
- d. Serve the community through charitable activities involving quilting.
- e. Enlighten the public as to the substantial history of quilting as an art form as well as a continuing craft.

#### Section 2: Acting as a Non-profit Organization

This Guild shall be a non-profit corporation under the laws of and on file with the State of Colorado. 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. A member may be hired as a principal lecturer/teacher/or quilter by the Executive Board.
- b. Guild members may sell items at a quilt show, either as a contracting vendor or in the Guild's booth.

#### Section 3: Restrictions on Lobbying and/or other Political Activities

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986 and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

### ARTICLE III: MEMBERSHIP

Membership shall be open to any person interested in modern quilts and quilt making.

#### Section 1: Active Members

- a. New members may join at any time.

- b. Membership shall be recognized upon payment of annual dues.
- c. Visitors may attend one meeting, free of charge. Visitors attending a second, and subsequent meetings will be charged a nominal fee of \$5.
- d. Individuals who belong to other local quilt guilds will be expected to pay the full annual dues in order to be considered an active member of the Guild.
- e. Active members may participate in and support the projects and activities of the Guild including:
  - o The privilege of voting, holding office and serving on committees.
  - o Identifying topics and discussion items for monthly General Business or Executive Board meeting agendas.
  - o Recommending potential educational programs or special projects.
  - o Receiving preferential placing in any Guild sponsored function.
  - o Having access to the membership roster via a member of the board.
  - o Having access to minutes of the General Business and Executive Board meetings, Treasurer's reports and be informed of all decisions of the Executive Board.

**Section 2: Affiliate Members**

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

**Section 3: Junior Members**

- a. Membership for persons 18 years of age and under shall be half the rate of the established annual membership dues.

**ARTICLE IV: DUES/FEES**

**Section 1: Dues**

- a. Annual dues assessed members shall be determined by resolution of the Executive Board.
- b. Annual dues are payable on January 1st and become delinquent on March 1. Members joining after June 30th will pay half the dues amount upon submission of the membership form.
- c. Changes in dues shall be established at the September meeting of the Executive Board and by a two-thirds vote of those present and voting at the General Business Meeting, following a thirty (30) day notice prior to the meeting.
- d. Fees will be collected by the Treasurer, identified and held in the Guild checking account. The Treasurer shall account for all fees collected in the monthly Treasurer's report.
- e. Any visitor who joins will have their visitor fees applied to their dues.
- f. A member whose dues remains unpaid by March 31 shall be dropped. They will no longer receive guild communications and will be removed from The Modern Quilt Guild roster.
- g. Dues are not refundable.

**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 Treasurer, identified and held in the Guild checking account. The Treasurer shall account for all fees collected in the monthly Treasurer's report.

- c. Fees may be refundable as determined in advance of the event, class or presentation in the event of cancellation or reasonable change of circumstances.
- d. Fees will be published on the website and announced at the General Business Meeting.

## **ARTICLE V: MEETINGS**

### **Section 1: General Business Meetings**

- a. General Business Meetings shall be held monthly on a date and location designated by the Executive Board and/or Location Committee.
- b. Meetings shall be announced on the Guild website, on all Guild social media channels and via email.
- c. The current date for regular Guild meetings is the second Wednesday of every month at 7:00 p.m.
- d. The January meeting shall be considered the Annual Meeting.

### **Section 2: Special Meetings**

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

### **Section 3: Executive Board Meetings**

- a. Executive Board meetings shall be held monthly.
- b. Executive Board meetings are open to General Membership.

### **Section 4: Minutes**

- a. Minutes of all meetings shall be available to all members through the Guild website.

### **Section 5: Voting**

- a. Every act or decision brought to the General Business Meeting shall be decided by a majority of members present at the meeting.
- b. Each member present is entitled to one vote on each matter. Voting shall be by voice, show of hands, or by ballot.

## **ARTICLE VI: FINANCIAL ADMINISTRATION**

### **Section 1: Fiscal Year**

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

### **Section 2: Annual Budget**

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

### **Section 3: Accounting Procedures**

- a. 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: Financial Audits**

- a. A committee consisting of one Executive Board member and two or more General Members appointed by the Executive Board shall audit financial records within 30 days of the close of the fiscal year.

**Section 5: Collection of Funds**

- a. Funds and/or revenue collected for a specific event, activity, presentation, or class shall be identified, reported, and audited consistent with the general budget records.

**Section 6: Quarterly Reports**

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

**ARTICLE VII. NOMINATIONS AND ELECTIONS**

**Section 1: Nominations of Officers**

- a. Nominations for Guild officers shall be taken at the October and November meetings from the General Membership. Members may nominate other members with their permission or may self-nominate.
- b. Nominations will be accepted and posted for at least 30 days on the guild website.
- c. Nominations will be presented to the General Membership at the January meeting.
- d. Nominations may be made from the floor with the consent of the nominee on the day of the election.

**Section 2: Length of Office**

- a. Officers shall serve a one-year term, beginning February 1 through January 31.
- b. To ensure a smooth transition to new leadership, Guild officers will provide assistance and support to new officers for a period of three months.

**Section 3: Officer Duties**

- a. A list of the duties and descriptions for each officer position shall be made available on the Guild website in October.
- b. By accepting a position as officer, individuals agree to fulfill all duties as outlined.
- c. If an officer is unable to fulfill their duties, they will work with other officers to identify a suitable replacement.

**Section 4: General Election**

- a. The election shall take place at the General Business Meeting in January.

**ARTICLE VIII. EXECUTIVE BOARD**

**Section 1: Election of Board**

- a. The Executive Board shall be elected by the General Membership and shall include the Guild officers (5).

**Section 2: Members of the Executive Board**

- a. Members of the Executive Board will include the five Officers of the Guild (President, Vice President, Secretary, Treasurer, Website Coordinator).
- b. Non-voting members of the Executive Board include chairpersons of all committees.

**Section 3: Responsibilities**

- a. The Executive Board shall have general supervision of the affairs of the Guild. They:
  - o Shall set policy
  - o With the Location Committee, determine the hour and location of the Executive Board and General Business Meetings
  - o Shall have control of the proceeds of the Guild funds
  - o Shall publish the minutes of each Executive Board Meeting and General Business Meeting
  - o Shall perform other duties as specified by the Bylaws

#### **Section 4: Voting**

- a. A quorum of the Executive Board shall be a majority of its members.

#### **Section 5: Standing Committees**

- a. Standing committees may be established as determined by the Executive Board.
- b. Some standing committees will be required to have a chairperson and a co-chairperson so that the co-chairperson can assume the chair responsibilities in the following year.
- c. Standing committees may include, but are not limited to:
  - o Welcome & Hospitality
  - o Education and Programs
  - o Location Committee
  - o Charity Quilts and other Ad Hoc/Special Projects.

#### **Welcome & Hospitality Committee**

- o The Welcome & Hospitality Committee shall be headed by a chairperson and will include other volunteer members.
- o Committee members will be responsible for welcoming guests during monthly business meetings and quarterly sew days.
- o Committee members will be responsible for creating sign-ups for snacks, beverages, and supplies when appropriate and ensuring that the facility is set up for all activities, including setting up chairs, tables, refreshments and tearing down and cleaning up upon the conclusion of the event.

#### **Education & Programs Committee (EPC)**

- o The Education and Programs Committee shall be headed by a chairperson and shall include at least 2 other committee members.
- o This Committee shall meet as their own group on a quarterly basis.
- o The EPC shall be responsible for organizing the educational portion of each business meeting (recommend at least 30 minutes of each meeting being devoted to this purpose) as well as any special engagements, including but not limited to guest lectures, workshops and trunk shows.
- o The EPC shall also coordinate with the Guild Website Coordinator to ensure posting of any online quilting tutorials, as well as maintenance of an online list of guild members that want to list special skills (longarm quilters, quilter for hire, etc.).
- o A member of this committee shall also stay current with the current MQG challenges/ programs and shall be in charge of challenges requiring the acquisition of fabric/supplies and/or knowledge required for participation.
- o The EPC should endeavor to provide a list of local and/or national quilt shows and provide links for submissions if possible.

#### **Location Committee**

- o The Location Committee shall be headed by a chairperson and shall include at least 2 other committee members.
- o The Committee will be responsible for identifying appropriate meeting venues for both monthly General Business Meetings and quarterly sew days.
- o The Location Committee chair will be responsible for communicating with the venue staff and paying for the space if necessary. The Treasurer will reimburse the Committee Chair for all expenses incurred.
- o If necessary, the Committee will also partner with the Education & Programs Committee to identify venues for any special programs or activities.

### **Charity Quilts and other Ad Hoc/Special Projects Committees**

- The Executive Board may identify a need or special project outside the responsibilities of other standing committees.
- The Executive Board will ask Guild members to volunteer to participate on any special committees.
- The Committee will be dissolved after the project or activity is completed.
- Guild members may volunteer to form a Charity Quilts Committee to lead guild efforts in conjunction with The Modern Quilt Guild's annual charity challenge.
  - In addition to planning and creating the charity quilt, Committee members are responsible for identifying an appropriate charity to receive the quilt – either for their own use or for use in their fundraising activities.
  - Committee members are responsible for all communication with The Modern Quilt Guild and with the identified charitable organization.

### **Section 6: Length of Office**

- a. Officers shall assume office in February and shall serve for one year or until successors are elected and installed.

### **Section 7: Officer Vacancies**

- a. In the event of a vacancy on the Executive Board, the Board shall appoint a person to fill the remainder of the term vacated.

## **ARTICLE IX: DUTIES OF OFFICERS**

In order to keep the Guild running smoothly and in accordance with expectations outlined in the Guild bylaws, all individuals who accept officer positions are expected to perform the following duties as described.

### **Section 1: Duties of President**

The President shall:

- a. Preside at all general business, special and Board meetings.
- b. Create agendas for General Business and Executive Board meetings.
- c. Maintain the Guild email account – the official communication channel for the guild.
- d. Conduct correspondence for the Guild including monthly emails to Guild members.
- e. Serve as co-signer with Treasurer on checks issued by the Guild
- f. With the approval of other Officers, appoint all Committee Chairpersons.
- g. Attend committee meetings as an ex-officio member of the committee as necessary.
- h. Coordinate committee activities.
- i. Perform other duties as required, as official spokesperson for the Guild.

### **Section 2: Duties of Vice President**

The Vice President Shall:

- a. In the absence of the President, conduct Guild meetings and/or Board meetings.
- b. Assume the responsibilities of President in the event the President cannot complete the term of elected office.
- c. Serve as backup for any Guild officer.
- d. Provide support to the President on all Guild correspondence.
- e. Oversee the Guild membership roster including actions necessary to ensure membership in The Modern Quilt Guild.
- f. Oversee the review of the Guild Bylaws as necessary.
- g. Maintain General Business meeting attendance records.

### **Section 3: Duties of Secretary**

The Secretary shall:

- a. Keep minutes of the General Business and Executive Board meetings or arrange for a substitute in his/her absence.
- b. Maintain a record of all minutes for the term of office.
- c. Create and provide General Business meeting attendance sign-up sheets.
- d. Create and distribute Welcome packet for visitors.
- e. Assist the President and Committee Chairs as needed.

### **Section 4: Duties of Treasurer**

The Treasurer shall:

- a. Receive and bank all Guild monies.
- b. Maintain bookkeeping records of all funds.
- c. Disburse funds as authorized.
- d. Serve as co-signer with other authorized Officers on checks of the Guild.
- e. Make a financial statement available for the members.
- f. Provide a financial statement to the Executive Board.
- g. Provide a complete financial report as prepared to the Audit Committee to be presented to the membership in May.

### **Section 5: Duties of Website Coordinator**

The Website Coordinator shall:

- a. Maintain the Guild website and social media channels.
- b. Post the minutes of the General Business and Executive Board meetings on the Guild website.
- c. Add website functions as necessary and manage all content for the guild site.
- d. Take and post photos from all meetings to Guild website and Facebook page

## **ARTICLE X: POLICIES**

### **Section 1: Guild Handbook**

- a. A Guild Handbook, or User Manual, will be maintained by the Officers of the Guild and shall accompany the Bylaws. This manual will include all "how to" information for running the Guild – e.g. website hosting info and passwords, bank account information and passwords, email account information and passwords etc.
- b. This Handbook shall serve to enhance details of the Bylaws and will reflect decisions affecting the membership.
- c. The Handbook shall be housed on the Guild website.

### **Section 2: Guild Assets**

- a. The title for all property, funds and assets of the Guild, whether incorporated or not, shall at all times be vested 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.

### **Section 3: Membership Roster**

- a. The Membership roster is for use by members only and is not for distribution to non-members, for sale, or for commercial use.

### **Section 4: Dissolution of Guild**

- a. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any

future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Section 5: Guild Proceedings**

- a. All proceedings of the Guild shall be fair and open. In the event of any dispute over procedure, when guidance cannot be found in the Bylaws, the current edition of Robert’s Rules of Order, Newly Revised Edition shall be followed.

**ARTICLE XI. AMENDMENT OF BYLAWS**

These Bylaws may be amended at any General Business Meeting of the Guild by a majority vote of the General Membership present. Any proposed amendment must be submitted in writing and must have been presented at a General Meeting prior to voting.

Submitted on \_\_\_\_\_(DATE) by the Executive Board:

<b>Officer</b>	<b>Print Name</b>	<b>Signature</b>
President		
Vice President		
Secretary		
Treasurer		
Website Coordinator		