

HIGH POINT QUILT GUILD

BY LAWS

Established January 12, 2012

MISSION STATEMENT

The High Point Quilt Guild operates as an educational, charitable, and historical organization; promoting quilting and fiber arts in all its forms and contexts.

ARTICLE I -- NAME

This group will be known as the High Point Quilt Guild herein referred to as "the Guild."

ARTICLE II – NON-PROFIT ORGANIZATION

The Guild will operate as a non-profit organization and operated exclusively for charitable, historical, and educational purposes. No part of the Guild income shall inure to the benefit of any member, director (however styled), or officer of the Guild or any private individual. Reimbursement for expenditures or compensations for service rendered will not be considered as distribution of income.

ARTICLE III – PURPOSE

The purpose of the Guild is to promote and support the art and craft of quilting and related fiber arts. It will respectfully preserve traditions and add to their history by developing and encouraging new concepts. The Guild shall also exist to support and encourage quilters in their pursuit of the art, craft, and history of quilting.

ARTICLE IV – MEETINGS

The Guild will meet the second Thursday of each month at 6:15 p.m. at the assigned location. All regular business will be taken up at the scheduled meeting. In extenuating or emergency situations the board may call a special meeting.

ARTICLE V – MEMBERSHIP

Membership in the Guild will be open to anyone 16 years of age and older who is interested in the art and craft of quilting. Members are required to pay annual dues in order for their membership to be current and in good standing. Any member not paying dues or acting in interference with the accomplishment of the objectives sought to be fulfilled by this Guild or violating the by-laws or any contract sought to be fulfilled by the Guild may be expelled by notification of the board.

ARTICLE VI – BOARD/COMMITTEES

The Guild members shall elect the officers of the Guild which are President, Vice President, Second Vice President, Secretary, and Treasurer. A nominating committee, appointed by the President, shall present to the Guild in November, a slate of officers to be considered for election. Nominations may also be made from the floor. Other chairs overseeing committees and the committees themselves will be appointed by the President as needed and dissolved by the President when no longer effective.

ARTICLE VII – DUTIES OF BOARD MEMBERS

- The President will serve as Chief Executive of the Board and will preside over all the meetings of the Board and perform duties prescribed by the Board. He/She shall serve as Chief Executive Officer of the Guild and have full supervision over the management of its affairs. He/She shall preside over meetings, perform acts and duties accorded to an executive officer and sign such papers as may be authorized by the Board.
- The First Vice President will perform all duties of the President during his/her absence or disability, work as Program Chairman, and assume the Presidency at the end of the term.
- The Second Vice President shall serve as Membership and Hospitality Chair.
- The Secretary shall keep records of the meetings of the Board and Guild, and discharge duties pertaining to the office.
- The Treasurer shall receive, be in charge of and be responsible for all money, bills, and property belonging to the Guild, keep accounts and statements of all transactions, reconcile all accounts monthly, file any yearly papers due the Internal Revenue Service, and turn over the records to the incoming treasurer at the end of his or her term.

All board members shall serve for a period of two years, with the First Vice President rotating to the office of President at the end of the President's term. No board member shall serve more than three consecutive terms. After one year of off-rotation, a Guild member may be nominated for board membership again.

ARTICLE VIII – INDEMNIFICATION OF BOARD MEMBERS

The Guild shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a board member and their estates against any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Guild; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

ARTICLE IX – QUORUM

For purposes of conducting business meetings, twenty-five percent of the membership shall constitute a quorum. A majority of the Board of Directors, including the President and First Vice President, shall constitute a quorum at any meetings of said group. A majority of the members of any standing or special committee shall constitute a quorum at any meeting of said group.

ARTICLE X – REMOVAL OF A BOARD MEMBER OR COMMITTEE CHAIR

If, at any time, a board member or committee chair, cannot adequately fulfill his or her outlined obligations, and voluntarily resigns from that position, the Guild shall accept the resignation of that person and quickly move to fulfill the vacancy. If it is a board member, nominations will be sought by the remaining board members and the candidates put before a vote at the next meeting following the resignation. If it is a committee chair, the President and First Vice President will confer and appoint a candidate to fill that position.

If, at any time, a board member or committee chair, does not adequately fulfill his or her outlined obligations, and will not voluntarily resign from that position, the (remaining) board members shall hold an emergency meeting and ask for that board member's or committee chair's resignation to be submitted in two weeks time. If the board member or committee chair fails to tenure said resignation, that person will be expelled from Guild membership.

ARTICLE XI – CONTRACTS, CHECKS, AND DRAFTS

The President and Treasurer are authorized to write checks and drafts on behalf of the Guild. The President, with consent of Guild membership, will be authorized to enter contracts on behalf of the Guild. This consent will be determined by majority vote of the quorum present when said contracts are proposed. The board will approve a yearly budget to cover the cost of Guild-related functions. Any check up to the amount of \$300.00 may be signed solely by the treasurer. Any check over \$300.00 must bear the signature of both the treasurer and president.

ARTICLE XII – BOARD MEETINGS

The Board shall hold quarterly meetings to which the membership will be invited. However, only those Board members as stipulated in the by-laws shall vote on issues.

ARTICLE XIII –EMERGENCY BOARD MEETINGS

The President may call emergency board meetings, which shall be open to membership, if a situation arises that would interfere with Guild meetings (i.e. loss of location, etc.) or Guild activities. The President will notify all Guild members via e-mail about the time and location of the meeting, as well as the reason for said meeting.

ARTICLE XIV – PRORATED DUES

Persons joining the Guild after June (the half-point of the year) will be charged one half the annual amount.

ARTICLE XV – LIFETIME MEMBERSHIP

Honorary lifetime membership shall be granted to the President upon completion of office. Honorary members shall pay no dues, may attend meetings, receive the newsletter, and may attend Guild workshops at the stated member fee. Honorary members who move from the area shall remain on the membership directory, but will receive the newsletter for one year after moving.

ARTICLE XVI – VOTING

A Guild member must be present at meetings to vote.

ARTICLE XVII – AMENDMENTS

These by-laws may be amended or repealed by a majority vote of a quorum present at meetings designated by written notice.