

**BYLAWS OF
LONGMONT QUILT GUILD
ADOPTED JANUARY 9, 2007
Revised August 11, 2015**

Article I. Name

Section 01. The name of this organization shall be the *Longmont Quilt Guild*.

Section 02. The location of the principal offices of the Guild may be established or changed by the Board of Directors.

Section 03. The Guild is a 501 (c) 3 not-for-profit organization.

Article II. Purpose

The purpose of this organization shall be:

- 1) To preserve and continue the traditions and history of the art of quilting, quilt making, and related hand arts.
- 2) To develop and contribute to new approaches to quilting.
- 3) To expand the knowledge of quilting and educate those interested in the background and skills of quilting.
- 4) To contribute to community education and appreciation of the art of quilting.
- 5) To provide community outreach projects available for member participation.

Article III. Membership

Section 01. Members

A member of the Longmont Quilt Guild is a person whose dues are currently paid. Members are encouraged to take an active part in the Guild functions. Current members may vote, hold office, attend Guild functions, receive roster, and have library privileges.

Section 02. Dues

- A. The Board will determine the annual dues.
- B. The fiscal year is January 1 to December 31. Dues are payable by January 1 and are delinquent on February 15. Once dues are delinquent, that person loses all membership privileges until their dues are paid.
- C. Annual dues will be discounted for new members joining after July 1; the reduced amount will be determined by the Board.
- D. The Board may waive payment of dues or institute a sliding scale in case of financial hardship.
- E. No member shall be able to have dues waived in exchange for services or purchases made in kind for the Guild. These services or purchases must be made as a separate transaction from payment of dues.

Section 03. Scholarships

The Executive Committee may grant scholarships to events (e.g., classes, retreats, etc.) sponsored by the Guild, or institute a sliding scale of payment in case of financial hardship.

Article IV. Meetings

- A. The Guild shall meet on the 2nd Tuesday of each month. Meeting dates may be changed for special circumstances.
- B. Any business decisions presented to the Guild at a meeting shall require a quorum of members to be present for a vote. This quorum is set at twenty-five percent (25%) of the current membership. A majority vote of the quorum is required for approval.
- C. The annual business meeting of the Guild shall be held in conjunction with the regularly scheduled Guild meeting in November. At this time, new officers shall be elected. The new officers shall assume their offices beginning with the January Board meeting.

Article V. Officers and Elections

Section 01. Elected Officers

The elected officers shall be: President, Vice President, Treasurer, and Recording Secretary. They comprise the Executive Committee.

- A. If critical or time-sensitive decisions need to be made between regularly scheduled Board meetings, the Executive Committee has the authority to make those decisions.

Section 02. Term of Office

Elected officers shall serve a term of one (1) fiscal year. There shall be a two (2) consecutive year term limit for elected officers. The term shall begin on the first day of January in the following year in which they are elected. No member shall hold more than one elected office at a time.

Section 03. Duties of Elected Officers

- A. The **President** shall preside at all Board and Membership meetings; shall be an ex-officio member of all committees; may sign any contracts and financial papers; may sign checks; shall make appointments and establish committees, subject to approval of the Board; and shall oversee all activities of the Guild.
- B. The **Vice President** shall assume the duties of the President in her/his absence; shall assume the office of President in case of a vacancy in the office; may sign checks and shall perform other duties as requested by the President and/or the Board.

- C. The **Recording Secretary** shall keep minutes of the Board and Guild meetings; shall provide minutes to the Board members in a timely manner each month; shall maintain the written records for the Guild; shall maintain the bylaws; and shall publish a written annual report to Board members, to be released in January of the following year. The annual report will be made available to Guild members upon request.
- D. The **Treasurer** has primary responsibility to oversee the management and report of the organization's finances. The Treasurer shall receive Guild monies and deposit these monies promptly in the bank selected by the Board; shall maintain the financial records for the Guild; shall make regular reports to the Board; shall make disbursements as directed by the Board; shall prepare and submit a yearly budget; shall prepare any tax forms or financial reports required of the organization; shall issue, upon request, a receipt for money accepted; shall validate receipts for all disbursements; and may sign checks.

Section 04. Election of Officers

- A. By the end of July, one person shall be named as election chairman by the Board to oversee the annual election. The chairman and members of the election committee shall not be current members of the Board.
- B. A slate of candidates will be presented by the election committee at the October meeting. The Guild membership shall be asked for volunteers or nominations for officer candidates at the October and November meetings.
- C. Nominees for the position of President must have served at least one year on the Board of Directors.
- D. All Guild members in good standing are eligible to vote. If a member is unable to attend the November meeting, they may designate a proxy to cast their vote using a LQG proxy form. Proxy forms will be available at the October meeting and posted on the Guild's website.
- E. Voting will be conducted as the first order of business at the November meeting.
- F. If there is only one candidate for each officer position, a written ballot can be waived and voting may be conducted by acclamation.
- G. If there is more than one candidate for any officer position, voting will be conducted by ballot. Results will be tabulated by the election committee and announced at the conclusion of the November meeting.

Section 05. Vacancies in Officer Positions

- A. A vacancy in the office of President shall be filled by the Vice President for the remainder of the term.
- B. A vacancy in any other office or in any committee chairmanship shall be filled by presidential appointment, subject to the approval of the Board.
- C. The Board, by majority vote, reserves the right to remove any officer or chair who does not perform the assigned duties in a proper or satisfactory manner, providing that fifteen (15) days notice in writing has been given to the incumbent.

Section 06. Appointed Officers

The appointed officers shall be: Corresponding Secretary, Past President and any other officers that the Board of Directors shall deem necessary. The Board shall be solely responsible for these appointments.

- A. The **Corresponding Secretary** shall be responsible for official Guild correspondence that is not otherwise handled by committees.
- B. The **Past President** shall serve as an advisor and assistant to the current President. The Past president shall usually be the immediate Past President, but may be a prior Past President, if the immediate Past President is unable to serve.
- C. Appointed Officers will be ex officio members of the Board, and will not have a vote.

Article VI. Board of Directors

- A. The Board shall comprise the Elected Officers and the Standing Committee Chairs.
- B. All Board members are eligible to vote on issues before the Board. Each Board member has one vote, even if the member holds more than one position on the Board. Each Standing Committee has one vote, no matter how many people serve on the Committee.
- C. Each Board member must agree to attend at least fifty percent (50%) of the Guild meetings and Board meetings during their term of office.
- D. The newly elected President shall determine the monthly Board Meeting date. A quorum of the Board shall be two thirds (2/3) of current Board Members. Meeting dates shall be announced to the Guild and are open to all Guild members.
- E. The Board is authorized to take action in situations when activities and/or behaviors threaten to disrupt Guild operations.

Article VII. Standing Committees

The following Standing Committees serve to facilitate Guild operations, and are voting Board positions.

Section 01. Programs

The Program Committee shall, contract with speakers and organize and implement programs, special events and workshops.

Section 02. Membership

The Membership Committee shall maintain the membership list and all contact information on current members. The Membership Chair will provide updated membership information to Board members monthly, and will provide an annual membership list with quarterly updates to all members. The Membership Committee shall welcome and register members at each monthly meeting.

Section 03. Hospitality

The Hospitality Committee shall organize and provide refreshments for monthly meetings and special events as requested by the Board.

Section 04. Newsletter

The Newsletter Committee shall be responsible for the newsletter. The Guild newsletter shall be available to Guild members at meetings and/or on the website.

Section 05. Outreach

The Outreach Committee shall coordinate any community and honoree projects. The Outreach Chair shall organize the sew days and materials, select projects and deliver finished products.

Section 06. Ways and Means

The Ways and Means Committee shall explore possible fundraising activities for the Guild, such as silent auction, boutique/booth sales, chance drawing, or other projects. The Ways and Means Chair shall oversee Activity Coordinators, who will be responsible for managing individual fundraising projects, as determined by the Board.

Section 07. Website

The Website Committee shall manage the Guild's website, posting current Guild meetings and activities information, newsletters, Board meeting minutes, and quilting-related information, as appropriate for members and for the public.

Section 08. Publicity

The Publicity Committee shall be responsible for providing information about the Guild and its activities to the community.

Section 09. Retreats

The Retreats Committee shall plan and execute all quilt retreats that are approved by the Board. They are authorized to sign contracts with retreat venues.

Section 10. Special Events

The Special Events Committee is formed as needed to organize and implement special events, such as, but not limited to, a quilt show. They may sign contracts, if necessary.

Section 11. Raffle Quilt

If a raffle quilt is approved by the Board, the Raffle Quilt Committee shall construct a quilt, print raffle tickets, and determine appropriate venues for selling raffle tickets. The Guild will comply with all legal requirements established by the State of Colorado. The Games Manager(s) will chair the Committee and be responsible for all financial duties, as described in Article V, Section 03D of this document, only as they pertain to the Raffle Quilt.

Article VIII. Indemnity of Officers

Each officer or chair, whether or not then in office, shall be indemnified by the Guild against all costs and expenses, including reasonable attorney fees, reasonably incurred by, or imposed by or imposed upon, her/him in connection with, or arising out of, any action or proceeding in which she/he may be involved by reason of her/his being or having been an officer or chairperson of the Guild. An exception is made in relation to matters in which such officer or chair has been adjudged liable to the Guild for negligence or misconduct in the performance of her/his duties.

Article IX. Finance

Section 01. Budget

The Treasurer, in cooperation with the Board, shall formulate a budget for the upcoming fiscal year. The budget shall be approved by the Board no later than the November Board meeting. The proposed budget(s) shall be presented to the membership for approval at the Guild's annual business meeting in November.

Section 02. Financial Review

A review of all Guild financial accounts shall be conducted annually shortly after the end of the fiscal year. The Findings Report shall be presented to the Board no later than February 28. A financial review shall also be conducted upon a change of Treasurer and at the discretion of the Board. The financial review shall be performed by a committee of up to three (3) non-Board persons.

Article X. Amendments to Bylaws

The membership shall be notified of the proposed amendment(s) at the meeting immediately preceding a bylaw amendment vote and by email. The bylaws may be amended at any Guild meeting at which a quorum (25%) of the membership is present. Any amendments must be approved by two-thirds (2/3) vote of the members present.

Article XI. Disposition of Property

Section 01.

The Board of Directors, upon dissolution of the Guild, shall pay or make provision for paying all liabilities of the Longmont Quilt Guild.

Section 02.

Any such assets remaining after disposition of liabilities shall be donated to a charitable quilt organization determined by the Board.

Longmont Quilt Guild Standing Rules

- 1) These Standing Rules may be amended by a two-thirds (2/3) vote of the Board of Directors present at a Board meeting. Previous notice is not required. The membership will be notified of changes to the Standing Rules.
- 2) Non-members will be charged a fee for Guild meetings and other events at the discretion of the Board. The fee amount will be determined by the Board.
- 3) Activity Coordinators, as needed, may be appointed by the President and will serve a term of at least one year (i.e., Librarian, Block of the Month, Bees, Sew and Tell, Historian, etc.). Activity Coordinators are encouraged to attend Board meetings and participate in discussions, but are not eligible to vote on Board decisions.
- 4) The Guild will have a Sew and Tell at most meetings.
- 5) The Library Coordinator shall maintain a library of quilting books, magazines, and materials that are available to all members for checkout. The Library Coordinator shall keep track of materials checked out to members and monitor returns.
- 6) Guest speakers and the Guild are allowed to sell items at Guild meetings. No other selling or soliciting of goods and services is allowed.
- 7) The use of email or mailing addresses of Guild members for selling or solicitation of goods or services is prohibited. The list is for internal use by Guild members only.
- 8) Brief announcements may be made by Guild members on topics and events regarding quilting and sewing at the monthly Guild meeting. Other promotional materials (business cards, flyers, price lists, etc.) may be placed on the Guild's Information Table at the monthly meetings
- 9) Members who provide professional services or conduct classes/seminars for the Guild shall be compensated at local market rates, unless the member proposes a reduced rate.
- 10) Workshops may be opened to non-members for an additional charge. The Program Committee Chair will recommend when non-members will be allowed to register for the workshops. The Board will make the final decision.
- 11) Workshops may be opened to non-members for an additional charge. The Program Committee Chair will recommend when non-members will be allowed to register for the workshops. The Board will make the final decision.
- 12) Board members should make every effort to ensure they stay within their allocated expense budget. Deviation by more than 15% from the budget must be approved in advance by the Board.
- 13) Members must renew their Guild membership by February 15 of each year for their contact information to be printed in the Guild's roster. Those who have not renewed by February 15 will be deleted from Guild email distribution lists until their dues are paid.
- 14) A Junior Guild Membership is free for children under 18 years of age, who are learning how to quilt.
- 15) The Guild shall maintain a financial reserve fund, the amount to be determined annually by the Board.
- 16) Conscious efforts should be made to encourage a rotation of members serving as Board members and Activity Coordinators.