

BY-LAWS OF THE BROOKLYN QUILTERS' GUILD

Article 1: Name, Purpose, and Relate Matters

1a. Name: The name of this corporation is The Brooklyn Quilters' Guild, Inc.

1b. Purpose: The purpose of the Brooklyn Quilters' Guild is to provide a community open to quilters of all levels of skill and experience; promote greater fellowship among quilters and people interested in quilts; make and distribute quilts and related items to people in need; provide educational opportunities for quilters; and generally promote the art of quilting and the appreciation of the art of quilting.

1c. Non-profit status: The Guild is formed as a non-profit corporation within the meaning of Section 501(C) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. All officers shall serve without compensation. At no time will the Guild, its officers or committees act in a way that jeopardizes the Guild's status as a tax-exempt non-profit.

1d. Fiscal Year. The fiscal year of the Guild begins on September 1 and ends on August 31.

1e. Registered Agent and Office. The Guild will maintain a mailing address within the state of New York and shall have a registered agent with a mailing address within the State of New York.

Article 2: Membership

Membership is open to all who agree with the purposes and objectives of the Guild.

A copy of the Guild by-Laws will be made available to all members.

A member in good standing may attend meetings and may vote in elections and on all issues subject to approval of the membership. Members also receive newsletters and have priority above non-members where limited space is available for any Guild activity.

Guild members may serve on committees at the discretion of the Board. Committees are open to all members, except that a current or immediate past Treasurer may not serve on the audit committee.

Guests may attend general membership meetings upon payment of a per-meeting fee to be set from time to time by the Board with the approval of the membership.

A member whose conduct is disruptive, jeopardizes the Guild's non-profit status, or creates potential liability may be removed by a vote of two-thirds of the general membership.

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Article 3: Dues

Annual dues in an amount proposed by the Board and voted on by the membership shall be paid by September. The Board may decide at its discretion to reduce the member fee for new members after October. Former members who want to renew after October may renew at the annual dues rate.

Members who have not paid the dues by the October meeting will be dropped from the membership roster and newsletter mailing list. A member who has been dropped for failure to pay dues shall be reinstated upon payment of dues.

Article 4: Board

The Board shall consist of all elected officers and the chairpersons of standing committees or their representatives. Board meetings shall be called by the President and shall be held immediately before General Membership meetings, or at such time and place as deemed necessary by the President or Co-Presidents. Meetings shall also be called at the request of two officers. A quorum shall consist of two-thirds of Board members.

Minutes of all Board meetings shall be kept.

The Board's duties include planning activities for the Guild, presenting a proposed budget for membership approval each year; overseeing and conducting all Guild financial matters; resolving grievances; conducting regular reviews of the by-laws; establishing rules and policies as needed; and seeing to it that all actions are taken that may be necessary to maintain the Guild's non-profit status and further the Guild's purposes.

The oversight of financial matters includes but is not limited to: entering into contracts; executing legal documents; maintaining liability insurance for the Guild and its officers;; engaging teachers, accountants, bookkeepers, attorneys, computer professionals, and any professional help that may be necessary to insure that the Guild's financial and membership records are kept in good order, its non-profit status is maintained, and its affairs are conducted in accordance with its purposes; approving expenditures within budget categories; approving emergency and other non-budgeted expenditures as needed, except that any substantial non-budgeted expenditure or expenditure that exceeds the budgeted amount by more than 10% is subject to ratification by the General Membership at its next meeting.

Article 5: Officers

5a. Elected Officers: The elected officers shall consist of a President or Co-Presidents, Vice President or Co-Vice-Presidents, Treasurer, Secretary, and Membership Secretary.

5b. Duties of Elected Officers:

- 1. President:** Represents the Guild; presides over general membership meetings and board meetings in an orderly, efficient and courteous manner; appoints committees as

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necessary to carry out the Guild's business; attends committee meetings as his/her discretion as a non-voting member, voting only in case of a tie; works closely with the officers for the Guild's benefit; establishes and distributes an agenda for board meetings; is a signatory on checking accounts; assures that an annual audit of the Guild's books is conducted by an external auditor and that all other actions are taken that may be necessary to maintain the Guild's non-profit status.

Co-President: When there are co-presidents, they shall determine between themselves the division of labor.

- 2. Vice-President:** Is responsible for guild programs, solicits input from Guild members on subjects for programs, and assumes the duties of the president when the president is absent.

Co-Vice President: When there are co-vice-presidents, they shall determine between themselves the division of labor.

- 3. Treasurer:** Keeps or causes to be kept regular records of all Guild financial business and transactions; maintains receipts for all Guild income and expenses; prepares or causes to be prepared detailed, itemized financial statements each month, to be presented to the Executive Board monthly and to the general membership quarterly; is a signatory on Guild checking accounts; supervises all Guild financial transactions; presents a proposed budget at the April Board and General Membership meetings and sees to the publication of the approved budget on the website.
- 4. Secretary:** Takes minutes at Board meetings and maintains a record of minutes accessible to the General Membership; completes and distributes minutes and facilitates publication of minutes on the website; conducts and maintains records of Guild correspondence.
- 5. Membership Chair:** Chairs the Membership Committee; welcomes new and returning members to meetings, maintains accurate records of Guild membership, and publishes an annual directory of Guild members. To ensure privacy, responds to requests from individual Guild members to omit their information from the directory distributed to Guild members.

Co-Membership Chair: When there are co-membership chairs, they shall determine between themselves the division of labor.

5c. Qualifications: Except for the initial year of the Guild's existence, a candidate for elected office shall have been an active member of the Guild for one year.

5d. Term Limits: Officers shall be elected to serve a term of two years, from September 1 through August 31, and may be re-elected for a second term. No person may serve more than two consecutive terms on the Board in any elected office. After serving two consecutive terms as an elected officer, a member is ineligible to serve as an elected officer for two years. In

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calculating eligibility, a partial term of less than one year shall not count towards the limit, but a partial term of one year or more shall be counted as a full term.

5e. Election of Officers: Officers shall be nominated in May. Nominations shall be posted in the June newsletter, and officers shall be elected in June at the general membership meeting.

Article 6: Nominating Committee: In March of all odd-numbered years the Board shall designate a Nominating Committee consisting of two board members and three Guild members who are not on the Board. The Nominating Committee shall identify qualified candidates for all open elected offices, provide potential candidates with a written list of duties, and at the May Board meeting shall present to the President(s) a slate of qualified candidates who have agreed to serve. At the May membership meeting, the slate shall be presented to the membership, and additional nominations may be made from the floor. The slate shall be listed in the June newsletter. The members of the Guild shall vote for officers at the June meeting. The Nominating Committee is responsible for conducting the election.

Vacancies on the Board occurring between elections may be filled by the Board with the approval of the membership at the next general membership meeting.

Article 7: Voting:

7a. Voting for Officers:

Elections are conducted at the June meeting by secret written ballot. Ballots are to be sent to voting members with the June newsletter, and may be returned either by mail in time to be received by the date of the June Meeting or in person at the June meeting. The nominating committee shall establish procedures to insure that each member votes once and only once, and that a record is kept of who has submitted a ballot, and shall be responsible for counting the ballots and publishing the results.

7b: Quorum

Election of officers is by simple majority of those voting in the election.

7c: Other Issues Subject to Vote by the Membership:

The General Membership must approve of the annual budget at its June meeting and must ratify emergency expenditures or expenditures by the Board that exceed budgeted amounts by more than 10%.

The General Membership can remove individual members by a vote of two-thirds of those present and voting and can remove an elected officer who has acted in dereliction of duty by a majority vote of those present and voting.

Article 8: Removal of Officers

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Officers who do not fulfill their duties as defined in these by-laws or by applicable law may be removed from office by a majority vote of the membership present and voting at a duly announced meeting.

Article 9: Meetings

The Annual Meeting shall be held in June of Each year.

Regular General Membership Meetings shall be held once a month from September through June.

Members may submit agenda items for General Membership meetings by communicating with the President or other elected officer, attending a board meeting; or raising the item at a general meeting. Items raised from the floor at a general meeting may be tabled to the following month's meeting if the presiding officer deems it necessary to afford adequate notice to members.

Special meetings may be called by the President, two officers, or 10% of the membership. Written notice shall be given to all members of the date, time, place, and purpose of the special meeting at least one week in advance of the meeting date.

Article 10: Committees

Committees shall be established to support the Guild's purposes and assist the Board in carrying out its duties. All committees are subject to the Board's supervision.

Standing Committees shall include:

Membership, to be chaired by the Membership Chair(s); Newsletter/Communications; Block of the Month; Hospitality; Vendors; Website, Audit, and any other committee deemed necessary by the Board.

The Board may establish any *ad hoc* committees it deems necessary from time to time, and members may submit proposals to the Board for *ad hoc* committees.

The Board shall designate members and shall establish and revise tasks and procedures for committees as it deems necessary, and has oversight over all standing and *ad hoc* committees.

Article 11: Parliamentary Authority: The current edition of *Robert's Rules of Order* shall be the parliamentary authority for any procedural issue not covered by the by-laws or specific procedural rules adopted by the Guild.

Article 12: By-Laws Review and Amendments: Each June, the Board shall conduct an informal by-laws review, and if any discrepancy is found between the by-laws and actions taken

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in the preceding year the Board shall act promptly to correct any actions in conflict with the by-laws or to amend the by-laws if appropriate.

Every five years, the Board shall cause a thorough review of the by-laws to be conducted.

By-laws may be amended by a two-thirds vote of the votes cast at any general or special meeting of the Guild, provided that the proposed amendment or amendments has been distributed to all voting members with the meeting notice.

A copy of the by-laws shall be made available to all voting members. A copy of the by-laws as revised shall be made available to all members after any amendments.

These by-laws shall take effect immediately upon their adoption. Any amendments will be effective immediately upon being approved by the membership.

Article 13: Dissolution: If this organization is ever dissolved, the Executive Board will see that all funds remaining in the treasury after payment of presented bills, and any other assets held by the Guild, shall be distributed to charitable and educational organizations in the community, with preference given to tax-exempt organizations in Brooklyn.

SCHEDULE of BY-LAW SPECIFIED DATES

- September General Meeting: Membership fees due.
- October General Meeting: Members who have not paid their dues will be dropped from roster, website, mailing lists.
- November 30. End of Guild's Tax Year. Treasurer can then submit financials to our accountant for our annual filing. (This helps maintain our non-profit status.)
- March Board Meeting: In odd-numbered years, Board designates a nominating committee for upcoming Board officers.
- April General Membership: Treasurer presents a proposed budget to membership.
- May. Proposed budget published on website.
- May Board Meeting: Nominating committee presents Board nominations to presidents.
- May General Meeting: Board nominations presented to membership; additional nominations accepted from floor.
- June Board meeting: Informal by-laws review annually, with a thorough review every fifth year.
- June Newsletter: Proposed Board slate published with ballot.
- June General Meeting: Annual meeting. Board elections. Approval of proposed annual budget.