

LADYBUG QUILT GUILD BYLAWS  
(As amended May 1, 2016)

ARTICLE I      Name of Organization

The name of this organization shall be the Ladybug Quilt Guild, hereinafter referred to as the Guild.

ARTICLE II      Authorization

The Guild was originally chartered by the National Quilting Association, Inc (NQA), in April 1979. The Guild was registered in 1984 as a 501(c)(3) nonprofit educational organization as described in Subsection 509(a)(2) of the Internal Revenue Code of 1976. After the NQA organization dissolution in December 2015, the Guild became an independent nonprofit organization.

ARTICLE III      Mission

The goals of the Guild are to bring together people interested in quilts and quilting to promote the art, craft, and legacy of quilting, encouraging high standards through education, preservation, and philanthropic endeavors.

ARTICLE IV      Members

- Section 1      The Guild shall consist of any person who has paid their dues for the current calendar year.
- Section 2      Lifetime memberships shall be awarded at the discretion of the Executive Board and such members shall not be charged for dues.
- Section 3      Visitors shall be charged a \$5.00 fee at programs involving a paid speaker. If the visitor joins the Guild at the same meeting for which they have paid a fee, said fee will be applied to the yearly dues.

ARTICLE V      Dues

- Section 1      Changes in Guild dues shall be recommended by the Executive Board and voted on by the general membership and shall not be assessed for the purpose of building a treasury.
- Section 2      Guild dues are to be used for administration costs of the Guild, such as (but not limited to) speakers, postage, office supplies, newsletter publishing, and fundraising expenses.
- Section 3      Annual dues are due no later than the January meeting each year.
- Section 4      Annual dues may be prorated starting July 1.

ARTICLE VI Officers

- Section 1 Officers of the Guild shall be: President, President Elect, Program Chair, Program Chair Elect, Secretary, and Treasurer.
- Section 2 The Executive Board shall consist of the elected officers of the Guild and the immediate Past President, have fiduciary oversight over all Guild monies, approve the annual Guild budget, and make recommendations to the membership. Guild expenditures exceeding 20% of the budgeted amount will require Executive Board approval.
- Section 3 Officers shall serve without compensation. Expenses may be reimbursed with the approval of the Executive Board.
- Section 4 The President shall serve a one-year term. The President shall preside at all meetings and shall perform such duties as required under the Bylaws of the Guild and Robert's Rules of Order. The President shall appoint an independent party to conduct an annual review of the Guild accounts. The President may delegate responsibilities. The President is an ex officio member of all committees and will become the Past President after serving the one-year term.
- Section 5 The President Elect shall serve a one-year term, then one year as President. The President Elect shall perform all duties of the President in the absence or inability of the President to so perform.
- Section 6 The Program Chair shall serve a one-year term. The Program Chair, along with the Program Chair Elect, shall be responsible for arranging programs and workshops for monthly meetings.
- Section 7 The Program Chair Elect shall serve a one-year term, followed by one year as Program Chair. The Program Chair Elect, along with the Program Chair, shall be responsible for arranging programs and workshops for monthly meetings. The Program Chair Elect shall perform all duties of the Program Chair in the absence or inability of the Program Chair to perform.
- Section 8 The Secretary shall serve a two-year term. The Secretary shall work closely with the President and be responsible for Guild correspondence. The Secretary shall also be responsible for taking minutes at all Guild and Executive Board meetings and at any other special meetings where business is discussed. The Secretary shall provide a copy of the meeting minutes to the Newsletter Editor for inclusion in the Newsletter. Executive Board and special meeting minutes will be referenced in the minutes of the Guild meeting and filed with the monthly minutes.
- Section 9 The Treasurer shall serve a two-year term. The Treasurer shall be responsible for receiving and disbursing all Guild monies. At each business meeting, the Treasurer shall make or delegate the making of a report to the membership, listing the beginning balance, income, expenses, and ending balance of Guild accounts for the preceding month. This report will be approved by the membership subject to audit and will be printed in the newsletter. The Treasurer shall provide to the Executive Board a running total of expenses for each committee at every Executive Board meeting.

The Treasurer shall be responsible for the creation of a yearly budget, based on requests from the various committees. This budget shall be reviewed and recommended to the membership by the Executive Board each year. The Treasurer shall be responsible for the tax papers required of the Guild. A professional tax person may be hired on a temporary basis for this purpose once a year at tax reporting time, if necessary. The Treasurer shall submit a year-end report to the membership at the first Guild meeting following the fiscal year end, which is June 30.

Section 10      Vacancies  
If a vacancy occurs among the officers (other than President or Program Chair), a replacement will be appointed by the Executive Board to serve the remainder of the term.

In the event of a vacancy in the office of President, the President Elect will succeed and serve the remainder of the President's term before serving the elected term as President. A member who is appointed to the position of President Elect by the Executive Board will not automatically serve as President the following year. In this case, the position of President Elect will be included in the normal election process. The same process will apply for replacement of the Program Chair with the Program Chair Elect.

Section 11      Removal of Officer  
Any elected officer may be removed from office by a 2/3 vote of the members present at the regular or special meeting. The Executive Board must receive in writing the proposal to remove an officer from their position. The proposal to remove an officer can be made by a member of the Executive Board or by a member of the Guild. The Executive Board must notify the membership of the proposal at least one week prior to the next scheduled regular meeting or special meeting at which the membership will vote on the proposal.

## ARTICLE VII    Meetings

Section 1      Meetings of the general membership shall be held monthly following a published schedule.

Section 2      In the event it becomes necessary to change a meeting, the membership must be notified at least one week in advance of the date the meeting is to be held. In addition, the Guild will follow the Newark Senior Center (or current meeting location) for cancellations and closings due to inclement weather. If a meeting is cancelled due to weather, members will receive an email, or phone call when email is not available, by 2 p.m. on the day of the meeting.

Section 3      Special meetings may be called by the President or by petition of one-half of the membership. All members must be notified of such special meeting at least one week in advance of the date that the meeting is to be held.

Section 4      Special meetings and workshops are encouraged and should be held as often as programs can be developed. All members must be notified of such meetings or workshops through the Guild newsletter or at least one week in advance of the event.

Section 5      For purposes of conducting business, at least one-fourth of the current membership must be present. A motion is carried by the affirmative vote of a simple majority present.

Section 6 A meeting of the Executive Board and Committee Chairs shall be held at least twice a year.

#### ARTICLE VIII Programs

Section 1 Programs should be in some way related to quiltmaking. However, members may offer unrelated programs when there is sufficient interest.

Section 2 The entire membership of the Guild should be encouraged to participate in programs as instructors, speakers, reports, etc., as well as students or recipients.

Section 3 The membership is encouraged to bring “show and tell” to meetings and to share their quilt-related experiences with other members. Members are encouraged to share news of quilt-related events happening anywhere.

Section 4 Only members who have registered and paid for a workshop may participate in that workshop. When there are still openings in a workshop after all members have been given an opportunity to register, registration may be opened to the public. Workshop registration fees are waived for the Program Chair (or the Program Chair Elect in the absence of the Program Chair).

Section 5 Registration for workshops shall be in writing and paid for at the time of registration. The instructor may limit the number of registrations, and refunds will be made only when that number has been exceeded. Registrations are transferable only when there is no waiting list.

Section 6 The Guild should in some way endeavor to be involved in at least one quilt show every five years. If it is not possible for the Guild to sponsor a quilt show, then members should volunteer their services to a quilt show somewhere else in order to continue gaining expertise in this area.

#### ARTICLE IX Committees

Section 1 Ad hoc committees may be established at the discretion of the President. The scope of the committee shall be determined at the time of establishment and not extend beyond the term of the appointing President.

Section 2 The Executive Board may establish additional Standing Committees on an as-needed basis.

Section 3 The Historian shall be responsible for maintaining a history of the Guild, including minutes of the meetings, quilt show programs, newspaper clippings, snapshot albums, and any other items of interest.

Section 4 The Hospitality Committee shall be responsible for greeting people at the door, providing information, maintaining attendance records, making guests feel welcome, and obtaining door prizes.

Section 5 The Library Committee shall be responsible for maintaining the Guild lending library. A current list of books in the library shall be available to members on the web site.

- Section 6           The Membership Committee shall be responsible for collecting annual dues and accounting for same to the Treasurer. The Committee shall maintain a list of current members and shall publish that list following the January meeting each year. This committee will see that a membership packet is made available for new members. The Membership Committee will report the names and contact information of new members and updates on current members to the Newsletter Editor for inclusion in the newsletter.
- Section 7           The Newsletter Editor shall be responsible for the creation and distribution of the Guild Newsletter to all Guild members and other recipients as specified by the Membership Committee. The Newsletter or meeting reminder shall be sent to the Membership at least one week prior to the scheduled meeting.
- Section 8           The Nominating Committee shall be established no later than January of each election year and shall consist of three members, one of which shall be the immediate Past President. The slate of candidates will be announced two months prior to the election. Voting shall be by a simple majority at the designated meeting. Terms of office shall commence with the July meeting. Serving on the Nominating Committee does not preclude a member from being nominated to office.

#### ARTICLE X      General Membership Meeting

The agenda at the monthly meetings should include:

- Call to order
- Welcome of guests and new members
- Approval of previous meeting's minutes
- Treasurer's Report
- President's Report
- Committee Reports
- Old business
- New business
- Program
- Show and Tell
- Door prizes, raffle and any special drawings
- Adjournment

The President may modify the order of the agenda when it would result in a more orderly meeting.

#### ARTICLE XI     Amending the Bylaws

Notice of a proposed amendment to these Bylaws shall be given to each member at least one week prior to the meeting at which the proposed amendment is to be introduced. The proposed amendment shall be presented at two meetings and may be adopted by a two-thirds vote of the members present following the second presentation, provided at least two weeks has elapsed between the first and second meetings and a minimum of one-fourth of the membership is in attendance.

#### ARTICLE XII    Dissolution

- Section 1           The Guild may be dissolved by a two-thirds vote of the entire membership provided that a motion to dissolve has been submitted in writing to the membership at least one week in advance of the meeting.

- Section 2           The Executive Board, upon dissolution of the Guild, shall pay or make provision for payments of all liabilities of the Guild.
- Section 3           In the event of dissolution, the Executive Board, if possible, shall dispose of all assets of the organization exclusively for the purposes of charitable, educational, religious, or scientific organizations provided they qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1976.

ARTICLE XIII   Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the meetings of this organization in all cases in which they are consistent with these Bylaws.

ARTICLE XIV   Commercial Solicitations and Use of Guild Membership List

To maintain the Guild focus on quilting and quilting-related matters and to protect the privacy of our members, non-quilting-related commercial/business solicitations will not be permitted at the general monthly meetings. The guild membership list is provided for member personal use only.