

# **Bylaws of the Cabarrus Quilters Guild**

## **January 1, 2022**

### **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 creates and distributes comfort quilts to local non-profit organizations that serve the community.

### **Article III Membership**

Section 1: Membership:

- Membership is subject to the payment of dues. Each member is responsible for making a comfort quilt and selling raffle quilt tickets to remain in good standing. Membership will be granted to any person regardless of race, creed, color, sex or national origin, who is interested in the art of quilting.
- Members have access to the guild library, workshops, newsletter, and are encouraged to participate in board and committee roles.
- A junior membership is offered to any school age child under 18. All junior members under the age of 16 must be 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. 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: Comfort Quilts:

- Each member including junior members shall be responsible for one comfort quilt per year.

Section 4: Raffle Tickets:

- Each adult member shall be responsible for selling the minimum of number of raffle tickets.

**Article IV Officers**

Section 1: Officers:

- The Officers of the Guild shall be a President, Vice President, Secretary, and Treasurer. 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:

- This committee will serve to represent the membership of the Cabarrus Quilter's Guild through the election process by abiding by the guild's established nomination and election by-laws.

Section 3: Election of Officers:

- The Officers of the Guild shall be elected by a majority vote of a quorum of the membership in October. Newly elected Officers shall assume office beginning January 1<sup>st</sup> of the following year.

Section 4: Duties of Officers:

- President: Shall preside over all meetings, be an ex-officio member of all committees, and work collaboratively with the Vice President in managing the guild. The President shall appoint committee chairpersons as needed. The President shall have the power to sign checks on behalf of the Guild.
- Vice President: Shall work collaboratively with the President in managing the guild, take the place of the President in her/his absence or upon the President's resignation/removal from office, and manage the Guild's assets. 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 electronic copies of minutes.

- Treasurer: Shall set up a bank account, requiring only one signature of either the president, vice president, or treasurer. Collect all deposits and make payments on behalf of the guild. 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/support their successors as to the duties and expectations of their respective offices.

## **Article V Meeting**

### Section 1: Regular Meeting:

- The Guild will meet once a month unless otherwise notified. The Guild will follow the Cabarrus County School System for inclement weather cancelations. The members of the Guild shall meet at a time, date, and location determined by the Executive Board.

### Section 2: Annual Business Meeting:

- The January meeting shall be considered the annual business meeting.

### 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. Except in cases of emergency, a notice of at least three days shall be given. Notice may be oral (in person or by telephone) or written (including email).

### Section 4: Quorum:

- A quorum shall consist of 51% of members and must include at least 50% of the Executive Board Members.

## **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 President, Vice President, Secretary, Treasurer, Membership Chairperson, and Program Chairperson. Other Committee Chairpersons attend board meetings by invitation of the President as non-voting participants.

### Section 2: Limitations of Powers:

- Any single purchase exceeding \$100.00 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 a board meeting by the approval of the President or Vice President. Notice of attendance is to be given to the President or Vice President at least 24 hours in advance of the meeting. Such attending members may only participate in the meeting when called upon by the President or Vice President who will determine the procedure.

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 (President, Vice-President, Treasurer, Secretary), 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 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, hospitality, librarian, membership, newsletter, programs, public relations, 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: Duties of Committee Chairpersons:

- Activities Committee Chairperson
  - Organize various activities for guild members.
- Audit Committee Chairperson
  - Audit the Treasurer's accounts at the close of the fiscal year and report findings at the January Business meeting.
- Community Outreach Committee Chairperson
  - Coordinate the efforts of members in making charitable projects in and/or around Cabarrus County.
- Hospitality Committee Chairperson
  - Coordinate refreshments for the monthly guild meetings and send special occasion cards to members.
- Library Committee Chairperson
  - Create and maintain a practical and inspirational library collection for the membership's use.
- Membership Committee Chairperson
  - Maintain the membership list and greet members and guests at guild meetings.

- Newsletter Committee Chairperson
  - Ensure members receive timely information via the newsletter.
- Program Committee Chairperson
  - Ensure that quality speakers are scheduled to present a variety of programs and workshops to meet the needs of the guild.
- Public Relations Committee Chairperson
  - Build and maintain a positive public social media profile.
- Quilt Show Committee Chairperson
  - Organize and coordinate all aspects involved in the quilt show.
- Raffle Quilt Committee Chairperson
  - Coordinate the creation of a queen size or larger quilt to raise money for our Guild and Cabarrus Victims Assistance Network (CVAN).
- Website Committee Chairperson
  - Oversee the maintenance of the website and ensure information is current.

**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**

Section 1: Review:

- Bylaws shall be reviewed by a committee appointed by the president every two years.

Section 2: Amendment:

- 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:
  - An ownership or investment interest in any entity with which the Guild has a transaction or arrangement;
  - A compensation arrangement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement; or
  - 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:

- 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.

- 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.
  
- Procedures for Addressing the Conflict of Interest
  - 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.
  - 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.
  - 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.
  - 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.
  
- Violations of the Conflicts of Interest Policy
  - 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.
  - 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.