

## **COURTHOUSE QUILTERS 2013 BYLAWS, Amended 2016**

### **Article I: Name**

This non-profit, 501(c)(3), quilt Guild shall be called **Courthouse Quilters**.

### **Article II: Purpose**

The purpose of this Guild is to preserve and promote the tradition and history of quilting; to foster fellowship among interested persons in all aspects of quilting; to sponsor and support educational quilting activities; to encourage quilt making and collecting; to promote the appreciation of quilting throughout the community; and to support charitable activities.

### **Article III: Membership**

#### **Section 1.**

- a. Membership of this Guild is open to all individuals interested in the art of quilt making.
- b. All members shall pay annual dues, as established by the Board, at a rate set by a majority vote at a regularly scheduled meeting.
- b. Current Members are those individuals who pay annual dues (see Standing Rules #1.)
- c. Each current member is entitled to one vote on any issue presented to the general membership.

### **Article IV: Finances**

#### **Section 1.** Guidelines for the guild's finances are as follows:

- a. Annual dues are paid, by members, to the membership chairperson by the first meeting of a calendar year and will be pro-rated semi-annually for new members only. Dues are not refundable.
- b. The Board may adjust annual dues to meet the operating expenses of the Guild with approval by a majority vote at a regularly scheduled meeting.
- c. Applications for Grants to benefit the Guild must adhere to the guidelines set forth in Standing Rules (see Standing Rules #2.e.)

### **Article V: Officers**

#### **Section 1.** Six elected officers will comprise the Executive Board of this Guild and will be:

President  
First Vice President  
Second Vice President  
Recording Secretary  
Corresponding Secretary  
Treasurer

**Section 2.** Officers will be elected by a majority vote of Current Members in attendance at the November meeting. Officers will take office at the end of the December meeting for a term of two years or until successors are elected and duly qualify. All officers except the Second Vice President are elected in even numbered years. The Second Vice President is elected in odd numbered years. As a one-time only measure, in order to initiate the change,

the current Vice President will hold over as First Vice President for a one year term ending in December of 2017. In December of 2016, we will elect a Second Vice President who will take over as First Vice President in 2017. We will elect a new Second Vice President in 2017 who will take over as First Vice President in 2018.

**Section 3.** No Elected Officer shall serve more than two consecutive years in any one position. As a one-time only measure the current Vice President will hold over as First Vice President for a one year term ending in December of 2017. All Elected Officers shall serve without compensation of any form. Unexpired terms shall be filled to their expiration date through appointment by the Executive Committee, with the approval of the Board, with the exception of the President. If the President is unable to complete the term, the Vice President shall assume the presidency for the remainder of the term. A new Vice President will be elected by special election. Fulfilling the remainder of a term in this manner will not disqualify a member from running for a full two year term for the same office in a subsequent election.

**Section 4.** These Elected Officers, Chairpersons of Standing Committees, Chairpersons of Ad Hoc committees and immediate Past President shall serve as the Board. Chairperson vacancies on the Board caused by any reason will be filled by a majority vote of the remaining Board members.

**Section 5. Duties of Elected Officers** (see Standing Rules #3-7.)

**Section 6.** No person shall hold more than one office, committee chairmanship, or any such combination except as noted in Standing Rules (see Standing Rules #8.)

**Section 7. Removal of Officers**

The entire Board or any individual Officer may be removed from office with just cause, at any time, if approved by a two-thirds vote at a regularly scheduled or duly called meeting. Just cause can be (but is not limited to), misuse of Guild funds, misrepresenting the Guild within the community or not performing his/her duties in a proper or satisfactory manner. Any Officer whose removal has been proposed shall be given the opportunity to be heard before a vote is taken at the meeting considering their removal.

**Article VI: Standing Committee Chairpersons**

Chairpersons shall be approved or replaced by the President upon the advice and majority vote of the Board and shall become members of the Board with the exception of the Nominating Committee.

**Section 1.** Each Committee Chairperson should follow the guidelines for their committee. These guidelines are passed down to each Committee Chairperson by their successors. Committee guidelines may be revised by the Committee Chairperson with approval by the Board, on an as-needed basis.

It is the responsibility of each Committee Chairperson to submit their committee report to the Newsletter Chairperson by the due date set by the Newsletter Committee, for inclusion in the next monthly newsletter (see Standing Rules #17.c.)

Guild members are encouraged to volunteer to serve on any Standing Committee listed below.

**Section 2. Standing Committees** will be:

- Charity/Community Outreach
- Circulation

Door Prize  
Historian  
Hospitality  
Library  
License  
Membership  
Newsletter  
Program  
Publicity  
Quilt Show  
Raffle Quilt  
Special Events  
Web Presence

Ad Hoc Committees:

- a. The Board shall ask membership for volunteers for Ad Hoc Committees to serve the best interest and special needs of the Guild.
- b. Committee Chairpersons shall serve the length of the project.

### **Section 3. Duties of Committee Chairpersons** (see Standing Rules #9-23.)

#### **Article VII: Annual Elections**

**Section 1.** The Nominating Committee is an Ad Hoc Committee selected in an election year, by the Membership, and confirmed by a majority vote at a regularly scheduled meeting. The Nominating Committee will be established no later than March of that year.

- a. The Nominating Committee will advise the membership of all open positions, via the Guild newsletter, immediately following their appointment.
- b. They shall prepare a slate of nominees for all Elected Officers to be presented to the membership at the October meeting. They may select up to three nominees for each position and must obtain the consent of each nominee prior to their announcement.
- c. Additional nominations from the floor will be entertained at the October meeting.
- d. The Nominating Committee shall prepare paper ballots and be responsible for the tally of votes at the November meeting.
- e. The final slate of nominees and the election will be announced to all Members via the Newsletter prior to the November meeting.
- f. There will be no ballots by proxy.

#### **Section 2. Election of Officers**

- a. The Election of Officers shall be at the November meeting.
- b. Election shall be by majority vote.
- c. Election results will be announced at the election meeting and will be reported in the Newsletter prior to the December meeting.

#### **Section 3. Installation of Elected Officers**

- a. Installation of Elected Officers shall be held during the December meeting of the appropriate year for each term.
- b. The term of office begins after said December meeting.

#### **Article VIII: Meetings**

Meetings of the Guild will be held on the second Sunday of each month, unless otherwise decided by the Board (see Standing Rules #24.) All current Members present at a general or duly called meeting shall constitute a quorum. Matters brought before the membership shall be decided by a majority vote; except as noted in the Bylaws.

#### **Article IX: Guests**

- a. Guests shall be welcome at our meetings for a nominal guest fee as determined by the Board (see Standing Rule #24.) At a meeting where we have a national speaker the guest fee may be increased for that meeting.
- b. Guest admission will be limited to two times per year, per person.
- c. Fee may be waived by the Board for special events.

#### **Article X: Board Meetings**

Board meetings will be held monthly. The time and place of the meetings will be set at the discretion of the Executive Board and will be announced in the newsletter. All Members of the Guild are invited to attend any or all Board meetings, but only Board Members will be allowed to vote.

- a. The Board may also meet quarterly in special session provided all members have been sufficiently notified prior to the meeting.
- b. The December and/or January meeting may be a joint meeting of newly elected and outgoing Officers and Committee Chairpersons.
- c. At least ten Board Members shall constitute a quorum for the transaction of business. All matters brought before the Board will be decided by a majority vote, providing a quorum is met, except as noted in the Bylaws.
- d. During emergency situations – such as snowstorms or important Quilt Show years – when the entire Board cannot be contacted or does not have the opportunity to meet prior to a decision, five members of the Board may make a decision in the best interest of the guild. All Board Members will be notified of such a decision as soon as possible.

#### **Article XI: Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Guild may adopt.

#### **Article XII: Indemnification**

The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law. No trustee or officer of the corporation shall be personally liable to the corporation for damages for breach of any duty owed to the corporation, except for liabilities arising from any breach of duty based upon an act or omission (1) in breach of the duty of loyalty to the corporation, (2) not in good faith or involving a knowing violation of law or (3) resulting in receipt by such trustee or officer of an improper personal benefit. Neither the amendment or repeal of this Article XII, nor the adoption of any provision which is inconsistent with this Article XII, shall eliminate or reduce the protection offered by the Article XII to a trustee or officer of the corporation (or other corporate agent) in respect to any matter which occurred, or any cause of action, suit or claim which but for this Article XII would have accrued or arisen, prior to such amendment, repeal or adoption.

#### **Article XIII: Dissolution**

- a. The corporation shall be dissolved in the following two-step process. The Board of the corporation must first, by a two-thirds vote of the Board at a meeting where a quorum exists, make a recommendation that the corporation be dissolved.
- b. Notice of a vote on dissolution must then be made to the complete membership, in the two (2) newsletters mailed prior to the members' meeting at which the vote is to be taken. Dissolution may be made by a two-thirds vote at a regularly scheduled, or duly called meeting.
- c. Upon the dissolution the assets of the corporation shall be distributed as follows:  
In the event of dissolution of this corporation, its assets shall be distributable only to organizations which enjoy exempt status in accordance with the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law.)

**Article XIV: Review & Amendments to the Bylaws**

- a. Amendment to or revision of these Bylaws may be made by a two-thirds vote at a regularly scheduled or duly called meeting.
- b. Notice must be made in the two (2) newsletters mailed prior to the members' meeting at which the vote is to be taken. A detailed overview of all major or controversial changes to the bylaws must be contained in such notice. Prior to the vote, a complete copy of the proposed amendment or revised bylaws must be made available to each member.
- c. Bylaws shall be reviewed every four years. The next scheduled review shall be during the calendar year 2017.

The preceding Bylaws, incorporating changes, were reviewed and passed by a majority vote at a regularly scheduled meeting on October 16, 2016.

**(To Be Distributed with Proposed Bylaws and Standing Rules)**

**PROVISO RELATING TO TRANSITION:**

The establishment of a Circulation Committee, License Committee and Special Events Committee will become effective as of January 2014 in order to give the current Board time to recruit appropriate Chairpersons.