

BYLAWS of
PIECING PARTNERS QUILT GUILD, INC.

(Amendments approved May 2017)

A Federal 501c (4) Organization

ARTICLE 1 – NAME and OFFICES

- 1.1 The name of this organization shall be the Piecing Partners Quilt Guild, also referred to as the “Guild.”
- 1.2 The principal office of the Guild shall be located at P.O. Box 7572, Colorado Springs, Colorado 80933. The Board of Directors may change the principal place of business at any time. The Guild may also have offices at other places within Colorado as the Board of Directors may from time to time approve.

ARTICLE 2 - PURPOSE AND LIMITATIONS

- 2.1 The purpose of this Guild shall be to promote and exchange ideas on quilts and quilting in our community.
- 2.2 This Guild is not organized for personal profit. All activities of the Guild shall be conducted in such a manner so that no part of the net income benefits any individual member except that the Board of Directors may hire a member as a principal lecturer/teacher.
- 2.3 No substantial part of the activities of the Guild shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Guild shall not participate or intervene in any political campaign on the behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Guild shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.
- 2.4 In the event of dissolution, any and all properties owned by the Guild shall be distributed only to quilt related organizations that qualify as nonprofit under the Internal Revenue Service code, and the Board of Directors shall select the recipients.

ARTICLE 3 - MEMBERS

- 3.1 A member is one whose current dues are paid or waived. (See 6.1)
- 3.2 Membership shall not be restricted on the basis of race, color, nationality, sex, age, sexual orientation or religion.
- 3.3 Annual dues shall be payable in advance, on, or before January 31 each year. Any member owing the Guild any unpaid fees or fines shall not be allowed to renew membership until such fees or fines are paid in full.
- 3.4 Annual dues shall be established by the Board of Directors and submitted to the membership for approval by majority vote of the quorum. (See 4.2)

ARTICLE 4 - MEETINGS

- 4.1 A general meeting will be held monthly, except December, at a date and time set by the Board of Directors.
- 4.2 Quorum. The total number of members present at a general meeting shall constitute a quorum, and decisions by a quorum shall be binding.
- 4.3 The rules contained in “Robert’s Rules of Order: Simplified and Applied” shall govern meetings where they are not in conflict with the bylaws, standing rules, or other rules of the Guild.
- 4.4 Notice of Meetings. Notice of any meetings shall specify the time, place, and purpose of the meeting and shall be delivered, either personally, by mail, or electronically to all members. Notice for meetings shall be sent not less than 10 and not more than 30 days prior to the meeting.
- 4.5 Voting. All members in good standing shall have voting privileges. All acts and resolutions of the members shall be deemed adopted upon a favorable vote of a majority of the votes cast by members qualified to vote, in person at a general meeting.

ARTICLE 5 - ELECTIONS

- 5.1 The term of the Board of Directors shall be one year from January 1 through December 31.
- 5.2 Election of the Elected Officers (see 6.3.1) shall be every November and conducted as follows:
 - 5.2.1 The President with the following restriction shall appoint the Nominating Committee: Members of the Nominating Committee shall understand that they are not eligible for nomination as Elected Officers.
 - 5.2.2 The Nominating Committee Chairperson shall be appointed by August to select a complete slate of Elected Officers candidates.
 - 5.2.3 The slate of Elected Officer candidates will be presented to the Guild membership through publication in the October newsletter and at the October general meeting.
 - 5.2.4 Additional nominations may be made from the floor with the written consent of the nominee.
 - 5.2.5 Election of the Elected Officers will be held at the November meeting, after the slate has been presented and nominations from the floor have been closed.
 - 5.2.6 Voting shall be by ballot or acclamation.

ARTICLE 6 - DIRECTORS AND DUTIES

- 6.1 Directors. The Guild shall have a Board of Directors consisting of at least three members. Directors shall not be required to be resident of Colorado, but directors shall be members of the Guild to serve. Directors shall serve a term of one year or until their successors are elected and qualify. Dues are waived for Elected Officers in their term of office.
- 6.2 Vacancies. Vacancies on the Board of Directors may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining directors at any meeting of the Board of Directors. A vacancy created by an increase in the number of directors may be filled for a term of office continuing only until the next election of directors.
- 6.3 Board of Directors Positions
 - 6.3.1 Elected officers: President, First Vice President, Second Vice President, Treasurer, Secretary, Membership Chairperson, Hospitality Chairperson, and Newsletter Editor.
 - 6.3.2 Appointed Officers: Corresponding Secretary and Parliamentarian and such other directors as the Board of Directors shall deem desirable. The President shall be solely responsible for said appointments with Board approval.
 - 6.3.3 Chairpersons of standing committees.
- 6.4 Powers and Duties of the Directors. The Board of Directors shall have control and general management of the affairs, property, and business of the Guild and, subject to these Bylaws, may adopt such rules and regulations as the Board of Directors may deem proper. The Board may authorize expenditures in excess of budgeted amounts. Powers of the Board shall include but not be limited to the appointment and removal of officers of the Guild specified in these Bylaws.
- 6.6 The President shall:
 - a. Preside over the general and Board meetings.
 - b. Coordinate relationships between committees.
 - c. Appoint chairperson of standing committees and special committees.
 - d. Be an ex-officio member of all committees except the Nominating Committee.
 - e. Prepare monthly agenda; supply copy for Secretary.
 - f. Be authorized to write checks on all accounts.
 - g. Oversee, on a monthly basis all functions of the treasury.
 - h. Perform such other duties as may be required or directed by the Board of Directors.
 - i. Prepare a written annual report and provide a copy to the Secretary and Newsletter Editor.
 - j. Transfer records of office to successor as soon as possible, but no later than the December Board meeting.
- 6.7 The First Vice President shall:
 - a. Perform duties of the President in the President's absence, together with the Second Vice President.
 - b. Arrange for Guild meeting speakers, workshops and ongoing education programs for the current year.
 - c. Be responsible for all contractual matters between the Guild and speakers/teachers, including verification that all copyright laws are protected.
 - d. Present list of proposed programs and workshops at the January meeting.

- e. Plan special activities.
 - f. Notify facilities liaison of cancelled meetings or any change of schedule involving the use of meeting facilities.
 - g. Oversee mechanics of workshop registrations and operations for the current year. Collect associated fees and submit to Treasurer.
 - h. Perform such other duties as may be required or directed by the Board of Directors.
 - i. Prepare a written annual report and provide a copy to the President, Secretary, and Newsletter Editor.
 - j. Transfer records of office to successor as soon as possible, but no later than the December Board meeting.
- 6.8 The Second Vice President shall:
- a. Perform duties of the President in the President's and the First Vice President's absence.
 - b. Arrange for Guild meeting speakers, workshops and ongoing education programs for the next year(s) with the approval of the Board of Directors for future speakers and workshops.
 - c. Survey members' desires for programs and workshops.
 - d. Assist the First Vice President in workshop registrations for the current year during Guild meetings and collecting associated fees.
 - e. Perform such other duties as may be required or directed by the Board of Directors.
 - f. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor.
 - g. Transfer records of office to successor as soon as possible, but no later than the December Board meeting.
- 6.9 The Secretary shall:
- a. Record the proceedings of all meetings of the Guild and Board of Directors and supply a copy of minutes to Newsletter Editor and President in a timely manner.
 - b. Maintain a copy of the most current Bylaws and Standing Rules in permanent records.
 - c. Maintain a file of letters from authors, designers, and publishers granting permission for use of their copyrighted materials.
 - d. Conduct correspondence of the Guild.
 - e. Keep a permanent record and be custodian of all minutes of the Board of Directors and general membership meetings.
 - f. Maintain a copy of each Guild newsletter during the Secretary's term of office and give to Historian at end of each year.
 - g. Perform such other duties as may be required or directed by the Board of Directors.
 - h. Prepare a written annual report and provide a copy to the President and Newsletter Editor in a timely manner.
 - i. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.
- 6.10 The Treasurer shall:
- a. Record and maintain financial transactions, records and filings of the Guild.
 - b. Chair the Budget Committee and present the budget to membership at the February general meeting.
 - c. Prepare annual detailed financial statement by December 31 and present it to the Board of Directors at their January meeting.
 - d. Coordinate with membership and program chairpersons all activities associated with fees and dues.
 - e. Provide Account Balances Report (monthly) and Summary of Income and Expense Report (quarterly) for Newsletter and Secretary's files.
 - f. Be responsible for acquisition and yearly maintenance of the Guild insurance coverage, including certificates of insurance and binders for special events.
 - g. Perform such other duties as may be required or directed by the Board of Directors.
 - h. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.
 - i. The Treasury records will be reviewed each December by the Treasurer, President, incoming President and a general member. The results of this review will be presented at the January Board meeting.
 - j. The monthly bank statement will be reviewed and documented in the monthly Board minutes by the President each month.

- 6.11 The Hospitality Chairperson(s) shall:
- a. Have a system for generating hosts/hostesses from the membership, arranging for the members to fulfill their responsibility to serve as a host/hostess once during the year.
 - b. Purchase supplies for refreshments as needed, and present Treasurer with receipts for reimbursement.
 - c. Remind hosts/hostesses each month of their date to serve.
 - d. Orient and assist the hosts/hostesses each month with their duties.
 - e. Perform such other duties as may be required or directed by the Board of Directors.
 - f. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor.
 - g. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.
- 6.12 The Newsletter Editor shall:
- a. Be responsible for coordination of writing, publishing, and distributing the monthly newsletter, seeking information from the Board of Directors and others as needed.
 - b. Distribute newsletter not less than 10 days prior to a general meeting.
 - c. Prepare and distribute special notices when necessary.
 - d. Keep regular and electronic mailing lists for newsletter distribution up to date as supplied by membership committee chairperson.
 - e. Submit bills to Treasurer each month following publication of newsletter and keep records of expenditures.
 - f. Keep a file of all newsletters and information concerning publication of the newsletter during their term(s).
 - g. Perform such other duties as may be required or directed by the Board of Directors.
 - h. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor.
 - i. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.
- 6.13 The Membership Chairperson shall:
- a. Collect dues for members and fees for guests.
 - b. Provide name tags at meetings for new members and guests.
 - c. Prepare an annual directory, nametags and membership cards to be available at the February General Meeting. An update to the Directory shall be distributed in July.
 - d. Provide Secretary, Newsletter Editor and Sunshine Chair with list of new members each month.
 - e. Perform such other duties as may be required or directed by the Board of Directors.
 - f. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor.
 - g. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.
- 6.14 The Parliamentarian shall:
- a. Furnish parliamentary procedure information to the members upon request.
 - b. Attend the Board of Directors meetings in an advisory capacity.
 - c. Keep Bylaws and Standing Rules current for reference.
 - d. Maintain a copy of the Guild Charter.
 - e. Be responsible for ensuring that Bylaw changes are recorded with the appropriate State office.
 - f. Forward proposed Bylaws or Standing Rules amendments to the Newsletter Editor for publication.
 - g. Forward Bylaws and Standing Rules changes to membership chairman for inclusion in roster.
 - h. Perform such other duties as may be required or directed by the Board of Directors.
 - i. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor.
 - j. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

ARTICLE 7 - NEGOTIABLE INSTRUMENTS

- 7.1 Signature of checks, etc. All checks, drafts, notes, or other obligations or orders for the payment of money shall be signed in the name of the Guild by the officers and persons that the Board of Directors may from time to time designate by resolution and payment of money in excess of \$500.00 be signed in the name of the Guild by the President and Treasurer

- 7.2 No Guild Board member, nor Guild regular member shall write and sign a check to him/herself from any Guild bank account.
- 7.3 Signature of contracts: All contracts must be signed by the President and the appropriate chairperson/officer.

ARTICLE 8 - CHANGES OF ARTICLES, BYLAWS, AND STANDING RULES

- 8.1 Articles of Incorporation. The Articles of Incorporation may be amended by resolution of the Board of Directors and submission to a meeting of the members where it is approved by a vote of 2/3 of the members present at the meeting. A resolution to amend may also be submitted to the members on a request of one-tenth of the members entitled to vote on the resolution. A copy of the changes must be submitted to the State.
 - 8.2 Any proposed changes to the Bylaws shall be:
 - a. Made in writing to the Board of Directors one month prior to a general meeting.
 - b. The proposed changes shall be published in the newsletter and will then be voted on at the next general meeting. Approval of a change in Bylaws must be made by 2/3 votes of the members present.
 - c. Any proposed change to the Standing Rules shall be proposed as a motion at a general membership meeting and approved by a simple majority vote.
 - d. Any change of the Bylaws and Standing Rules would necessitate the retyping of the respective text, which shall be distributed to the members.
-