

Bylaws of the Gate City Quilt Guild A Non-Profit Organization (501c7)

ARTICLE I: NAME

- A. The name of this not-for-profit organization shall be the Gate City Quilt Guild.
- B. The registered office of the Guild shall be P.O. Box 29196, Greensboro, NC 27429.

ARTICLE II: PURPOSE

The purpose of the Gate City Quilt Guild is to promote the art and tradition of quilting by:

- A. Educating its members through lectures, workshops, demonstrations, classes, and mentoring.
- B. Supporting local charities with donated quilts, quilt related items, and/or monetary contributions.
- C. Sharing the beauty and pleasures of quilting with the community.

ARTICLE III: MEMBERSHIP

Section 1: Membership

Membership is open to anyone sixteen (16) years or older with an interest in quilts and quilting.

Section 2: Rights

- A. All members are entitled to receive a Guild newsletter and to attend all meetings at no additional fee.
- B. In addition, members are entitled to receive an electronic copy of the Guild By-Laws and an annual electronic copy of the Guild membership.
- C. Each member in attendance at a membership meeting shall be entitled to one vote. There shall be no voting by proxy.

Section 3: Responsibilities

Members are encouraged to participate in Guild activities and to show at least one (1) piece in the Gate City Quilt Guild Show.

Section 4: Dues

The membership year is January through December. Membership begins with the first payment of membership dues.

- A. The membership dues will be reviewed annually by the Executive Board and revised as needed by the Board.
- B. Dues for members 75 and older will be discounted.
- C. Membership dues are non-refundable.
- D. The annual dues shall be payable on or before the January meeting date.
- E. Failure to pay annual dues will result in loss of membership.

ARTICLE IV: OFFICERS AND THEIR DUTIES

The Officers of the Guild shall be President, President-Elect, Secretary, Treasurer, and Parliamentarian. Officers are expected to participate in guild activities and attend meetings regularly.

Section 1: President

The President shall:

- A. Preside at all meetings of the Guild and be the Chairperson of the Executive Board.
- B. Appoint the Chairperson of each Special Committee(s), with the approval of the Executive Board.
- C. Be an ex-officio member of all committees except the Nominating Committee.
- D. Be authorized to sign checks of the Guild.
- E. Answer inquiries concerning the Guild and related matters.
- F. Prepare and present an annual report of the year's activities.

Section 2: President-Elect

The President-Elect shall:

- A. Assist the President in all matters.
- B. Perform the duties of the President in the temporary absence(s) of the President.
- C. Assume the office of President upon the vacancy of the office prior to the end of the President's term.
- D. Serve as President in the succeeding year.

Section 3: Secretary

The Secretary shall:

- A. Record the minutes of the Executive Board meetings and Special Meetings, distribute the minutes via email, and by mail if email is not available and present the minutes at the following respective meeting.
- B. Maintain a file of minutes of Board meetings and correspondence. Be in charge of any communication given to her/him by officers or members.

Section 4: Treasurer

The Treasurer shall:

- A. Have charge of all funds of the Guild, receive dues, deposit receipts, and disburse monies upon authorization of the Executive Board.
- B. Report at each Executive Board meeting and annually at a Membership meeting as to the status of the treasury.
- C. Monitor the revenue and expenses to ensure financial solvency for the Guild.
- D. Prepare and present financial records of the Guild for the annual review with the Executive Board and prepare a rolling two-year budget for Executive Board approval in the fourth quarter of each year.
- E. Be authorized to sign checks of the Guild.

- F. Be responsible for completion of annual tax filing to state and federal authorities.

Section 5: Parliamentarian

The Parliamentarian shall:

- A. Ensure that proper parliamentary procedure is followed at all membership and Executive Board meetings.
- B. Serve as Chairperson of the Nominating Committee.

ARTICLE V: NOMINATION AND ELECTION

Section 1: Nominating Committee

- A. The Nominating Committee shall consist of the Parliamentarian, who will serve as the Chairperson, the President-elect and three members from the membership who shall be selected at the August meeting.
- B. If necessary, any vacancies will be filled by the Executive Board.

Section 2: Slate

The Nominating Committee shall:

- A. Prepare a proposed slate of officers and standing committee chairpersons before the October meeting.
- B. File the list of nominees with the Secretary.
- C. Present the slate to the membership at the October and November meetings.
- D. Publish the slate in October and November newsletters.

Section 3: Nominations from the floor

Nominations for the office may be made from the floor at the November meeting with the consent of the nominee.

Section 4: Election

- A. Election will be held at the November meeting.
- B. The election shall be by voice vote.
- C. If an office is contested a paper ballot will be provided at the November meeting.

ARTICLE VI: MEMBERSHIP MEETINGS

Section 1: Meetings

Meetings shall be held monthly from January through December.

Section 2: A Quorum

A quorum shall be the number of members attending the meeting.

ARTICLE VII: EXECUTIVE BOARD

Section 1: Membership

The Executive Board shall consist of the Officers, the immediate Past President, and the Chairpersons of the Standing Committees. Board meetings are open to all members. The Board reserves the right to go into a confidential session if there are sensitive topics to be discussed.

Section 2: Election

The Officers and Chairpersons shall be elected at the November meeting and will serve from January through December of next year.

Section 3: Quorum

Fifty percent (50%) of the Executive Board shall constitute a quorum. Chairpersons of Standing Committees represent one position and have one vote in those cases where there are co-chairpersons.

Section 4: Duties

The Executive Board shall have full control and management of the affairs, funds, and property of the Guild.

Section 5: Vacancies

The Executive Board shall fill any vacancy on the Board for the unexpired term, except for the office of President.

Section 6: Meetings

- A. Regular meetings of the Executive Board shall be held at least once per quarter, unless otherwise ordered by the Board.
- B. Special meetings of the Board may be called by the President or upon the written request of three (3) members of the Board or ten (10) members of the Guild.

Section 7: Grievance with an Executive Board Member

- A. A concern regarding a member of the Executive Board is brought to the President, who may attempt to resolve the issue or to refer the issue to a Special Committee for further investigation.
- B. If a Special Committee is formed, the chairman, selected by the President, will choose two Executive Board members to serve. Neither the President, the individual being investigated nor the person bringing up the grievance will be part of the Special Committee.
- C. The Special Committee will provide their findings to the President, the individual being investigated, and the person bringing up the grievance to resolve the issue.
- D. If the grievance is not resolved, then the issue comes before the Executive Board for discussion of further action.
- E. Removal can only be by majority vote of the entire Executive Board.

ARTICLE VIII: STANDING COMMITTEES

Section 1: Committees

The Standing Committees shall be:

- A. Activities
- B. Community Service/Charity
- C. Historian
- D. Hospitality
- E. Membership
- F. Newsletter
- G. Programs/Workshops
- H. Publicity
- I. Quilt Show
- J. Webmaster/Social Media

Section 2: Chairpersons

- A. The Chairpersons of the Standing Committees shall be selected by the Nominating Committee, with the exception of the Chair of the Nominating Committee and the Chair of the Quilt Show Committee.
- B. The Chair of the next Quilt Show Committee shall be appointed by the current Quilt Show Committee Chair and the Executive Board within three (3) months of the current quilt show.

Section 3: Duties of the Chairpersons

The duties of the Chairperson of each Standing Committee shall be to:

- A. Recruit and select committee members.
- B. Serve on the Executive Board.
- C. Assure fulfillment of Committee responsibilities.
- D. Participate in guild activities and attend meetings regularly.

Section 4: Committee Responsibilities

- A. **Activities Committee shall:**
 - 1. Coordinate activities for Guild members that are separate from Guild meeting lectures/trunk shows and workshops the Program Chairperson organizes. These activities can include, but are not limited to road trips, coordination of mini groups and challenges.
 - 2. Publicize activity plans and details to Guild members.
 - 3. Post relevant material on the Gate City Quilt Guild Facebook page and on other approved social media sites to reach a broader audience.
- B. **Community Service/Charity Committee shall:**
 - 1. Research local organizations in need and decide which organizations to support.
 - 2. Plan workshops or projects in support of the chosen organizations.
 - 3. Enlist active participation of all Guild members to support these Guild projects.
- C. **Historian Committee shall:**
 - 1. Collect materials of historical significance.
 - 2. Archive these materials in a paper or electronic format.
- D. **Hospitality Committee shall:**
 - Plan and prepare for the July picnic and December party, including party activities.

E. Membership Committee shall:

1. Greet members and welcome guests at each membership meeting.
2. Maintain a list of all members and provide an electronic copy of that list to all members on an annual basis.
3. Maintain an updated listing of the membership roster and email distribution list.
4. Enroll new members at each membership meeting.
5. Collect dues for new and continuing members and submit funds to the Treasurer.
6. Prepare and distribute welcome packets for new members.

F. Newsletter Committee shall:

1. Develop the monthly newsletter with information of interest to the Guild membership.
2. Distribute the newsletter electronically to membership at least one (1) week prior to each membership meeting.

G. Program/Workshops Committee shall:

1. Plan and arrange programs for monthly membership meetings, except for July and December meetings.
2. Plan and arrange workshops.
3. Publicize program and workshop plans and details to Guild members.

H. Publicity Committee shall:

1. Publicize the activities of the Guild within the local community and to the quilting community.
2. Develop materials for distribution in quilting stores and other community locations.

I. Quilt Show Committee shall:

1. Plan and arrange all details of the show including location, schedule, publicity, outside help (such as judging), staffing, and any other arrangements necessary to produce a show.
2. Manage retrieval and return of all show materials owned by the Guild to storage.
3. Enlist active participation of all Guild members in the show

J. Webmaster/Social Media Committee shall:

1. Design and update the website.
2. Establish and update advertising guidelines for website.
3. Post relevant material on the Gate City Quilt Guild Facebook page and on other approved social media sites to reach a broader audience.

ARTICLE IX: PROPERTY

Section 1: Title

The title to all property, funds, and assets of the Guild shall at all times be vested in the Guild for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property.

Section 2: Disposition Upon Dissolution

In the event the Guild should be dissolved, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Code as the Executive Board shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of Guilford County, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE X: 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 or any special rules of order the Guild may adopt.

ARTICLE XI: AMENDMENT OF BYLAWS

These Bylaws may be amended or revised at any membership meeting of the Guild by a two-thirds ($\frac{2}{3}$) vote of the membership present, provided that the proposed amendments or revisions have been read at one (1) Membership Meeting and publicized prior to voting.

- Adopted: May 2009
- Revised: February 2011
- Revised and approved by membership, October 2012.
- Revised and approved by membership, December 2013.
- Revised and presented to membership, December 2016.
- Revised and presented to membership, February 2019.
- Revised and presented to and approved by membership, April 2020
- Revised and presented to and approved by membership, October 2023
- Revised and presented to and approved by membership, January 2025