

# THE PENINSULA MODERN QUILT GUILD BY-LAWS

Drafted: April 5, 2014

## I. BACKGROUND

- A. Name and Location.** The name of this organization shall be the Peninsula Modern Quilt Guild, also referred to as “the PMQG” and “the Guild.” The Guild’s home is the greater Peninsula area of Virginia.
- B. Affiliation.** The Guild is an affiliate member of the Modern Quilt Guild Inc., also referred to as “MQG”. Through a group exemption with the Modern Quilt Guild Inc., the Guild is a 501(c)(3) tax-exempt organization.
- C. Purpose.** Within the scope of these purposes the Guild is organized and operated to:
- Develop and encourage the art of modern quilting;
  - Work with other guilds and groups with a similar purpose;
  - Encourage new quilters and other fiber artists from all backgrounds to explore modern quilting;
  - Offer educational opportunities to members and the greater community through classes, workshops and sharing of information; and,
  - Support and provide opportunity for “charity” or other works that give back to the community through the use of modern quilting skills.
- The assets and property of the Guild are hereby pledged for use in performing its exempt purpose.

## II. ORGANIZATIONAL STRUCTURE OF THE PMQG

Individuals may participate in the PMQG through membership and by serving on the board of directors or as an elected officer or on a Guild committee. Guests are welcome to try Guild activities before joining as a member.

- A. Requirements to be exempt as an Organization described in section 501(c)(3) of the Internal Revenue Code**
- 1. Qualification.** The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - 2. Dispensation of Earnings.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section A(1) and in Article I, Section C of this constitution.
  - 3. Dissolution.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- B. Members and Guests.** Members are considered in good standing as long as their dues are current

1. **General Members.** General membership is open to any person regardless of race or color, sexual orientation, religion, national origin, age, gender, marital status, or disability, who agrees to the purpose of the Guild, submits the Guild membership form, and pays dues. Members who have received a scholarship shall be considered to have paid their dues. General members are eligible for office and committee positions. General members are entitled to the following:
    - a. Entry to all general meetings at no additional cost;
    - b. First opportunity to register for special events (special events may require additional costs, such as those associated with hiring a professional instructor or purchasing supplies);
    - c. Access to the Guild membership roster, with the understanding that the roster will not be used for commercial gain or fraudulent purpose;
    - d. Voting rights in Guild officer elections, motions, polls, and by-law amendments.
  2. **Junior Members.** Members aged 13 to 17 years are considered junior members. Junior members shall pay 50% of the regular dues amount. Junior members shall have all the privileges of general members, except junior members may not hold an elected office. Junior members may, however, serve on committees.
  3. **Student Members.** Members who are enrolled in a local college at least half time (6 credit hours) and who provide school-issued identification are considered student members. Student members shall receive a \$5 discount off the regular dues amount. Student members shall have all the privileges of general members.
  4. **Members not in good standing.** Members not in good standing may not vote in elections, run for office, serve on the Board of Directors, or join committees, and may not participate in service projects, sewing challenges, swaps or MQG-sponsored activities.
    - a. A member not in good standing will be returned to good standing upon the member's reversal of the actions which caused him/her to lose his good standing. E.g. if a member lost good standing due to failure to complete a service project or return the materials, the member shall be returned to good standing when the service project has been completed or the materials have been returned.
  5. **Revocation of Membership.** Membership may be revoked in cases of actions that threaten the charitable status of the Guild, or as determined by the Board of Directors. Dues will not be refunded.
  6. **Guests.** Guests may attend up to two general meetings in a calendar year at no cost, but are expected to pay dues and become general members upon attending a third Guild general meeting in one calendar year. If space permits, guests may register for special events at a cost determined by the Guild officers. Guests may not vote in Guild officer elections, polls or Guild business, and are not eligible to participate in MQG-sponsored activities.
- C. Elected Officers.** Elected officers manage the financial and business procedures of the Guild. The elected offices are President, Vice President, Secretary, and Treasurer.
1. **President.** The President shall:
    - a. Establish the vision and programming for the Guild for the calendar year;
    - b. Create and dissolve all committees needed to execute the Guild program of educational, service, and networking activities;
    - c. Oversee all activities necessary for the Guild to function, such as setting agendas and securing locations for general meetings and organizing special events;
    - d. Contribute to writing and communication through the Guild social media site(s);
    - e. Supervise and control the affairs of the Guild and shall exercise such supervisory powers as may be given by the Board;
    - f. Preside at all board meetings;
    - g. Serve as an ex-officio member of all standing committees, unless otherwise provided by the Board or these Bylaws;

- h. Set the agenda for each meeting of the Board; and,
  - i. ; to cause the appointment of agents of the Guild as the proper conduct of operations may require; to remove or suspend any agent; and in general to exercise all the powers usually appertaining to the office of president of a Guild, except as otherwise provided by law, the Certificate of Formation or these Bylaws.
  - j. Cast a second vote for any vote taken by the Board of Directors which results in a tie.
- 2. Vice-President.** The Vice President shall:
- a. Serve as assistant to the President in all matters;
  - b. Contribute to writing and communication through the Guild social media site(s); and,
  - c. Have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President or the Board of Directors.
- 3. Secretary.** The Secretary shall:
- a. Give all notices in accordance with these Bylaws or as required by law;
  - b. Take or ensure that someone takes minutes of all meetings of the committees and Board, and shall keep true copies of all minutes as part of the corporate records;
  - c. Maintain custody of the records;
  - d. Keep a record of the names and addresses of each Director and officer of the Organization;
  - e. Perform all duties incident to the office of Secretary;
  - f. Shall record the Guild's activities and accomplishments for the year.
- 4. Treasurer.** The Treasurer shall be the chief accounting and financial officer of the Guild and shall:
- a. Collect yearly dues and payments for special events;
  - b. Have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Guild;
  - c. Supervise the accounting and auditing practices of the Guild and shall have charge of all matters relating to taxation;
  - d. Shall pay all invoices and debts, and sign checks with the President or Vice-President as co-signers, for any amount over \$100;
  - e. Lead the review of the Guild finances at the end of the fiscal year; and,
  - f. Shall contribute to writing and communication through the Guild social media site(s).
- 5. Term.** Elected Officers shall hold a one year term from January 1<sup>st</sup> to December 31<sup>st</sup>. The President and Vice President may run for two consecutive terms in the same position, after which they may not hold that position for a one year period. This does not prevent an individual from holding a different elected position the year following the two year term limit, and there are no cumulative term limits across positions.
- As 2014 is a partial year the inaugural Officers' first term will officially begin January 1, 2015.
- 6. Duties of Officers.** Officers will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Guild. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Guild or another person that were prepared or presented by a variety of persons, including officers and employees of the Guild, professional advisors, or experts such as accountants or attorneys. An officer is not relying in good faith if the officer has knowledge concerning a matter in question that renders reliance unwarranted.
- D. Board of Directors.** The board of directors shall include the Elected Officers and a minimum of two (2) additional members appointed by the Officers. The appointed Members of the Board support the Officers by serving as committee chair people and providing advice as requested.

1. **Appointment.** Appointed Board Members shall be appointed by the Officers on or before January 1st.
2. **Term.** Appointed Board Members shall hold a one year term from January 1<sup>st</sup> to December 31<sup>st</sup>. Board members may be re-appointed indefinitely.
3. **Committee Chairs.** Each appointed Board Member shall chair at least one committee, as appointed by the Officers.
4. **Duties of Directors.** Appointed Board Members will perform their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Guild. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the performance of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Guild or another person that were prepared or presented by a variety of persons, including officers and employees of the Guild, professional advisors, or experts such as accountants or attorneys. A board member is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted.

- E. Committees.** Committees are created by the Elected Officers for the purpose of executing Guild program activities. All Guild members in good standing may join one or multiple committees, so long as they maintain their membership in the Guild and can fulfill all required tasks. New committees may be suggested by any member.
- The appointed committee chairperson is responsible for providing reports of all committee activities to the President. Reports may include project progress, sign-ups, due dates, and budgets to the officers. Upon leaving the post of committee chairperson all information, books, and data must be given to the President.

### III. EDUCATIONAL, SERVICE, AND NETWORKING ACTIVITIES OF THE PMQG

The Guild fulfills its mission to support and encourage the growth and development of modern quilting by providing opportunities for education, service, and networking in the form of general meetings, special events and sewing challenges, social media, and community service activities.

- A. General Meetings.** The Guild shall hold monthly general meetings and notify all members of the meeting schedule through email and/or publication on the Guild social media site(s). All members and guests are required to record their attendance at each general meeting with the Secretary. The agenda for general meetings shall be determined by the President. The President may choose to substitute a special event for the general meeting in any month. General meetings will follow Robert's Rules of Order.
- B. Special Events & MQG-Sponsored Sewing Challenges.** The President may elect to hold special events and participate in MQG-sponsored sewing challenges during the year. Registration may be required when a fee is necessary or admission is limited. Members in good standing are given first opportunity to register for special events. Guests may be allowed to register for special events as space permits and at the discretion of the President; however, members who are not in good standing and Guests may not participate in MQG-sponsored sewing challenges. Fees and registration requirements for special events and MQG-sponsored challenges will be described in email invitations and on the Guild social media site(s). If a member accepts materials for service projects and does not submit a completed product or return the materials within the required timeframe, then the member shall fall out of good standing and will no longer be able to participate

in service projects. If a member accepts materials for MQG-sponsored challenges and does not submit a completed project, then the member will be required to sit out the next challenge.

- C. Social Media.** The Guild officers and/or board members shall manage and maintain social media site(s) to inform members of Guild activities. All members may submit content for social media sites.
- D. Community Service Activities.** At least one meeting a year will be devoted to a service project directed by the President or Charity Coordinator.

#### **IV. FINANCIAL AND BUSINESS PROCEDURES OF THE PMQG**

The Guild shall collect dues and provide a system for the election of officers to oversee the execution of the mission of the PMQG. See appendix for graphical representation of guild financial and business procedures.

##### **A. Member Dues and Financial Management.**

- 1. Member Dues.** Dues are collected from members to meet the operational needs decided upon by the Guild officers. If the amount for member dues must be changed, the Guild officers shall propose an increase or decrease in dues for the upcoming year and hold a membership vote during the October meeting.

Scholarships are available upon request and will be approved by the Board on an individual basis. Scholarships will consist of a waiving of full or partial dues. Scholarship recipients are considered paid guild members with full benefits of membership. A scholarship recipient who falls from good standing will be required to reapply for the scholarship once good standing has been restored.

Annual dues for all members are due by the November General Meeting; if dues are not paid by November 30<sup>th</sup> membership will be terminated. Members joining on or after May 1<sup>st</sup> will pay half the yearly amount. Dues will not be refunded or prorated for members terminating membership mid-year.

- 2. Financial Management.** The fiscal year is January 1st through December 31st. A yearly audit of the Guild's finances will be conducted by the Elected Officers, led by the President and organized by the Treasurer. The Treasurer shall reconcile and prepare the accounts for review no later than February 28th. Upon completion, a copy of the financial review will be made available to the membership.
  - 3. Additional Expenditures.** Any expenditure not included in the budget must be voted upon and approved by the officers.
  - 4. Guild Dissolution.** In the event of Guild dissolution, all funds and goods owned by the Guild shall be donated to a non-profit organization(s) determined by majority vote of the membership. Any member may propose a non-profit organization to receive funds and goods, barring a conflict of interest.
- B. Voting and Elections.** Election of officers will be overseen by an Election Officiate. All members who meet officer eligibility requirements may be placed on the election ballot for any office. Votes for the election of officers shall be collected by the Election Officiate via an online voting service. Notice of an upcoming vote must be given to members via email a minimum of ten (10) days before the vote is scheduled to open. Invitations to vote will be sent via email to each member, using a link specifically tied to the member's email address. It is the responsibility of each member to provide the Guild with an accurate email address in order to receive such notices and invitations to vote. The vote will remain open for seven (7) days, to include a weekend, after the invitations are sent. Members may abstain from any question on the ballot.

The Electoral Officer will notify membership of the entire slate within 48 hours of the October meeting. Any member who wants to add their name to the slate must do so within one calendar week of the October meeting by notifying the Electoral Officer

If an unopposed slate occurs by the October Meeting and no one comes forward within one calendar week of the meeting, then that slate of officers will be elected by acclamation at November's meeting.

1. **Election Officiate.** The election officiate will be appointed by the board of directors for one full year beginning September 1<sup>st</sup>, and may not run for an elected position during that year. The Election Officiate shall collect the names of all members wanting to be placed on the ballot and submit them to the President no later than October 1. The election officiate will then prepare the ballot for the November election.
2. **Officer Eligibility Requirements.** All general members in good standing who have been active in the Guild for at least one year are eligible for officer election. Junior members and guests are not eligible to hold office.
3. **Office Terms and Transfer of Responsibilities.** After November elections, terms in office begin January 1st and end December 31st of the following year. The President and Vice President are subject to a two-term limit. Upon leaving their post, all outgoing officers must submit all information, books, and data to the newly appointed officers.
4. **Line of Succession.** In the event the President resigns or is removed from office, the Vice President shall assume leadership of all activities necessary for the Guild to function. In this case, the time the Vice President serves as Acting President does not count toward the two term limit for the Presidency. Should the Vice President resign or be removed from Acting President, the line of succession moves to the Secretary, followed by the Treasurer.
5. **Member at Large.** A Member at Large shall be appointed by the Board. This member will serve as a temporary substitute in the event an officer must resign office before the current terms ends, until such time as a permanent replacement is elected.
6. **Officer Removal.** Two-thirds of board members must vote to remove any elected officer(s) or appointed board members. This vote will be conducted via an online voting service by the election officiate.
7. **Resignation.** Any Board Member may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.
8. **Board Members' Compensation.** Board Members will not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Guild, as long as a majority of disinterested Board Members approve the reimbursement. The Guild shall not loan money or property to, or guarantee the obligation of, any Board Member.

#### **C. Meetings of the Board of Directors**

1. **Notice of Meeting.** At least five (5) days' written notice must be given to all Directors of any regular or special meeting of the Board of Directors. Notice of meetings may be given by electronic transmission (i.e., e-mail) if all directors individually and collectively consent in writing. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to a meeting not properly called.
2. **Place of Meeting.** Meetings of the Board of Directors will be held at such places as determined by the Board of Directors or as specified or fixed in the respective notices or waivers of notice.
3. **Regular & Special Meetings.** The Board of Directors will hold at least one meeting a year. Regular meetings of the Board of Directors will be held at such times and places as may be selected from time to time by resolution adopted by the Board and communicated by written notice

to all directors. Except as otherwise provided by law, by the Certificate of Formation, or by these Bylaws, any and all business may be transacted at any regular meeting.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Board Members. A person or persons authorized to call special meetings of the Board of Directors may select any place within the Virginia Peninsula area as the place for holding a special meeting. Meetings may also be conducted via internet video conferencing. The person calling a special meeting will notify the Secretary of the information required to be included in the notice of the meeting. The Secretary will give notice to the Board Members as required in the Bylaws.

**4. Quorum and Manner of Acting.** A majority of the number of Board Members then in office will constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board Members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Board Members present may adjourn and reconvene the meeting one time without further notice. In case of a tie in voting on any manner, the President has a tie-breaking vote.

**A. Written Consent of Board Members.** Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by the number of Board Members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted, as the case may be. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such consent shall have the same force and effect as a vote at a meeting where such Board Members were present and voted, and may be stated as such in any document.

**B. Electronic Meetings.** Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by the Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of the Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to these By-laws shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

## **V. OPERATIONS**

**A. Contracts.** The Elected Officers may authorize any agent or agents, of the Guild to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

**B. Records.** The Guild will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Guild will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Guild.

**C. Invalid Provisions.** If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

**VI. PMQG BY-LAW AMENDMENT**

The Guild By-Laws must be posted on the Guild’s social media site(s). Any member may propose an amendment to the By-Laws. Amendments shall be made by majority vote using an online voting service, and take effect upon the date approved.

The Guild By-Laws must be reviewed by the membership during the November general meeting to ensure they still hold relevance to support the activities and purpose of the Guild.

**VII. CERTIFICATION**

The undersigned, being the duly elected and qualified Secretary of the Guild, hereby certifies that the foregoing initial By-Laws of the Guild were duly adopted by the Board of Directors of the Guild effective June 12, 2014.

**APPENDIX. SCHEDULE OF FINANCIAL AND BUSINESS PROCEDURES OF THE PMQG**

January	February	March	April	May	June	July	August	September	October	November	December	
Members pay full dues →				→ New members pay prorated dues						Members pay full dues		
Guests may not attend more than 2 meetings.												
Officer terms begin New Board members appointed Fiscal year begins	Vote to approve new budget Taxes Due Feb. 28								Membership expires (end of month)	Guild Elections Annual dues collected	Officer term ends DUE: MQG Dues MQG membership expires Fiscal year ends	