

Bylaws of the Cabarrus Quilters Guild
July 12, 2010

Article I Name

The name of the corporation shall be “Cabarrus Quilters Guild.” It is a non-profit corporation for the educational and charitable purposes listed in Article II.

Article II Motto & Purpose

Motto: “To instill in future generations the love and art of quilt making.”

Purpose:

We encourage excellence of craftsmanship and foster a sense of beauty in color and design by providing programs, workshops, and classes for Cabarrus Quilters Guild members, other quilt guilds, and/or members of the community. Our guild meetings and quilt shows provide opportunities for the exchange of ideas/information and promote interest in quilting as an art within the community. Our guild’s community outreach program includes, but is not limited to, providing quilts to children in crisis through our yearly cuddle quilt donations to CVAN.

Article III Membership

Section 1: Membership:

- Membership is subject only to the payment of dues and shall be granted to any person regardless of race, creed, color, sex or national origin, who is interested in the art of quilting.
- A junior membership may be offered to any school age child under 18 if accompanied by an adult member.

Section 2: Dues:

Dues are payable in January of each year. Dues are half the annual amount from July to December for new members or anyone who has not held a membership in the past twelve (12) months. All member/junior member dues shall be set by recommendation of the Executive Board and an affirmative vote of the majority of a quorum of the membership. Visitors are welcome to two (2) free visits.

Section 3: Cuddle Quilts:

Each member/junior member shall be responsible for at least, but not limited to, one cuddle quilt per year. Cuddle quilts are due at the November meeting each year and will be donated to Cabarrus Victims Assistance Network (“CVAN”) in November or December of each year.

Section 4: Raffle Tickets:

Each adult member shall be responsible for selling a minimum of twenty-five (25) raffle tickets for the raffle quilt each year.

Article IV Officers

Section 1: Officers:

The Officers of the Guild shall be a President, a Vice President, a Secretary and a Treasurer. The past President shall act in an advisory position for a period of three months following the installation of a new President, if the newly elected President so desires. All Officers shall serve without monetary compensation. No elected Officer shall hold the same office for more than two (2) consecutive years. No two (2) elected Officers shall be related by blood or by marriage.

Section 2: Nominating Committee:

The President shall appoint a nomination chairperson in June. The nomination chairperson shall select a committee. In August, the nomination committee shall present a slate of candidates and will solicit nominations from the floor. The nomination chairperson shall deliver the slate of candidates to the newsletter chairperson for publication in the October and November newsletters.

Section 3: Election of Officers:

The Officers of the Guild shall be elected by a majority vote of the members present at the regular November meeting, provided that a quorum is present. If a quorum is not present at the regular November meeting, the Officers of the Guild shall be elected by the majority of votes cast at the next regular monthly meeting at which a quorum is present. Newly elected Officers shall assume office at the conclusion of the meeting at which they are elected.

Section 4: Duties of Officers:

President: Shall preside over all meetings and shall be an ex-officio member of all committees. The President shall appoint committee chairpersons as needed. The President shall have the power to sign checks on behalf of the Guild. The President shall select an auditing committee consisting of three (3) members, excluding the Treasurer, to audit the books.

Vice President: Shall take the place of the President in her absence or upon the President's resignation/removal from office. The Vice President shall have the power to sign checks on behalf of the Guild.

Secretary: Shall record and keep accurate records of proceedings of all meetings and shall maintain printed copies of minutes for reference if needed.

Treasurer: Shall set up a bank account, requiring two (2) signatures, collect all dues and make payments as instructed by the membership. The Treasurer shall have the power to sign checks on behalf of the Guild.

At the end of their term, all Officers shall be expected to instruct their successors as to the duties and expectations of their respective offices.

Article V Meeting

Section 1: Regular Meeting:

Unless otherwise notified, the members of the Guild shall meet at 7:00 p.m. on the second Monday of each month, at a location determined by the Executive Board.

Section 2: Annual Meeting:

The January meeting shall be considered the annual meeting. In January, a gift shall be given in appreciation to the organization and/or persons which provided the facility to the Guild for the previous year, if this service was at no cost to the Guild. The gratitude gift shall be a monetary donation or something made by the Guild members.

Section 3: Special Meetings:

A special meeting of the Guild may be called by the President or by the Executive Board for any reason; a special meeting of the Guild shall also be called upon the written request of ten members of the Guild. The purpose of the

meeting shall be stated in the call. Except in cases of emergency, at least three day's notice shall be given. Notice may be oral (in person or by telephone) or written (including email).

Section 4: Quorum:

A quorum shall consist of 60% of members in good standing and must include at least 50% of all Officers.

Article VI Executive Board

Section 1: General Powers and Qualifications:

The affairs of the Guild shall be managed by its Executive Board. The Executive Board shall consist of the current Guild Officers. Also serving on the Executive Board, by appointment of the President and in accordance with Article IV under duties of the President, will be the newsletter/membership chairperson and the program chairperson.

Section 2: Limitations of Powers:

Any single purchase exceeding \$75.00 that is not already approved by the Bylaws, the Executive Board or the Guild membership must be approved by a majority vote at a Guild meeting at which a quorum is present. Functions requiring member participation must be approved by a majority vote at a Guild meeting at which a quorum is present.

Section 3: Meetings:

A monthly Executive Board meeting shall be held at a location and time determined by the Executive Board. A special meeting of the Executive Board may be called by the President for any reason; a special meeting of the Executive Board shall also be called upon the written request of three (3) members of the Executive Board. Any member of the Guild may attend Executive Board meetings in order to observe the proceedings. Such attending members may not participate in the meeting unless called upon by the President. The President, in her sole discretion, shall determine if, and on what terms, such participation is appropriate. In addition, each member intending to attend the monthly Executive Board meeting must give notice of attendance to the President and one other Executive Board member at least twenty-four (24) hours in advance of the

meeting. Notice may be oral (in person or by telephone) or written (including email).

Section 4: Resignations:

Members of the Executive Board may resign at any time by giving written notice to the Executive Board. Any vacancy occurring in the Executive Board shall be filled by the affirmative vote of a majority of the Executive Board, except the office of President, which shall be filled by the Vice President. An Executive Board member elected to fill a vacancy shall serve out the remaining term of his/her predecessor in office.

Section 5: Removal of an Executive Board Member:

A member of the Executive Board who is an Officer may be removed from the Executive Board, with or without cause, upon recommendation by the other Officers and a two thirds (2/3) vote of the membership, provided a quorum is present. If any member of the Executive Board is so removed, the remaining members of the Executive Board may appoint a new member at the same meeting by a majority vote. Any member who is removed from the Executive Board and who is also an Officer of the Guild, shall be considered to have also been removed from office by the same action. An Executive Board member elected to fill a vacancy shall serve out the remaining term of his/her predecessor in office. Non-Officer Executive Board members are appointed by, and may be removed by, the President.

Section 6: Quorum:

A majority of the Executive Board fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

Section 7: Manner of Acting:

The act of the majority of the Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board, unless a greater number is required by law or the Articles of Incorporation of the Guild.

Section 8: Informal Action:

Action taken by a majority of the Executive Board members without a meeting is nevertheless Executive Board action if, prior to the action, written consent to the action in question is signed by all of the members of the Executive Board and

filed with the minutes of the proceedings of the Executive Board.

Article VII: Committees

Section 1: Committee Chairs:

Committee chairpersons shall be appointed by the President and will include activities, audit, community outreach, finance, historian, humanitarian & hospitality, librarian, newsletter & membership, programs, quilt show, raffle quilt, webmaster and any other which is deemed necessary. All chairpersons are responsible for appointing committee members to assist with committee projects if needed.

Section 2: Committees/Duties of Committee Chairpersons:

Audit Committee: An Audit Committee of three (3) members shall be appointed by the President at the Guild's October meeting, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year (calendar) and to report at the February meeting.

Community Outreach Committee: Shall gather information and seek opportunities for charitable projects in, but not limited to, Cabarrus County.

Finance Committee: The Finance Committee shall consist of the President, Vice President, and the Treasurer. This committee shall present a yearly budget at the annual meeting (January). The Finance Committee shall review all requests for expenditures before creating the budget. The budget will be voted upon by the membership at the annual meeting, provided a quorum is present, and shall be approved upon the majority vote of such quorum.

Activity Committees and Chairpersons: Several annual activities are offered to Guild members. These activities include, but are not limited to, block of the month, round robin, retreats, challenge quilts, and workshops. These may be reviewed annually to determine if they are to be continued. Chairpersons of such activity committees are responsible for the following:

- Planning the activity;
- Presenting the activity to the Guild; and
- Notifying the Executive Board of any budget requirements for the activity.

Historical Committee Chairperson (Historian): Shall keep an accurate account of the history of the Guild (scrapbook, newspaper articles, ribbons, pictures, etc.).

Humanitarian & Hospitality Committee Chairperson: Shall be responsible for the following:

- Sending thank you cards to guest speakers after they have presented their program;
- Sending flowers or memorial gift in the event of a death of a Guild member, member's spouse or member's child; sending a sympathy card in the event of death of some other family member (ie. mother, father, sister, brother, etc.) and sending a get well card in the event of illness of the member; and
- Organizing the making of a baby quilt for a Guild member having or adopting a child.

Library Committee Chairperson (Librarian): Shall be responsible for the Guild library.

Newsletter & Membership Chairperson: Shall be responsible for the following:

- Preparing a newsletter each month, reporting on the previous month's Guild activities and planned future activities;
- Sending a copy of the newsletter to the webmaster electronically;
- Mailing copies of the newsletter to members who wish to receive hard copies;
- Maintaining an updated membership list;
- Providing Guild members with an updated membership list twice a year; and
- Preparing and distributing membership cards.

Program Chairperson: Shall be responsible for the following:

- Planning programs for Guild meetings;
- Arranging for a meal for guest speakers before the Guild meeting if the guest speaker so desires; and
- When needed, arranging housing for a guest speaker.

Quilt Show Chairperson: Shall be responsible for the following:

- Setting a date and location for the quilt show;
- Finding and hiring official judges;
- Coordinating all events involved in the quilt show, which include receiving the quilts, show setup, displays, ticketing, policing the area

- during the show, taking down the quilts and returning them to their owners and delivering any funds to the Treasurer after the show; and
- Arranging for publicity.

Raffle Quilt Chairperson: Shall be responsible for the following:

- Planning the design of the annual raffle quilt;
- Purchasing the fabric and supplies necessary for the quilt;
- Assembling the quilt top;
- Arranging for the quilting and finishing of the quilt;
- Having raffle tickets printed;
- Arranging locations to display the quilt and sell raffle tickets; and
- Arranging for the selling and accounting for all raffle tickets.

Website Chairperson (Webmaster): Shall be responsible for the following:

- Maintaining, organizing and keeping up to date the Guild's official website; and
- Liaising between the web hosting company and the Guild.

Article VIII: Donations, Bequests and Income

All sums received through annual dues, donations, sales and investments may be applied to current expenses or added to the general fund. A portion of the net proceeds from the raffle quilt shall be donated to CVAN on an annual basis.

Article IX: Parliamentary Authority

All meetings of the Guild shall be governed by the latest edition of Robert's Rules of Order, Revised.

Article X: Amendment of the Bylaws

Amendments to the Bylaws may be proposed at any monthly Guild meeting. Intent to amend the Bylaws shall be published in the next two monthly newsletters, and voting on the proposed amendments shall take place at the first Guild meeting following such publication at which a quorum is present. Amendments require approval of the majority of a quorum to pass. Any amendments to these Bylaws will require the Guild to reapply for Section 501(c)(3) status with the Internal Revenue Service.

Article XI: Conflicts of Interest Policy

Section 1: Purpose:

The purpose of the conflict of interest policy is to protect the Guild's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer of the Guild or member of the Executive Board or might result in a possible excess benefit transaction. 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.

Section 2: Definitions:

The following definitions, when used in this Article XI, shall have the meanings set forth in this Section 2.

Interested Person

Any Officer, Executive Board member or member of a committee with Executive Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the Guild has a transaction or arrangement;
- (ii) A compensation arrangement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Guild is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XI, Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate Executive Board or committee decides that a conflict of interest exists.

Section 3: Procedures:

- (a) *Duty to Disclose*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board members and members of committees with Executive Board delegated powers considering the proposed transaction or arrangement.

- (b) *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, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or committee members shall decide if a conflict of interest exists.

- (c) *Procedures for Addressing the Conflict of Interest*
 - (i) An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (ii) The chairperson of the Executive Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (iii) After exercising due diligence, the Executive Board or committee shall determine whether the Guild can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested Executive Board or committee members whether the transaction or arrangement is in the Guild's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- (d) *Violations of the Conflicts of Interest Policy*

- (i) If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.