



Quilt Guild

# BY LAWS

## SNAKE RIVER VALLEY QUILT GUILD

### IDAHO FALLS, IDAHO

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#### **ARTICLE I: NAME**

The name of this organization shall be the Snake River Valley Quilt Guild. Herein referred to as the Guild.

#### **ARTICLE II: PURPOSE**

The Guild's purpose shall be to further quilting education and excellence in the Snake River Valley area; to promote interest and appreciation of the world of quilts. The Guild shall be a charitable and educational organization currently within the meaning of Section 501 (c) (7) of the Internal Revenue Code of 1992 until a 501 (c) (3) is obtained, and then shall be governed under those requirements.

#### **ARTICLE III: MEMBERSHIP**

Section 1: Notwithstanding the terminology used, membership in this organization is not restrictive on the basis of sex, race, religion, age, national origin, political affiliation or physical handicap.

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

Section 3: Members are entitled to:

- a) one vote
- b) hold office
- c) attend Board meetings to bring issues and opinions to the attention of Board members
- d) access and check out Guild library books
- e) access to the Guild newsletter

#### **ARTICLE IV: DUES**

Membership dues shall be set in such amounts as are determined by the Board. Dues shall be payable upon application for membership in the Guild, and thereafter by the first meeting after March 1st of each year.

#### **ARTICLE V: MEETINGS**

Section 1: General Membership meetings shall be held monthly, except December, or as determined by the Board.

Section 2: The members present for General Membership Meetings shall constitute a quorum for the transaction of business given at least five (5) days' notice of meeting time and location.

Section 3: Special meetings of the members may be called by the Guild President and written notice thereof shall be sent out at least five (5) days prior to the designated date for the meeting.

Section 4: The Guild President and/or the Board may postpone or cancel General Membership meetings at their discretion.

Section 5: Regular meetings of the Board shall be held upon the call of the Guild President. A quorum shall consist of the Board members present at the Board meeting, given at least (5) days' notice of time and location, except:

- a) In the event that less than 51% of the Board is in attendance at a Board Meeting and a financial transaction over \$300 is proposed, the entire Board will be notified electronically for a ratifying vote.

Section 6: The Guild President may call a special meeting of the Board as needed. Board members shall be notified at least (5) days prior to the designated date of the meeting. At the discretion of the President, an electronic meeting may be conducted to provide a prompt response to a time sensitive issue.

## **ARTICLE VI: EXECUTIVE BOARD**

The Executive Board shall consist of the elected Officers of the Guild and these positions are: President, Vice-President, Secretary, and Treasurer. Each term shall be for one (1) year, to align with the fiscal year. The duties of these positions are outlined as follows:

### **President:**

- To arrange and schedule meeting places for Board meetings and general monthly meetings.
- To promote discussion during meetings.
- To anticipate areas of concern for the Guild.
- To oversee the execution of the Guild's purpose.
- To conduct regular monthly general meetings as well as Board meetings.
- Is authorized to sign checks and shall be a signatory on all Guild accounts.
- Shall conduct a monthly review of the financial records with the Treasurer.
- Subsequent to the completion of the elected term(s), the outgoing President may become an Ex Officio member of the subsequent Board for a period of one year. As Ex Officio member, the past president will not be a voting member, but will offer guidance and maintain continuity of previous Board decisions within the new Board membership.

### **Vice-President:**

- Conduct meetings in Guild President's absence.
- Is authorized to sign checks.
- Shall conduct a monthly review of the financial records with the Treasurer in the Guild President's absence.
- Work with Guild President in all functions.
- Serve as education Chairperson, being responsible for the presentation of education segments at the General Meetings.

**Secretary:**

- To record and keep the minutes of the General Meetings of the Guild. Publish general meeting minutes in the newsletter.
- To record and keep the minutes of the Board meetings.
- Maintain, and provide upon request, all current copies of Guild Bylaws, Statements of Registered Agent with the State of Idaho, State of Idaho Incorporation form(s), and IRS documentation.
- Maintain records of all written correspondence pertinent to the business of the organization.

**Treasurer:**

- To establish checking account(s) in the name of the Snake River Valley Quilt Guild and be its official dispenser of all monies, unless standing committees are given the authority to dispense monies as outlined in Article VIII, Section 4. Separate accounts may be established for special projects, including but not limited to, quilt show and other events. The Treasurer shall be a signatory on all accounts.
- To dispense monies for expenses incurred by Board members while acting on behalf of the Guild.
- Shall conduct a monthly review of the financial records with the President or Vice-President.
- To honor only written expenditure vouchers or Board approved advances.
- To supply a written report of current Guild monies to the Newsletter Editor for publication in the monthly newsletter.
- To collect and/or reimburse funds from any member who has incurred Board approved costs or collected and recorded funds for Guild activities.

**ARTICLE VII: THE BOARD**

Section 1: The Executive Board and the Committee Chairpersons shall comprise the Board of the Guild.

- a) Each Board member has one (1) vote on the Board, except representatives and/or liaisons to other organizations shall not be a voting Board position.
- b) The President may vote only when doing so will affect the result; for example, to break or cause a tie, or to cause or to block attainment of a required two-thirds vote. However, the President may vote when the vote is determined by ballot, but is then unable to break or cause a tie, or cause or block a two-thirds vote.

Section 2: The Guild President shall establish committees as necessary to conduct the business, educational and social affairs of the organization. The Guild President shall be an ex-officio member of all committees.

Section 3: Any vacancy occurring on the Board during the term year may be filled by a majority vote of the remaining Board members. A Board member appointed to fill a vacancy shall be appointed for the completion of the unexpired term. If the member wishes to continue in an elected position beyond the end of a term, he or she must stand for election for that office in accordance with Article VIII.

Section 4: At the discretion of the President, and with a majority vote of the Board, standing committees may be formed for large and/or long term projects for which separation of records and finances would be expedient. Such standing committees may be granted the ability to maintain a separate checking account contingent upon the appointment of a committee financial secretary who shall report all transactions and balances to the Board Treasurer on a monthly basis. The financial secretary and committee chair may be signatories in addition to the Board President and Treasurer, who will also be Ex-Officio members of the committee.

Section 5: The Executive Board may authorize the Guild to purchase and maintain additional insurance on behalf of any Officer and Board Member against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such.

Section 6: The out-going-Board and the newly elected Board shall review these Bylaws at the September Board meeting to ensure compliance with, and accuracy of the requirements of the organization.

## **ARTICLE VIII: ELECTIONS**

Section 1: The election of the Executive Board shall take place at the annual General Meeting, to be held in September of each year. New Officers shall attend the next Board meeting and assume their duties at the start of the calendar year.

Section 2: The Guild President shall appoint a nomination committee comprised of at least three members in good standing to nominate candidates for the positions of President, Vice-President, Secretary, and Treasurer. Any member can nominate an individual for any elected or volunteer position by notifying the nominating committee

Section 3: Candidates for elected positions shall be made known to the General Membership no later than the August General Meeting and will be published in the following newsletter. If open positions still exist, nominations may also be made at the September annual meeting.

Section 4: Voting by absentee ballot shall be allowed. An announcement telling members of absentee balloting shall be published in the newsletter prior to the September annual meeting. All absentee ballots are to be in the hands of the Recording Secretary prior to the election.

Section 5: In the event that there is only one nomination for any elected office, a ballot may be cast by acclamation. Voting shall be conducted by secret ballot when there is more than one nomination for an office. A nominee shall be elected based upon a simple majority of votes.

Section 6: The remaining members of the Board shall be appointed by the Guild President and approved by a ratifying vote of the General Membership in the September Meeting.

## **ARTICLE IX: FINANCES**

Section 1: The fiscal year shall be from October 1 to September 30.

Section 2: A financial report shall be presented to the Board and membership monthly.

Section 3: Annually, at or before the October Board meeting, the incoming Guild President shall appoint a committee of at least two persons which shall constitute the Audit Committee. This committee's responsibility shall be to review the financial records of the Guild at the close of the fiscal year. The review shall include a comparison of receipts and payments to verify expenses and deposits are properly documented and are accordance with the approved budget. Upon completion of the review, the President, Vice-President and Treasurer shall review the report with the Audit Committee and sign an acknowledgement of receipt of the final draft. Within 60 days of completion of the review, the report shall be made available to the General Membership at a general meeting.

Section 4: Inurnment of Income: No part of the net income of the Guild shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Guild shall be authorized to pay reasonable compensation for services rendered.

Section 5: Budget

- a) The Board shall approve a budget to support all Guild activities
- b) The budget approved as of September 30 shall remain in effect until the incoming Board accepts it or revises it.
- c) All expenditures must be within the approved line item amounts. If changes are needed, a Board approval is required.
- d) Reimbursements shall not be issued without receipts or appropriate documentation.
- e) Cash advances will be granted only with Board approval

## **ARTICLE X: DISSOLUTION**

The Guild may dissolve and finalize its affairs in the following manner:

- a) The Executive Board may adopt a resolution recommending that the Guild be dissolved by a two-thirds vote of the entire Executive Board. Written and/or electronic notice of an Executive Board meeting to consider the advisability of dissolving the Guild shall be given at least fourteen (14) days' in advance.
- b) The resolution for dissolution shall be submitted to a vote at a General Meeting. Written and/or electronic notice stating that the purpose of such meeting is to consider the advisability of dissolving the Guild shall be given at least fourteen (14) days in advance. Only those persons who were members of the Guild on the date of adoption of the resolution by the Executive Board and who continue to be members on the date of the meeting shall be entitled to vote on the question of dissolution. The resolution shall be approved by a two-thirds vote at the General Meeting.

- c) Upon dissolution of the Guild, and after paying or adequately providing for debts and obligations, the remaining assets shall be distributed to one or more non-profit funds, foundations, or organizations that have established their tax exempt status under Section 501(c) 3 of the Internal Revenue Code. The Executive Board shall recommend the specific disposition of these remaining assets, which shall then be approved by the General Membership.

## **ARTICLE XI: AMENDMENTS**

These Bylaws may be amended as follows:

- a) Any proposed amendment shall be delivered, in writing, to the Secretary.
- b) Proposals shall be reviewed and approved by the Board prior to introduction to the General Membership for approval.
- c) Proposed amendments shall be made known to the General Membership by publishing them in the newsletter at least twenty-one (21) days prior to being voted upon.
- d) Approval of a proposed amendment to these Bylaws shall be obtained at any General meeting of the Guild by a vote of two-thirds of those present at such meeting.

## **ARTICLE XII: 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/or with special rules of order the Guild may adopt.