

COURTHOUSE QUILTERS

2013 BYLAWS, Amended 2018, Amended 2021, Amended 2023

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. For new members who join during the show membership dues extend from the show through the following calendar year.
- c. 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.
- d. Applications for Grants to benefit the Guild must adhere to the guidelines set forth in Standing Rules (see Standing Rules #2.e.)
- e. The guild must adhere to an annual budget, voted on and approved by the board each January.

Article V: Officers

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

President
First Vice President
Second Vice President
Treasurer
Secretary

Section 2. Officers will be elected by a majority vote of Current Members attending the November meeting. Officers will take office at the end of the December meeting for a term of two years. President, Treasurer, and Secretary officers are elected in even numbered years. Second vice president is elected every year, because the current Second Vice President moves into the First Vice President position without an election.

Section 3. No Elected Officer shall serve more than two consecutive years in any one position. All Elected Officers shall serve without compensation of any form, with the exception of a single vice president who attends a workshop in official capacity, for whom the workshop fee is waived. 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 First Vice President shall assume the presidency for the remainder of the term, and the Second Vice President shall assume the duties of the First Vice President. A new Second 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 and Chairpersons of Standing Committees serve as the Board. Ad Hoc Committee Chairpersons are not members of 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 #3-6.)

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 #7.)

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 of the current membership 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.

Section 1. Each Committee Chairperson should follow the guidelines for their committee. These guidelines are passed down to each Committee Chairperson by their predecessors. Committee guidelines may be revised by the Committee Chairperson with approval by the Board, on an as-needed basis. Any revisions to the committee's standing rules or procedures should be reported to the board.

All chairpersons are up for renewal at the end of each two-year term to encourage rotation of service.

Section 2. Duties of Committee Chairpersons (see Standing Rules #8-18.)

Section 3. Duties of Ad Hoc Committee Chairpersons (see Standing Rules #19-22).

Article VII: Annual Elections

Section 1. The Nominating Committee is an Ad Hoc Committee nominated in an election year by the Membership, and confirmed by a majority vote of the board at a regularly scheduled meeting. The Nominating Committee will be established no later than March of that year. See Standing Rules #20. Proxy voting is allowed for election of officers and bylaws changes. Voting rules will reflect New Jersey State rules. The nominating committee position is a two-year position, covering the elections of all officers including the 2nd Vice President.

Section 2. Election of Officers

- a. The Election of Officers shall be at the November meeting.
- b. Election shall be by majority vote of the current membership that is present.
- c. Election results will be announced at the election meeting and will be reported in the Newsletter/President's Bulletin 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 a regularly scheduled Sunday of each month, unless otherwise decided by the Board (see Standing Rules #23.) A quorum is defined as 2/3 of the current membership. Matters concerning the bylaws require a quorum. All other matters require 51% of the members present.

Article IX: Guests

- a. Guests shall be welcome at our meetings for a nominal guest fee as determined by the Board (see Standing Rule #23.) 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 person, before the person must become a member.
- c. Fee may be waived by the Board for special events.
- d. While children are not normally present, if a member incidentally brings a child to a meeting the child must remain in the care of the parent at all times.

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/President's Bulletin or by email. All Members of the Guild may attend any or all Board meetings, but only Board Members will be allowed to vote.

- a. The Board may also meet 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. Only current office holders can vote.

- c. At least seven 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. Only current board members have a vote. If a member chairs more than one committee she/he gets one vote. If two people co-chair a committee, together they can cast one vote.
- 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.

The guild will carry liability insurance for its officers.

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) Newsletter/President's Bulletins sent prior to the members' meeting at which the vote is to be taken. Dissolution may be made by a two-thirds vote of the current membership 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 that 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 2/3 vote of the current membership at a regularly scheduled or duly called meeting.
- b. Notice must be made in the two (2) Newsletter/President's Bulletins sent 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 or as needed. The next scheduled review shall be during the calendar year 2027.

The preceding Bylaws, incorporating changes, were reviewed and passed by a 2/3 vote at a regularly scheduled meeting on October 15, 2023.