

# **Bylaws of the Chicago Modern Quilt Guild**

## **Article 1. Name**

The name of this organization shall be Chicago Modern Quilt Guild, hereinafter referred to as The Guild.

## **Article 2. Purpose**

Section 1. The Guild is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The mission of the guild is to provide a community based on common interests, building friendships, sharing inspiration and educating each other which is focused on modern quilting.

Section 2. No part of the net earnings of the Guild shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Guild 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 the purpose clause hereof. No substantial part of the activities of The Guild shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Guild shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, The Guild shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any further federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **Article 3. Membership**

Section 1. Notwithstanding the terminology used, membership in this organization is not restricted on the basis of sex, race, religion, age, creed, national origin, political affiliation, sexual orientation, gender identity, or physical handicap.

Section 2. Membership shall be established by the payment of annual dues.

Section 3. Members in good standing are entitled to one vote each in any general or special election that they are present for. Members in good standing who have been guild members for one year or more are also entitled to run for office.

Section 4. Prospective members are allowed to attend one meeting free of charge, and a guest fee for the second meeting of \$5. A prospective member must join The Guild after these two introductory meetings in order to continue attending.

Section 5. Member in good standing is the status assigned to a member of the guild when he or she is currently a paid member of the guild and meets the following requirements. Being a Member in good standing affirms the Member's commitment to the mission of the guild. It is expected that members in good standing will work collaboratively to strengthen the guild and will not engage in any activities that put the guild in financial or structural jeopardy, nor engage in any activities that will bring discredit to the guild. If the officers determine that a member has lost their good standing status, the officers can remove the member from the guild by a majority vote.

#### **Article 4. Officers**

The officers of The Guild shall be: President, Vice President, Secretary, and Treasurer. Additional Board positions shall be: Program Committee Chair, Program Chair – Special Events, **Social Media and Communications** Officer, and Membership Chair.

Section 1. All officers shall serve a term of 1 year and may be re-elected for that office or another office except where prohibited.

Section 2. All officers are required to attend **75%** of required Board meetings or that officer's position will be declared vacant.

Section 3. Any officer may resign by giving written notice to the Board, which will then take effect upon acceptance by the Board. The remaining officers shall choose the new officer who shall serve until the next election.

Section 4. Any individual member of the Board or the entire Board may be removed from office by a two-thirds vote of the Guild membership in attendance at a duly called meeting.

Section 5. In the event the president is unable to complete the term, the vice president shall assume the presidency for the remainder of the term.

Section 6. Past presidents are honorary, non-voting members of the board and will be invited to all board meetings.

#### **Article 5. Duties of Officers**

Section 1. The President shall:

- a. arrange for and schedule a meeting place for the Board of Directors meetings and general monthly membership meetings;
- b. promote discussion during all meetings;
- c. anticipate areas of concern for The Guild;
- d. oversee the execution of The Guild's purpose;

- e. conduct Board of Director and membership meetings;
- f. be authorized to sign Guild checks;
- g. serve for a one year term to be succeeded by the Vice President and may not be re-elected as President the following year.

Section 2. The Vice President shall:

- a. conduct meetings in the President's absence;
- b. assist the President in all Guild functions;
- c. assume the role of President after the President's term is complete;
- d. run the guild elections.

Section 3. The Secretary shall:

- a. record and keep the minutes of the Board of Directors meetings;
- b. summarize the events and announcements from each general membership meeting for a meeting recap to be published on the blog;
- c. monitor the guild's general email account and forward or reply to email as appropriate;
- d. help the Social Media and Communications Officer with social media tasks as needed.

Section 4. The Treasurer shall:

- a. establish a checking account in the name of Chicago Modern Quilt Guild;
- b. pay all expenses incurred by the Board of Directors while acting on behalf of The Guild;
- c. pay only Board-approved expense vouchers from Guild members;
- d. be authorized to sign Guild checks;
- e. provide a quarterly report of current Guild finances to the Board of Directors;
- f. receive all monies received at Guild meetings from members and promptly deposit them in The Guild's bank account;

- g. gather projected expenses from board members mid-year to establish The Guild's budget for the following year.

Section 5. The Program Committee Chair shall:

- a. Meet with the program committee to determine a calendar of events for upcoming meetings and events;
- b. further interest and education in quilting;
- c. oversee subcommittees related to programs, such as challenges and swaps, charity work, and sew ins as determined by the Board of Directors.

Section 6. The Program – Special Events Chair shall:

- a. organize and attend retreats and workshops including
  - i. managing the lottery and notifying attendees and waitlist of their status.
  - ii. transfer all related monies to the Treasurer.
  - iii. receive payment for retreats and workshops from the Treasurer and make payment to providers.
  - iv. coordinate with Program Chairperson, Charity subcommittee and any other necessary board members to plan retreat activities ie: swaps, community building activities and charity projects.
  - v. Scheduling and placing the deposit for future events;
- b. appoint a guild representative to attend any retreat or workshop at which they are unable to be present.

Section 7. The Social Media and Communications Officer shall:

- a. manage and maintain the blog and blogging platform, edit and publish posts and Guild content, and respond to comments left on the blog via email;
- b. manage and maintain the following accounts (including but not limited to): Facebook, Instagram, Twitter, Pinterest, Bloglovin', JotForms, Flickr, Zazzle;
- c. broadcast all blog posts and events across social media accounts, and respond to inquiries or messages received through social media accounts;
- d. manage and maintain the Community Forums on the Modern Quilt Guild site, and create Events posts for meetings, potlucks, sew-ins, etc.

Section 8. The Membership Chair shall:

- a. maintain a membership list;

- b. record attendance at monthly meetings;
- c. welcome guests and maintain guest list;
- d. collect dues and process memberships including issuing membership cards;
- e. maintain membership on the Modern Quilt Guild forum or other online forum or social media;
- f. transfer all dues, guest fees and other related monies to the treasurer.

## **Article 6. Dues**

Membership dues shall be set in such amounts as is determined by the Governing Board. Annual individual dues are payable on or before the **November** meeting.

## **Article 7. Meetings**

Section 1. General membership meetings will be held monthly at a time and place determined by the Governing Board.

Section 2. The President may call special meetings of the members and written notice shall be posted via social media to the members at least five days prior to the date of the meeting.

Section 3. The President and/or the Governing Board may postpone or cancel general membership meetings at their discretion.

Section 4. Regular meetings of the Board of Directors shall be as needed and called by the Board. A quorum shall consist of a majority of all members of the Board.

Section 5. The President may call a special meeting of the Board of Directors as needed. Board members shall be notified at least 5 days prior to the date of the meeting.

## **Article 8. Elections**

Section 1. The election of officers shall take place at the annual meeting, to be held in March of each year. New officers shall assume their duties at the April Guild meeting.

Section 2. Individuals who are interested in running for office shall submit notice in writing to the Vice President of the guild at least 37 days prior to the election. Candidates for office shall be made known to the general membership at least 30 days prior to the election by the Vice President of the guild. All other committee members of The Guild shall be volunteers or appointed by the Board of Directors.

Section 3. In the event there is only one nomination for each office, a ballot may be cast by acclamation. Voting shall be conducted by secret ballot when there is more than one nomination for each office.

Section 4. The nominees for officers shall have been a member in good standing of The Guild for at least 1 year, excepting the officers elected in the first year.

## **Article 9. Finances**

Section 1. The financial report shall be presented to the membership on a quarterly basis (March, June, September, December) at general membership meetings.

Section 2. A yearly audit of the guild's finances and budget will be conducted by the guild officers led by the President and organized by the Treasurer.

Section 3. Inurement of income: No part of the net earnings of The Guild shall inure to the benefit of, or be distributable to its members, officers, or other private persons with the exception of members or private persons providing a professional service.

Section 4. All expenditures over \$1,500 must be approved by the general membership.

Section 5. Members of The Guild shall not expect remuneration for their work and/or time spent on behalf of The Guild. They are serving as a service to their guild and community.

Section 6. Only by a majority vote of the Board of Directors does the Board have the authority to enter into a contract in the name of The Guild.

## **Article 10. Dissolution**

Upon the dissolution of The Guild, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of The Guild, dispose of all assets in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under Sections 501 (c) (3) and 501 (c) (7) of the Internal Revenue Code of 2003.

## **Article 11. Amendments**

These By-laws may be altered and amended at any regular meeting of The Guild by a vote of two-thirds of the members in good standing, provided that the proposed amendment be delivered, in writing, to the Secretary and made known to the general membership at least thirty days prior to being voted upon.

## **Article 12. Acceptance of Bylaws**

These By-laws shall be adopted by the guild upon a vote of the members in good standing who are in attendance on the day of voting, with a two-thirds majority. The Secretary shall make the proposed bylaws available to the general membership at least three weeks prior to being voted upon.