

**Amended Bylaws of
The Portland Modern Quilt Guild**

Article I. Organization

- 1.1 Name: The name of the organization shall be The Portland Modern Quilt Guild, also referred to as “the Guild” or “PMQG.”
- 1.2 The organization may at its pleasure by a vote of the membership change its name.

Article II. Principal Office

The registered office for the transaction of business by the Guild shall be located in the state of Oregon. The Board of Directors may at any time change the location of the registered office within Oregon. The Guild shall maintain a PO Box mailing address within the state of Oregon to conduct Guild business.

Article III. Purpose

- 3.1 The Guild shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purpose of the Guild shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).
- 3.2 The Guild’s primary purpose is to encourage modern quilters and quilt making by providing educational activities such as speakers and demonstrations, special interest workshops and lectures. PMQG supports and sponsors quilting activities such as community events that provide the opportunity to share the art and enjoyment of quilting. PMQG serves the community through charitable activities involving quilting.

Article IV. Members

- 4.1 Membership: Personal membership in PMQG is open to any person, regardless of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation or military status, who subscribes to the purposes of the Guild. Membership becomes valid with payment of dues and completion of a membership form. Membership termination shall occur upon failure to pay yearly dues.

- 4.2 Dues: The annual dues amount shall be determined by the Board of Directors (the "Board"). New members joining after July 1 of any calendar year will pay half rate for that year.
- 4.2 Guests: Guests may attend one (1) meeting free of charge and after that must pay \$5 per meeting.
- 4.3 Benefits of Membership: Members shall receive free admission to PMQG monthly meetings. Additional programs and workshops are subject to admission charges to the membership and guests.
- 4.4 Revocation of Membership: Membership may be revoked in cases of actions that (i) threaten the non-profit status of the Guild; (ii) are not in accordance with Guild Bylaws; (iii) violate policies established by the meeting or special event space host; or (iv) are unlawful. Membership may be terminated by the Board after giving the member at least 15 days' written notice by first class or certified mail of the termination and the reasons therefor. The member shall have the right to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board is final and may not be appealed.
- 4.5 Meetings: The Guild will hold a general meeting each month. The timing of the meeting will be determined by the Board.
- 4.6 Quorum and Voting: There shall be one class of members of the Guild. Each member in good standing receives one vote on Guild matters. Any decisions made by a vote of the general membership shall be made by a majority of the members present at a regular or special meeting, when all members have been notified by electronic means. Voting may also be conducted by verified electronic ballot. Those votes represented at a meeting or by verified electronic ballot shall constitute a quorum. No provision is made for absentee or proxy vote.

ARTICLE V. BOARD OF DIRECTORS

- 5.1 Officers. The Board of Directors shall be comprised of a minimum of five (5) and a maximum of fifteen (15) officers. The Board manages the affairs of the Guild. The officer positions are listed in Article VII, below.
- 5.2 Term and Election. The Board shall be elected by the majority of the members at the annual meeting of the members or by verified electronic ballot in October. The term of office for Directors shall be one (1) year. An officer may be reelected without limitation on the number of terms s/he may serve. Officers will make themselves available to the next year's Board in a

transitional capacity during January and February in the year following their service.

- 5.3 Removal: Any officer may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members.
- 5.4 Vacancies: Vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors then on the Board. In the event that the President does not fulfill his/her entire term, a Vice President will fill in as President until elections can be held.
- 5.5 Quorum and Action: A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board or, if no number is prescribed, a majority of the number in office immediately before the meeting began. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.
- 5.6 Regular Meetings: Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place or purpose of these meetings is required, except as otherwise provided in these Bylaws.
- 5.7 Special Meetings: Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director by telephone and/or electronic means not less than two days prior to the special meeting.
- 5.8 Actions by Consent: Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

ARTICLE VI. COMMITTEES

- 6.1 Committees and Positions: The Board of Directors may establish such committees and positions as it deems necessary and desirable to assist the Board in carrying out the activities and responsibilities of the Guild. Such committees may exercise the authority of the Board of Directors or may be advisory committees. Any member of the Guild in good standing can suggest

a committee and participate in one or more committees or positions at any one time. Committees and positions will be appointed by the Board and such committees and positions may be disbanded or changed by the Board at any time. A committee member, chairperson or position holder may resign at any time.

- 6.2 Committees and Positions Responsibilities: The committee chairperson or position is responsible for completing the tasks or responsibilities of the position or committee and/or the general supervision of the committee and its membership, to see that the tasks or responsibilities assigned are completed. Each committee and position is responsible for providing a Board member with timely reports of pertinent information and for immediately notifying the Board of any concerns or issues. Each Committee may meet as needed. The committee chairperson or position will work with the Treasurer regarding budgets and expenses.
- 6.3 Composition of Committees Exercising Board Functions: Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority vote of all Directors in office at that time.
- 6.4 Quorum and Action: A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.
- 6.5 Limitations on the Power of Committees: No committee may (i) authorize payment of a dividend or any part of the income or profit of the Guild to its Directors or Officers; (ii) approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Guild's assets; (iii) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or (iv) adopt, amend or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE VII. OFFICERS

- 7.1 Officers. The Guild shall have a President, one or more Vice-Presidents, a Secretary, a Treasurer, and one or more Programs Coordinators. They shall be elected by the membership in October and shall constitute the Executive Board of PMQG.
- 7.2 President. The President shall be the Chief Executive Officer of PMQG and shall preside at all general, special and Board meetings. The President shall be the official spokesperson for PMQG. The President shall instruct the

Secretary regarding the issuance of notices, minutes and general correspondence.

- 7.3 Vice President(s). The Vice President(s) shall serve as assistant to the President in all matters. The Vice President(s) shall perform such duties as requested by the President. In the absence of the President, the Vice President(s) shall conduct Guild meetings and/or Board meetings. In the event that the President cannot complete the term of office elected to, the Vice-President(s) will assume all duties and responsibilities of the office of President for the remainder of the term.
- 7.4 Secretary: The Secretary shall keep records of minutes and shall take care of general correspondence. The Secretary will conduct Guild meetings in the absence of the President and Vice-President(s).
- 7.5 Treasurer: The Treasurer shall have the care and custody of PMQG's funds, and shall arrange payment of all bills. The Treasurer is responsible for (i) maintenance of full and accurate accounts of all financial records of the Guild; (ii) deposit of all monies and other valuable effects in the name and to the credit of the Guild in such depositories as may be designated by the Board; (iii) disbursement of all funds when proper to do so; (iv) presentation of financial reports as to the financial conditions of the Guild to the Board; and (v) any other duties as may be prescribed by the Board. At the close of each fiscal year, the Treasurer shall coordinate with the incoming Treasurer to prepare the books for close and file the appropriate returns with the IRS, State of Oregon and Department of Justice no later than January 15th of the year following close.
- 7.6 Programs Coordinator(s): The Programs Coordinator(s) shall set the programs calendar for each meeting and the yearly workshop calendar with the approval of the Board. The Programs Coordinator(s) will obtain curriculum for each meeting and communicate with the Board to encourage a cohesive meeting agenda.

ARTICLE VIII. GUILD FINANCES

- 8.1 Fiscal Year: The fiscal year shall run from January 1 to December 31.
- 8.2 Authorized Signers: The President and Treasurer shall be authorized to sign checks for PMQG. The President, Treasurer and Programs Coordinator(s) may be issued debit cards.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

- 9.1 Indemnification: The Guild will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action,

suit, or other proceeding, by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the Guild or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Guild. No amendment to this Article that limits the Guild's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the latter of the effective date of the amendment or the date notice of the amendment is given to the person. The Guild shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

- 9.2 Insurance: The Guild may purchase indemnity insurance as needed for Guild business. The Guild may purchase and maintain D&O insurance for any member of the Board.

ARTICLE X. AMENDMENT

The Board may propose an amendment to these Bylaws at any time. The proposed amendment shall be provided to the membership via electronic means at least one (1) week prior to the date set for voting on the amendment. The amendment shall be affirmed by a majority of the membership present at a regular meeting or voting via electronic ballot.

ARTICLE XI. DISSOLUTION

In the event the Guild is dissolved, the money in the Guild's bank and other accounts will be distributed to organization(s) having a mission consistent with that of the Guild.

CERTIFICATION

The undersigned, being the duly elected and qualified Secretary of the Portland Modern Quilt Guild, hereby certifies that the foregoing Amended Bylaws of the Guild were duly adopted by the membership of the Guild effective October 12, 2017.

2017 PMQG Secretary:


Anne Matlak