

## Tacoma Modern Quilt Guild

### Article I: Name, Purpose, and General Matters

**1.1 Name:** The name of the organization will be the, Tacoma Modern Quilt Guild also referred to as “The Guild” or TacMQG.

**1.2 Purpose:** The Guild’s purpose is to:

- Develop and encourage the art of modern quilting
- Work with other guilds and groups with a similar purpose
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects.
- Offer educational opportunities through classes, workshops and sharing of information.
- Support and provide opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills

**1.3 Location and office:** The Guild will maintain a PO Box mailing address within the state of Washington and a registered contact.

**1.4 Powers:** Members and directors of The Guild are subject to adherence to these Bylaws.

**1.5 Fiscal Year:** The fiscal year begins on January 1 and ends on December 31 of each year.

**1.6 Annual Meeting:** The June meeting of The Guild will be considered the Annual Meeting where elections are held, the Budget is presented for approval of members and the President and Treasurer deliver reports.

**1.7 Privacy:** Member information is for the purpose of The Guild business only and every effort will be made to protect the privacy of individual members. Personal information of members will never be offered for sale or otherwise to non-authorized parties.

**1.8 Robert’s Rules of Order:** **Voting in** All general meetings and Executive Council **meetings** will be conducted in accordance with Robert’s Rules of Order **as needed**, unless specifically excluded by these Bylaws.

**1.9 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.

### Article II: Members

**2.1 Membership:** Membership is granted to anyone residing in the state of Washington 18 years or older upon completion of membership application and payment of dues. Paid members in good standing receive a single vote in Guild matters. Members must adhere to the code of conduct to remain in good standing and maintain membership.

**2.2 Dues:** The annual dues amount will be set by the Executive Council. If a member withdraws from The Guild, dues will not be prorated or refunded. Dues must be received by the February meeting to remain in good standing. The Executive Council has the authority to authorize payment arrangements on a case-by-case basis. Prospective members or visitors may attend the first two meetings at no charge. New

members must pay dues by third meeting. For members joining after June 1<sup>st</sup> dues will be charged at half the annual rate. ~~1/2 dues.~~

**2.3 Meetings:** The Guild will hold a monthly meeting. The timing of the meeting will be determined by the Executive Council. The time of the meeting will not change in a fiscal year unless special circumstances are determined by the Executive Council.

**2.4 Voting:** Each member in good standing receives one vote towards Guild matters. Absentee voting is allowed by Proxy voting only.

**2.5 Revoking of Membership:** Membership may be revoked in cases of actions that threaten the non-profit status of The Guild. Membership may also be revoked for violating policies set by the hosting meeting space or by participating in any activity related to The Guild that is blatantly criminal.

### Article III: Officers

**3.1 Officers:** The Executive Council shall consist of President, Vice Presidents, Secretary, and Treasurer.

Each officer must be a member in good standing for the entire term. Candidates must understand and adhere to The Guild's purpose, and have been an active member for one full year, and have served on a committee for at least six months to be considered. ~~with an exception of the first year of elections within The Guild.~~ Officers must attend 80% of the general and Executive Council Meetings.

**3.2 Nominating Committee:** A nominating committee will be formed under supervision of the Executive Board no later than 30 days prior to elections. The committee will solicit nominations from the Members and Members may offer themselves as candidates. The Committee may consider offers of co-officers for any position or committee.

**3.3 Election of Officers:** Officers will be elected to a one-year term by a majority of the members present. An Officer's term will be ~~June 1<sup>st</sup> through May 31<sup>st</sup>.~~ July 1<sup>st</sup> through June 30<sup>th</sup>. Absentee voting is allowed by Proxy voting only. Voting is by paper ballot and will be tallied by 2 members in good standing who are not in consideration for an officer position.

**3.4 Installation of Officers:** Officers will be installed immediately following the election for the term of one year unless they resign or are removed from office or membership. All books and papers regarding The Guild shall be delivered to the new Officer prior or by the June Meeting.

**3.5 Filling of Vacancies:** An Officer may resign at any time. Any Officer position with the exception of President can be appointed by the Executive Council. A Vice President will fill in for President until Elections can be held.

**3.6 Powers and Duties:** The Officers are listed below. Each Officer, except for the President Treasurer and Secretary, is responsible for one or more committees.

**a. President:** Shall lead general and Executive Board meetings and act as agent for service in legal matters. The President may delegate meeting responsibilities, as necessary to the vice president or another officer. The President may delegate execution of documents and contracts. Serve as co-signer with Treasurer on checks of the Guild.

**b. Vice President of Events Programs:** The Vice President: In the absence of the President may conduct General Membership meetings and/or Executive Board meetings. The V.P. may assume the

responsibilities of President in the event the President cannot complete the term of elected office. May oversee the review of the Guild Bylaws as necessary. ~~Maintain a database of~~ Will work with committee members to plan and oversee proposed Guild activities, including, but not limited to: meeting topics, challenges, charity projects, and social events, ~~In conjunction with the President, plan and organize General Membership meetings and other events, including special events, guest speakers, workshops, and field trips.~~ Will serve as co-signer with Treasurer on checks of the Guild.

**c. Vice President of Education Membership:** The Vice President: In the absence of the President may conduct General Membership meetings and/or Executive Board meetings. The V.P. may assume the responsibilities of President in the event the President cannot complete the term of elected office. May oversee the review of the Guild Bylaws as necessary. ~~Maintain a database of~~ Will work with committee members to plan and oversee proposed Guild activities, including, but not limited to: ~~meeting topics, workshops, and guest speakers.~~ fundraising opportunities and events to increase membership. Will oversee the arrangements for monthly guild meetings, including securing the meeting space and supervising set-up and clean up. Will maintain or oversee maintenance of membership rolls. ~~In conjunction with the President, plan and organize General Membership meetings and other events, including special events, guest speakers, workshops, and field trips.~~ Will serve as co-signer with Treasurer on checks of the Guild.

**e. Secretary:** The Secretary shall record minutes during Executive Board meetings and General Membership meetings. ~~All recorded minutes must be approved by the members of the Board before they are published on the TMOG website.~~ Lead and facilitate meetings when the President and Vice President are unable to attend general meetings.

**f. Treasurer:** Maintain bookkeeping records of all funds. Disburse funds as authorized. Serve as co-signer with other authorized Officers on checks of the Guild. Make a financial statement available for the members provide a financial statement to the Executive Board. The treasurer is also responsible for filing or delegating all tax matters.

#### **Article IV: Executive Council**

**4.1 Members:** The Executive Council shall consist of the Officers of The Guild and all committee chairs.

**4.2 Powers:** As directed by these Bylaws, the Executive Council will be responsible for managing the business and affairs of The Guild.

**4.3 Meetings:** The Executive Council shall meet at least four times per year on a schedule that is agreed upon by the members. Changes to the meeting time or place must be announced 7 days in advance by either electronic communication or oral communication with the exception of emergencies. The Executive Council may invite other persons as guests to these meetings.

**4.4 Quorum:** At all meetings of the Executive Council, 50% of the 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.

**4.5 Voting:** A majority of the Executive Council members present at a meeting where the Quorum is met will constitute an affirmative vote.

**4.6 Electronic Meeting:** Executive Council members are allowed to electronically attend meetings.

#### **Article V: Committees**

**5.1 Committees:** Committees are created to assist the Executive Council in carrying out activities and responsibilities to The Guild. Any member can suggest committees and the Executive Council may officially create or dissolve a committee.

**5.2 Chairpersons and Members:** Any member of The Guild in good standing can belong to one or more committees at any one time. Chairpersons will be appointed by a member of the Executive Council.

**5.3 Chairperson Responsibilities:** The Committee Chairperson is responsible for the general supervision of the committee and its membership. The Committee Chairperson reports to its respective Executive Council officer. The Committee Chairperson is responsible for providing the President monthly reports of pertinent information and for notifying the Executive Council immediately of any concerns or issues.

**5.4 Term:** The Executive Council will determine the term for the Committee and Committee Chairperson.

**5.5 Resignation and Removal of Committee Chairpersons:** The Executive Council may remove a Committee Chairperson no longer in good member standing. In the event of removal or resignation, the Executive Council may appoint a replacement Committee Chairperson.

**5.6 Meetings:** Each Committee may meet as needed and set its own rules for quorums and voting.

**5.7 Financial Affairs:** Each committee will work with the Treasurer. At no time should the committee be considered to be independent of The Guild nor fail to submit money or expenses to the Treasurer.

**5.8 Standing Committees (may be included but not limited to):**

- a. Membership
- b. Fund Raising
- c. Communication/Technology
- d. Special Events
- e. Community Service **Quilts**
- f. Challenges, Swaps, & BOM
- g. Nominating
- h. Education

**Article VI: Execution of Documents**

**6.1 General:** The Executive Council will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.

**6.2 Contracts:** The Executive Council has the power to execute contracts on behalf of The Guild and to delegate such power to others on a case-by-case basis.

## **Article VII: Guild Funds**

**7.1 Bank Account:** All funds delivered to The Guild will be deposited in The Guild bank account. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of The Guild. A member of the Executive Council will be designated as the back up to the Treasurer.

**7.2 Treasurer Review Committee:** A Treasurer report will be given at each meeting.

**7.3: Budget Adoption:** Executive Council will approve a budget every 6 months for the first year of The Guild operation and on a yearly basis after that.

## **Article VIII: Indemnification and Insurance**

**8.1 Indemnification of Officers, Members, and Volunteers:** The Guild may purchase indemnity insurance as needed for Guild business.

**8.2 Insurance:** The Guild may purchase and maintain D&O insurance for any member of the Executive Council.

**8.3 Fidelity Bond:** The Guild may purchase and maintain a Fidelity Bond when non-profit status is achieved.

## **Article IX: Amendment**

**9.1 Amending the Bylaws:** The Executive Council may propose an amendment to these Bylaws at any time.

The proposed amendment must be electronically proposed via The Guild's website 2 weeks prior to a regular meeting. Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

## **Article X: Dissolution**

**10.1** In the event The Guild is dissolved, the money in The Guild's bank accounts will be used to purchase quilts for museums and historical societies and/or given to charity.

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