

## **BYLAWS**

### **THUMB BUTTE QUILTERS' GUILD**

#### Article I – Name

The name of the organization shall be “Thumb Butte Quilters’ Guild, Incorporated”, a non-profit corporation, hereafter referred to as “the Guild”.

#### Article II – Purpose

The purpose of the Guild is to advance the art and appreciation of quilting through education. This shall be accomplished by offering programs, workshops, ongoing group projects, and special events. This guild is a non-affiliated group. All activities of the Guild shall be conducted in such a manner that no part of net income shall benefit any individual member except if that member is hired as a principal lecturer/teacher or as contracted by the Executive Committee.

(Per Internal Revenue Service: “Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organization that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.”)

#### Article III – Membership

##### Section 1 - Active Members:

- a. Any person interested in any form of quilting may become an active member by attending one meeting as a guest and then applying for membership and paying the annual dues.
- b. Active members have the privilege and responsibility of voting, holding office and serving on committees.
- c. A guest may attend no more than two meetings per Guild membership year after which membership is required.
- d. Membership is limited to the number of occupants allowed by fire code for the building where the Guild meets.

##### Section 2 - Guild Membership Year

- a. The Guild Membership year shall be from July 1 to June 30.

#### Article IV – Finances

##### Section 1 – Dues

Annual dues shall be \$35.00 for Active Members, payable prior to June 15 each year. Anyone joining TBQ Guild after February 1 shall pay \$15.00 instead of the full \$35.00 until the regular renewal dues are due, at which time they will pay the full annual membership fee of \$35.00.

##### Section 2 – Fiscal Year

The Guild fiscal year shall coincide with the Guild Membership year from July 1 to June 30.

#### Article V – Meetings

Guild meetings shall be held monthly at a place, date, and time as determined by the Executive Committee.

## Article VI – Committees

### Section 1 – Executive Committee

- a. The Executive Committee shall consist of the officers of the Guild and the chairpersons of each of the following Standing Committees: Community Service, Membership, Ways and Means, Workshops. The Parliamentarian/By-laws chair and Web Team Chair shall attend executive meetings as non-voting members.
- b. The Executive Committee shall manage all the business and affairs of the Guild.
- c. The Executive Committee shall be guided by a membership-approved budget, and any expenditure over \$200.00, and not included in that budget, must receive prior approval of the membership. Membership approval shall be defined as a simple majority of those members present at a regularly scheduled Guild meeting.
- d. The Executive Committee shall meet at the call of the President, but at least quarterly.
- e. Active members may attend Executive Committee meetings.
- f. Items to be brought before the Executive Committee must be submitted in writing one (1) week prior to the Executive Committee meeting.

### Section 2 – Standing Committees

- a. All chairpersons of Standing Committees (as listed in the front of the Guild Directory) shall be appointed by the President and shall serve a one (1) year term. Each shall submit an annual report to the Executive Committee at the end of their term.

### Section 3 – Special Committees

Special Committees shall be established by the President with approval of the Executive Committee or by motion from the floor for a special project. They serve until the project is completed. When a final report and accounting are made, they automatically dissolve.

### Section 4 – Finance Committees

- a. **Audit Committee**  
The Audit Committee shall consist of two (2) Guild members appointed by the President with the approval of the Executive Committee to audit the financial records of the Guild at the conclusion of the outgoing term of office of the Executive Committee.
- b. **Budget Committee**  
The Budget Committee shall consist of the President, Vice-President, Secretary, Treasurer, and the outgoing President. The Treasurer shall serve as Budget Committee chairperson. This committee shall present the proposed budget at the May general membership meeting to be voted on at the June general membership meeting.

## Article VII – Officers

The officers of the Guild shall include the President, Vice President, Secretary, and Treasurer. Officers shall be Active Members in good standing and will be elected to the office for a one (1) year term.

#### Section 1 – President

The President shall preside at all Guild meetings and shall be chairperson of the Executive Committee. The President shall appoint chairpersons of all Standing and Special Committees. The President may be an ex-officio member of any committee.

#### Section 2 – Vice President

The Vice President shall assume the duties of the office of the President, as necessary. The Vice President's duties shall include acting as Program Chairperson and all other assignments from the President.

#### Section 3 – Secretary

The Secretary shall record and maintain minutes of all business and Executive Committee meetings and execute Guild correspondence as directed. The Secretary shall maintain all business and legal records of the Guild.

The secretary shall make a copy of the General Meeting Minutes available to the membership at the next regularly scheduled meeting. -In addition, the Secretary is responsible for mailing out pertinent guild information (monthly newsletter, Block of the Month, etc.) to those members who do not have email.

#### Section 4 – Treasurer

The Treasurer shall be the custodian of all Guild funds and shall be responsible for the collection and disbursement of funds as directed by the approved budget, the Executive Committee, or a vote of the membership. He/she shall file all required government reports and, as outgoing treasurer, shall serve as chairperson of the Budget Committee that convenes in March. The Treasurer shall serve as Custodian and contact person for insurance policies.

#### Section 5 – Nomination and Election of Officers

##### a. Nominating Committee

A Nominating Committee shall be appointed by the President at least 60 days prior to the election of officers. The Nominating Committee shall consist of four (4) Active Members and the President, as an advisor. This group shall submit at least one (1) candidate for each office to be filled.

##### b. Nominations

The slate of nominees for offices shall be presented by the nominating committee to the membership at the April Guild meeting. Additional nominations from the floor may be presented and accepted at the April Guild meeting with the consent of the person/persons being nominated. Nominations for elected office will be closed at the April Guild meeting.

##### c. Elections

Election of Officers will occur at the May meeting by a majority vote of the Guild members present. Those elected will assume their offices at the July meeting, immediately following the ceremony of installation.

##### d. Vacancies

The Executive Committee shall appoint Active Members to fill all vacancies.

The Bylaws may be amended by a majority vote of the members present provided the amendments have been submitted in writing at a prior meeting.

#### Article IX – Parliamentary Authority

For procedures not covered in the Bylaws or rules of this organization, Robert’s Rules of Order shall be the authority.

#### Article X – Dissolution

##### Section 1 – Procedure

The dissolution of Thumb Butte Quilters’ Guild, Inc. will require a two-thirds (2/3) vote of the membership present at a regularly scheduled Guild meeting and will follow the regular procedure for changing the Guild Bylaws.

##### Section 2– Properties and Assets

The properties and assets of the non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person, or individual, or member, or director, or officer of this corporation. On dissolution, all remaining properties and assets of the corporation shall be distributed to an organization dedicated to charitable purposes of similar interest, which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

Section 3 – Per Internal Revenue Service: “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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.”

These Bylaws last revised and approved:

September 2020