

MIAMI VALLEY QUILTERS' GUILD

CONSTITUTION

REVISED 2020

Article I Name and Purpose

Section 1 As of September 24, 1980, this Guild shall be known as the Miami Valley Quilters' Guild, a non-profit organization.

Section 2 The purposes of this Guild are to join hands in friendship, educate, encourage, promote and preserve the art of quilting.

Article II Membership

Section 1 Any person 18 years of age or older who is interested in the purposes of this Guild as stated in Article I, Section 2, may become a member upon payment of dues.

Section 2 This Guild will not discriminate regarding race, color, creed, sex, national origin, or religion.

Section 3 The Guild membership year begins January 1 and ends December 31.

Section 4 Members who do not adhere to this Guild's Constitution and By-laws and policies will be removed from the Guild membership after recommendation of the Executive Board.

Section 5 If dissension brings about a division in this Guild, all properties revert to those who adhere to the Miami Valley Quilters' Guild's Constitution and By-laws as decided by the Executive Board.

Section 6 All members in good standing are entitled to one vote and permitted to participate in Guild functions. A member in good standing is one who has no outstanding dues, fees or balances.

Section 7 All members who joined before December 31, 1981, are known as charter members.

Article III Officers

Section 1 The elected officers are President, Vice President, Recording Secretary, and Treasurer.

Section 2 Their duties are outlined in the By-laws.

Section 3 These officers (Section 1) together with the immediate past President constitute the Executive Board.

Section 4 The Executive Board is responsible for upholding and ensuring adherence of the Constitution and By-laws.

Section 5 The management of the Guild shall be entrusted to the Board of Directors consisting of the above Executive Board and the designated committee heads as stated in the By-laws, Section 3.

Section 6 There shall be a Board of Directors meeting at least quarterly, said meeting to be on a set date as designated by the President. In addition, this board will meet on call of its President or on the request of any three members of the Board of Directors.

Section 7 Elections will be held in October of each year. Terms of office shall be for one year beginning at the January meeting the following year.

Article IV Meetings

Regular guild meetings will be held on the second Tuesday of each month. Changes to the schedule may be considered by the Board of Directors and voted on by Guild members in good standing.

Article V Dues

Section 1 The cost of dues will be determined by Article 4 A in the By-laws.

Section 2 No individual is entered on the membership roll of the Guild until the membership fee is paid, and there are no fees or fines outstanding.

Article VI Amending the Constitution/By-laws

Section 1 This Constitution may be amended at any general meeting by a majority vote of the Guild members present provided the amendment has been submitted in writing 14 days prior to the Guild meeting.

Section 2 The By-laws may be amended at any general meeting by a majority vote of members present provided the amendment has been submitted in writing 14 days prior to the Guild meeting.

Article VII Dissolution

In the event of dissolution of the Guild, all assets and monies remaining after payment of all liabilities shall be distributed to any non-profit entity chosen by the Executive Board. In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under U.S. Internal Revenue Code or the corresponding provision of future IRS laws.

MIAMI VALLEY QUILTERS' GUILD

BY-LAWS

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1. OFFICERS

- A. President** will have served at least one year on the Board of Directors, shall preside at all Guild meetings, and is a member in good standing with the right to vote on all committees, and serves as chair of the Board of Directors. With the approval of the Board, the President appoints all standing and special committee chairs. The President is responsible for appointing a procedures committee to review and update the Constitution and By-laws and committee job descriptions as needed. The President also acts as the liaison between the community and the Guild and serves as the Guild's spokesperson. The President is responsible for appointing a reputable, outside auditor to audit the Guild's financial books as deemed necessary. The President serves as chair of the budget committee. The President is personally responsible for serving or appointing a replacement for any vacant standing committee chair position. If it is an elected position, a candidate will be presented at the next general meeting for approval according to election procedures as stated in the Constitution.
- B. Vice President** assists the President, upon request, and serves in the President's absence. The Vice President is responsible for arranging Article 1 Section 2 opportunities at each Guild meeting by creating a schedule of programs and workshops for a minimum of one calendar year in advance. The Vice President serves as chair of the programs and workshop committees. Responsibilities consist of but are not limited to delegating and coordinating a team to oversee the following duties:
- Collecting ideas from Guild members for speakers and programs
 - Securing and contracting with speakers
 - Keeping the communications committee and Guild members informed
 - Determining cost of workshops
 - Finding venue for workshops
 - Promoting workshops
 - Taking reservations and payments for workshops from Guild members in good standing
 - Make travel arrangements for the speakers
 - Meeting and greeting the speakers
 - Arranging the speakers' payments
- C. Recording Secretary** is responsible for retaining records of all board meeting minutes. The Recording Secretary provides the President copies of the minutes of each meeting within seven days of the board meeting and posts a copy at the next Guild meeting. The Recording Secretary keeps an up-to-date copy of the Constitution and By-laws and a list of all existing committee chairs, sub-committees, and job appointments.

- D. The Treasurer** receives and disburses all monies including any and all Guild debit/credit cards and is responsible for the whereabouts of said cards. The Treasurer provides a detailed report of income and expenses by committee to the Executive Board prior to each monthly Guild meeting. The Treasurer presents and posts a statement of the current financial condition at each meeting. The Treasurer maintains permanent and accurate records of all business transactions. The Treasurer maintains an inventory list of all Guild properties as provided by committee chairs. The Treasurer is responsible for seeing that signature cards for the bank are updated at the beginning of each calendar year or as deemed necessary for the bank. All checks written for expenditures for the Guild must have two Executive Board signatures. The Treasurer will see that tax forms are prepared as required and presented to the board.
- E. Suspension or Dissolution of position** provides that any officer or chair may be removed from that position by a majority vote of the Board of Directors in attendance for unethical or criminal behavior, conflict of interest, failure to perform duties, or has become an impediment to the Board's duties.

2. BOARD OF DIRECTORS

The Board of Directors consists of the elected officers of President, Vice President, Recording Secretary, and Treasurer plus the chairs of the standing committees and the immediate past President of the Guild.

In the event the President is unable to perform the required duties, the Executive Board shall be responsible for finding a candidate to fill the position. The candidate will be presented at the next general meeting for approval according to election procedures as stated in the Constitution.

3. COMMITTEES

- A.** The Guild may have the following standing committees: Retreat, Community Projects, Quilts of Valor, Hospitality, Library, Membership, Sunshine, Quilt Show, Fundraising, Social Media/Communications, and Special Projects.
- B.** Additional committees can be created by the President with the approval of the Board of Directors.
- C.** Committee chairs and their members must be paid members in good standing as all committee members are representatives of the Miami Valley Quilters' Guild. In addition, committee chairs are responsible for:
- Coordinating and reporting the activities of their committees to the Board of Directors and Guild members
 - Attending and voting at *all* board meetings
 - Adhering to their committee's budget. Any anticipated expenditures exceeding this budget must have prior Board of Directors' approval.
 - Maintaining an inventory list of the committee
 - Submitting a written annual report and budget to the President prior to the October Board Meeting
 - Maintaining the committee's procedure manual and submitting it to the incoming chair at the end of the committee chair's present term
- D.** Responsibilities of Committees are as described but not limited to the following:
1. **The Retreat Committee** is headed by a person(s) who are responsible for setting the date and coordinating plans with the facility; establishing and publicizing the deadline dates for member sign-ups and payment; determining the theme, the desirability of a guest teacher and making those arrangements as necessary; adhering to a self-sustaining budget, recording all expenses, collecting all payments and presenting a final report to the Board of Directors.
 2. **Community Projects Committee** is headed by a person(s) dedicated to the notion that the Guild can help and comfort the local community by making and

donating quilts. The chairperson is responsible for setting annual goals for the types, number, and destination of quilts made; keeping a record and reporting to the Guild what was donated to each agency, and what Guild/committee members did to help; appraising and organizing donated fabrics and providing for their storage; setting up quilting sessions and encouraging members to attend and to help; keeping the communications committee informed of all projects and progress on projects, as well as crediting the volunteers who helped.

3. **Quilts of Valor Committee** is headed by a person(s) dedicated to honoring U. S. veterans and active military. The coordinator(s) are responsible for processing Guild and state requests. These duties include but are not limited to contacting the nominator, scheduling and organizing the presentation, and reporting the fulfillment of the request to the national website. The coordinator(s) oversee the making of the quilts (through individual or group activities), stores' fabric donations, and completed quilts until needed.
4. **Hospitality** is headed by a person(s) who are responsible for organizing food for special events as requested.
5. **Library** is headed by a person(s) who are responsible for bringing books and periodicals owned by the Guild to the monthly meetings; keeping a current inventory list; providing checkout of materials and establishing, assessing, and collecting overdue fines; and providing the website editor with a catalog of all media. The Librarian is responsible for providing the board with names of members not in good standing.
6. **Membership** is headed by a person(s) who are responsible for collecting dues and passing on money to the Treasurer; issuing membership cards, member folders (containing current WELCOME letter, Constitution and By-laws, and Guild membership roster), and name badges; maintaining an accurate membership list; meeting and greeting members and guests at each meeting and providing sign-in sheets; creation of member directory annually.
7. **Communications Committee** consists of a person(s) who are responsible for updating social media; collecting news from officers, committees, and members; soliciting and collecting advertising payments from businesses and linking them to Guild social media platforms; producing and editing information to be put on the website and social media platforms; archiving information older than 3 years.
8. **Sunshine** is headed by a person(s) responsible for sending expressions of sympathy and get-well wishes in a timely manner to Guild members or their immediate families.
9. **Quilt Show** is headed by a chairperson(s) who are responsible for organizing a members' quilt show every two years. The chair(s) are responsible for deciding how to handle the logistics of the show and communicating with members and Board of Directors. The chair(s) will provide a preliminary final report to the general meeting after the show and a final report at the next scheduled board meeting. The chair(s) will utilize the Guild Treasurer for the quilt show and for the tracking of expenses and income. Said Treasurer will provide a written monthly income/expense report to quilt show chair(s) and the Guild President. Two signatures shall be required on every check; one signature will be that of the Treasurer and the second will be that of the quilt show chair(s).
10. **Fundraising Committee**: is headed by a person(s) who are responsible for developing and implementing projects for the purpose of raising money for the general funds.
11. **Special Projects Committee** is headed by a person(s) who are responsible for developing special projects as presented by Guild members and approved by the Board of Directors.

4. DUES

- A. Annual dues are set by the board and are payable January 1 and are delinquent if not paid by January 30. For those joining after August 1, dues are half of the yearly amount.

Annual dues for Guild honored Charter Members are set by the board and payable by January 1 and are delinquent if not paid by January 30.

- B. Delinquent members are dropped immediately from the membership list and are not entitled to participate in or benefit from any Guild activities.

5. MEETINGS

- A. The general membership of this Guild meets on the second Tuesday of the month unless otherwise designated.
- B. Nonmembers must pay a fee when a paid guest speaker is scheduled.
- C. The President will convene a special guild meeting whenever 1) the President receives a petition signed by 20 or more members requesting a special meeting or 2) the President receives a resolution to that effect from the Executive Board, or 3) in the President's judgment such a meeting is necessary. A petition or resolution requesting a special meeting will indicate the topic for disposition or the reason for the special meeting and will also indicate the date and place. Members will be notified.

6. FISCAL YEAR

The fiscal year of this Guild shall begin January 1 and end December 31.

7. ELECTIONS

- A. At the October meeting, the Executive Board will present at least one nominee for each vacant office.
- B. After the board has presented initial nominations, other nominations shall be accepted from the floor.
- C. The elections are by written ballot unless there is only one nomination for an office, and there are no further nominations from the floor; in which case, by general consent, the ballot may be dispensed with and the vote taken by voice. Only members may vote.
- D. Officers will be elected by majority vote of members present.
- E. Officers will be installed and will assume duties of their offices at the January general membership meeting.
- F. In the event the President is unable to perform the required duties, the Executive Board shall be responsible to find a candidate for the replacement of the position. The candidate will be presented at the next general meeting for approval according to election procedures as stated in the Constitution.

8. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern this Guild in all cases to which they are applicable and when they are not inconsistent with these By-laws and any special rules of order the Guild may adopt.