

HEART OF OHIO QUILTERS GUILD BYLAWS

ARTICLE I: NAME

The name of this organization is Heart of Ohio Quilters Guild. Said organization is exclusively for charitable, religious, educational and/or scientific 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.

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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 organization 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 future federal tax code.

ARTICLE II: PURPOSE

- A. The purpose of the Guild is to foster the art of quilting by encouraging members to share knowledge in the preservation, creation and appreciation of quilts and their heritage.

ARTICLE III: MEMBERSHIP

- A. Membership is open to any individual, 18 years or older, who pays the currently established dues.
- B. Membership is in effect during the standard calendar year, January 1 through December 31.
- C. A member in good standing will have the privilege of voting, attending guild activities, holding office, participating in and supporting guild projects, receiving priority for special guild events and receiving the guild newsletter.
- D. Members whose dues are current have preference for attendance at limited-space programs or events. A deadline for program/event sign-up will be established for those events having limited space. After this deadline, program/event space will be offered to non-members.

ARTICLE IV: MEMBERSHIP DUES

- A. The executive board will establish the amount for dues in November for the following year.
- B. Annual dues will be paid by January 31 of the New Year and are non-refundable.
- C. New members joining after June 30 will pay one-half of the yearly dues.

ARTICLE V: MEETINGS

- A. The Guild and Executive Board meet once each month. If there is a Level 2 weather advisory, the monthly meeting is cancelled until the following month.

- B. Guests may attend as non-members twice in a calendar year. The program committee, with Executive Board approval, may choose to charge a fee for non-members when a guest speaker is scheduled for a general meeting or at any other guild activity.
- C. Children under the age of 18 may not attend meetings, classes or retreats.

ARTICLE VI: OFFICERS

- A. The officers of the Guild shall be president, vice president, secretary, treasurer and assistant treasurer and shall be elected by the membership of the Guild at the November meeting.
- B. Persons holding office must be a member in good standing
- C. The term of office shall be for one year. Officers may be re-elected.
- D. Duties of Officers
 - 1. The **president** presides at all regular Guild meetings and executive board meetings, oversees all general business of the Guild and should serve as advisor to the executive board the year immediately following his/her term of office.
 - 2. The **vice-president** presides over meetings in the absence of the president, and succeeds the president the following year. The vice-president assists the president as needed. The vice-president is responsible for recruiting committee chairs for the following year.
 - 3. The **secretary** records all minutes of the regular Guild meetings and executive board meetings and prepares them for publication. The secretary will process all correspondence as directed by the executive board.
 - 4. The **treasurer** handles income and expenditures as directed by the executive board, prepares a year-end financial report, prepares a proposed budget for the coming year, and-presents the books for audit. The treasurer will serve as the custodian of all the guild's fiscal records. The treasurer will be responsible for filing annual reports with the Ohio Attorney General's Office, Internal Revenue Service, etc. The treasurer will complete the report of continued existence at least every five (5) years. The treasurer may not serve more than three consecutive years.
 - 5. The **assistant treasurer** assists the treasurer as needed and succeeds the treasurer.
 - 6. The president, vice-president, treasurer and assistant treasurer shall be the authorized signatures on all accounts of the Guild.
 - 7. A vacancy among the officers shall be filled by decision of the executive board.
 - 8. In the event that neither the president or vice-president are able to conduct the business of the Guild, the secretary, treasurer or assistant treasurer, in that order, shall perform the duties of the president until that position is filled at the discretion of the executive board.
 - 9. If for any reason an officer is unable to fulfill the duties of the position, the president of the Guild or the executive board has the authority to ask for the resignation of that officer and appoint a replacement.
- E. **Nominations and Election**
 - 1. The vice-president will recruit and chair a nominating committee, consisting of 3-5 members to establish a slate of officers

2. The slate of officers will be presented to the members in the October and/or November official Guild newsletter. Nominations for officer positions will be accepted from the floor.
3. By a show of hands, officers will be elected by a majority vote at the November Guild meeting.
4. In the event of an inconclusive election, a standing vote will be taken and counted by the treasurer and secretary.

ARTICLE VII: EXECUTIVE BOARD

- A. The executive board will consist of all elected officers and current committee chairs.
- B. The executive board will meet monthly unless otherwise announced. The executive board meeting will be open to all members of the Guild. Executive board meeting dates and locations will be published in the official Guild newsletter and website.
- C. Executive board members and past presidents who are current members will have voting privileges at executive board meetings.
- D. Three (3) elected officers will constitute a quorum for the purpose of voting on proposals affecting the business of the Guild at any scheduled executive board meeting.
- E. The executive board will establish committees and the guidelines for those committees to support the purpose of the Guild.

ARTICLE VIII: FINANCES

A. Budget

1. The chair of each committee for the current year is responsible for submitting a budget request for the following year to the treasurer
2. The executive board will set the proposed budget at an executive board meeting in the fourth quarter, it will be published in the official Guild newsletter and on the website.
3. The proposed budget will be presented for a vote by the membership after publication.

B. Over Budget Expenditures

1. A committee may request an increase in funding beyond the current budget, not to exceed \$500.00. The executive board may approve said request. The treasurer must, at that time, confirm that funds are available in the treasury for said increase. A report of this activity must be made to the membership present at the next regular Guild meeting. Any request for funding, which exceeds \$500.00 must be handled in accordance with Policy 5B. Any increase request is a one-time addition to the committee's regular yearly budget and will not be an addition to any subsequent yearly budget unless presented and approved in the usual yearly budget submission for the following year.

C. Audit

1. An annual financial audit will be conducted immediately following the calendar year by an accounting firm. Audit results will be presented to the Executive Board.

ARTICLE IX: POLICIES AND AMENDMENTS TO POLICIES

- A. Guild policies will be reviewed, annually, by a special committee appointed by the president.
- B. Any member may propose additional amendments to the Guild Policies provided those proposed additions/amendments are submitted in written form to the executive board at any executive board meeting.
- C. The executive board will, at the time of submission, discuss the proposal. The proposal will be read and discussed a second time at the next executive board meeting.
- D. The written proposal will subsequently be published in the official Guild newsletter and electronically as a separate notice for two consecutive months after which it will be voted on at the next executive board meeting.
- E. After approval of any addition or amendment of the policies, it will be the duty of the by-laws / policies workgroup to update the master copy of the policies document.

ARTICLE X: BYLAWS AND AMENDMENTS TO BYLAWS

- A. Guild bylaws will be reviewed annually by a special committee appointed by the president.
- B. These bylaws may be amended by an affirmative vote of two-thirds of the members present and voting at any regular meeting of the Guild, provided that the proposed changes are published in writing for two consecutive months. Voting will be held at the Guild meeting in the month following the second publication.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, will govern all proceedings except where inconsistent with the provisions of the bylaws and policies of the Guild.

ARTICLE XII 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 corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by the Court of Common Pleas 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.

These bylaws are hereby adopted by a two-thirds majority of the membership present at the regular meeting of the Guild on June 21, 2016.

Adopted Revisions: November 16, 2010

Adopted Revisions: November 15, 2011

Adopted Revisions: June 21, 2016

**Confirmed by: Patty Merrick, President
Becky Kirk, Immediate Past President**

Final Format: June 29, 2016