

BYLAWS OF THE BOONESLICK TRAIL QUILTERS' GUILD

Article 1: Name and Purpose

Section 1: This organization shall be known as the Booneslick Trail Quilters' Guild, hereafter, called the "Guild." The Guild shall be divided into chapters. There shall be Daytime Chapter (s) and Evening Chapter(s).

Section 2: This Guild is incorporated as a not-for-profit educational corporation under the laws of the State of Missouri and it is also a Federal 501(c)(3) tax-exempt corporation.

Section 3: The purpose of the Guild shall be to promote fellowship among persons interested in all aspects of quilt making; to preserve our quilt making heritage and traditions; to promote an appreciation of fine design and workmanship; to encourage quilt making and/or collecting; to participate in related projects that are of service to the community; and to contribute to the knowledge of quilt making techniques, textiles, patterns and quilt makers through education or outreach.

Article 2: Membership and Dues

Section 1: Any person interested in the stated purpose of the Guild regardless of race, creed, sex, or national origin, shall be eligible for membership.

Section 2: Annual dues shall be \$35.00 and shall include full membership rights in all chapters. Dues are payable the first of July. Members who have not paid by August 15 will be dropped from the mailing list. Dues for NEW members joining after January 1 shall be at one-half the regular rates. A NEW member is defined as a person who has not been a member of BTQG for the past three (3) years.

Section 3: A person may attend two (2) regular meetings as a guest in each fiscal year before requested to join if further attendance is desired.

Section 4: The membership year shall coincide with the fiscal year (July 1 through June 30).

Article 3: Membership Meetings

Section 1: The Guild annual meeting shall be held on the first available Saturday in June. The election of officers shall take place at the annual meeting. A comprehensive annual budget shall be presented and adopted at the Guild Annual Meeting. The annual meeting shall be a joint meeting of the chapters.

Section 2: Each chapter shall schedule monthly meetings except in June.

Section 3: Special guild business meetings may be called by the Board of Directors. This meeting shall be held on Saturday.

Section 4: Any member of the general membership shall be entitled to vote by ballot. Said ballot shall be sent to each member at least one week prior to the date of the annual meeting or special business meeting.

Section 5: Interest groups and quilting bees may be organized within the Guild membership and will be open only to guild members.

Section 6: Activities which represent the guild or a chapter to the public must have approval of the Board of Directors.

Article 4: Board of Directors

Section 1:

The Board of Directors shall consist of elected officers, chairpersons of standing committees, chairpersons of ad hoc committees, and the immediate past-CEO. Elected officers are CEO, Vice-CEO, Secretary, Treasurer and Chapter Presidents. Each board member has one vote on any motion made at a regular or special board meeting and must be present at that meeting in order to vote. The presiding officer may only vote when that vote will affect the result; that is, either to break a tie vote on a motion under consideration or to create a tie that will cause the motion under consideration to be rejected.

An electronic vote may be taken when at least two elected officers deem an issue so time sensitive that a special meeting

cannot be called. Each board member may cast one vote within a specified time limit and must respond "to all" in order for their electronic vote to count. Board members may post comments before voting and within the specified time limits.

Section 2: Each officer shall be elected for a term of one year and may not be elected to successive terms in the same office. Each committee chair shall serve for a term of one year and may succeed for no more than one consecutive term in the same position.

Section 3: Duties of the Board of Directors:

1. CEO: Shall preside at an Annual Meeting of the Guild, all general or special meetings of the combined Guild, and at the meetings of the Board of Directors. The CEO shall appoint chairpersons of the standing committees except Special Programs. CEO shall be a signatory on the Guild bank accounts and shall be authorized to collect funds and pay bills in the absence of the treasurer.

Vice-CEO: In the absence of the CEO or at the request of the CEO shall perform the duties of the CEO; shall serve as chair of Special Programs.

3. Secretary: Shall keep an accurate record of all regular Board of Directors' meetings, annual and combined general and special meetings; shall assemble records of action regarding all policy statement changes made by the Board of Directors and By-law revisions or changes approved by the membership. These proposed actions made during the year are to be published in the newsletter and then incorporated into the By-laws and policy sections. The Guild directory will be updated for the following year, with final By-law and policy changes.

4. Treasurer: Shall collect and take charge of all dues and funds available to the organization and shall pay all bills submitted within the guidelines of the approved budget. Expenditures drawn from the contingency line item and exceeding \$100 shall be authorized by the Board of Directors. Shall provide Chapter(s) with a monthly Treasurer's report. Shall maintain an accurate list of the membership; provide Newsletter Editor, Membership booklet editor and Webmaster with updates of renewals and new members. Shall file a monthly report including all account balances and budgeted expense balances.

5. Chapter Presidents: Shall preside at chapter meetings.

6. Board of Directors members shall attend board meetings. Board of Directors members who fail to attend three consecutive board meetings may be asked to resign.

Section 4: Committees:

1. Standing committees shall consist of Chapter Program Chairpersons, Quilt Show, Library, Service Project, Membership, and Newsletter Editor.

2. Special committees shall be appointed by the CEO for special purposes or projects and shall be designated Ad Hoc.

3. The term of all standing committees shall coincide with the fiscal year.

Section 5: Board of Directors:

1. The Board of Directors shall meet in the evening on the second Monday of the month at least bi-monthly.

2. The Board of Directors shall provide a description of committee responsibilities to the committees and for publication in the membership directory.

Section 6: The Board of Directors shall be responsible for filing the annual registration with the Secretary of State for the State of Missouri and for maintaining the status of the Guild as a Federal 501(c)3 corporation and as a Missouri not-for-profit corporation.

Section 7: A quorum shall be 50% of the Board of Directors.

Article 5: Nominations and Elections

Section 1: A slate for elected officers of the Board of Directors shall be presented no later than the May chapter meetings. Elected officer nominations from the floor will close at the May chapter meetings. The ballot for elected officers shall be published in the June newsletter.

Section 2: The election of the officers of the board of Directors shall be held at the Guild Annual Meeting.

Section 3: Newly elected officers and appointed committee chairs will take office July 1.

Section 4: Any vacancy shall be filled by an appointment made by the CEO with approval of the Board of Directors.

Section 5: The nominating committee shall be made up of at least one member of the Board of Directors and three members at large.

Article 6: Finance

Section 1: The fiscal year shall be July 1 thru June 30.

Section 2: The books and records of the Treasurer shall be examined by an audit committee appointed by the CEO. The immediate past CEO shall chair the audit committee.

Section 3: Any Guild activities involving the exchange of money, income and/or expenses will be summarized and published in the newsletter in a timely manner. A detailed financial statement of each activity will be available as part of the Treasurer's report. If additional information is requested by a guild member, the Treasurer must respond with requested information within 30 days.

Section 4: Chapters may hold fundraising events to supplement budget allocations. All funds raised remain with the chapter until the end of the fiscal year and may be used at the discretion of the chapter. Chapters will not be required to hold fundraising activities.

Section 5: Funds raised by any ad hoc committee for a specially designated project but not expended, will revert to the general fund when the ad hoc committee completes its function. The CEO may organize an ad hoc committee.

Article 7: Parliamentary Procedures

Section 1: The Parliamentary procedure in all matters not covered by these Bylaws shall be Robert's Rules of Order, Newly Revised unless superseded by Missouri Revised Statutes for nonprofit corporations.

Article 8: Amendments

Section 1: The Bylaws may be amended at the Guild annual meeting or at any special business meeting of the Guild membership by a 2/3 vote provided a quorum of 10% of the membership is present, and that the amendment has been submitted in writing at a previous meeting(s) or that a copy has been sent to each member at least one week prior to the meeting.

Article 9: Policies and Procedures

Section 1: Policies and Procedures of the Guild shall be adopted by the Board of Directors and may be amended by the Board of Directors at any regular Board of Directors meeting or special Board of Directors meeting or by 2/3s vote of the Guild members at a Guild Annual meeting or special business meeting. Changes shall immediately be published in the newsletter and incorporated in subsequent membership booklets.

Section 2: Policies and procedures shall govern operations of committees and written statement of such shall accompany the By-Laws.

Section 3: Motions concerning policies and procedures that are to be considered by the membership shall be printed in the newsletter preceding the special meeting at which it is to be considered. Any member of the guild may submit motions.

Revised and approved by the Membership (June 1, 2019)

POLICIES OF BOONESLICK TRAIL QUILTERS' GUILD

1. Membership Meetings

- a. The Annual Meeting will be planned by a committee chaired by the immediate past CEO.
- b. Chapter meetings will be planned by the Program Chair in coordination with the Chapter President.
- c. Online meetings are allowed.
 - i. If the Annual Meeting is to be held via an online meeting service, all voting will be done by mailed ballot. Members must mark their ballots and return them as quickly as possible to ensure receipt at least 2 days prior to the scheduled meeting. Ballots will have a unique identifying number to deter duplication of Ballots.
 - ii. Chapter meetings and meetings of special interest groups may also be held via online meeting service or webinar. The chapter President or designated Chairperson will ensure that the membership receives the login information via email prior to the meeting.

2. Elected Officers

To be eligible for an elected office, a member must have been a Guild member for at least one full year prior to the election of officers.

Guild Properties and Equipment

- a. All Guild equipment is only for use at Guild activities. The Guild equipment may not be loaned for use by individual members.

Guild program equipment is to be audited yearly and checked for service needs. Unused equipment will be deaccessioned. The Vice CEO shall be responsible for coordinating the yearly audit.

4. Library

- a. Purchase of library materials shall include books, media materials, visual tools and non-consumable quilting aids.
- b. Only BTQG members may check out items from the library. Members may check out no more than four (4) items at a time and all items are due two months after checkout.
- c. Members who have books for more than two meetings after checkout will have their names and the title(s) of the books published in the newsletter. For items four or more months overdue, a bill for replacement of the item will be sent to the member. Once a member's name appears in the newsletter in conjunction with delinquent library materials, library privileges of that member shall be suspended until the matter is resolved with the BTQG library.
- d. A book shall be purchased in memory of any BTQG member who passes away and the book shall be donated to the public library in that person's name. The book is purchased from contingency funds.
- e. Former members can have a book given in their name to a public library with funds donated by individual guild members. Any guild friend of the deceased former member can ask to select a book and collect the needed donations. Excess money collected above the price of the book will be donated to the guild library.

5. Membership

- a. Infants and small children may not be present during the program part of our meetings.
- b. If a member needs to carry a pager or cell phone, it should be set to vibrate. Members needing to answer a cell phone or pager during any part of the meeting should step out of the meeting room.
- c. Members may only be compensated for out-of-pocket expenses with prior approval of committee chairs. Proper documentation is required.
- d. Members of the Guild shall not be paid for program presentations at guild meetings. Members of the Guild may be paid to present workshops for Guild members for which a fee is charged.

6. Newsletter and Membership Directory

- a. Members wanting a newsletter sent to a potential new member must provide the name to the Newsletter Editor with a complete address by the newsletter deadline. A guest may receive a copy of any current (or past) newsletter available at the membership table.
- b. BTQG will not use bulk mailing for the newsletter, due to inconsistent delivery schedules and item count restrictions.
- c. On a space available basis, a member may advertise quilt related services or sales in the monthly newsletter. Newsletter ads shall be NO more than two column inches and limited to no more than four times per fiscal year. Eblasts shall be quilt guild related only.
- d. Registration forms for workshops not sponsored by the Guild may not be published in the newsletter but may be posted on the website. The workshop presenter is entitled to the member privilege of advertising in the newsletter as stated above.
- e. Website Chairperson shall be responsible for maintaining current content of the website and updating said site as requested. Website Chairperson shall provide timely online access to the monthly newsletter as available from the Newsletter Editor.
- f. The Membership Directory and Handbook shall include member information and a list of planned chapter programs for the coming year. By-laws and policies and procedures may be published in the directory or posted on the Guild's website. The membership directory shall be prepared by an AD HOC committee.
- g. The directory shall be ready for distribution by the October chapter meetings.
 - i. A Membership Directory and Handbook not picked up by October 15th will be mailed to out-of-state members. In-state members must get their copy from the Membership table during chapter meetings. Any remaining booklets will be mailed after December 15th.
 - ii. Members wishing to receive an extra membership Directory and Handbook may purchase one at cost. Officers and chairpersons may receive a second copy if desired.

Quilt Show

- a. No quilt may be shown that has been in a BTQG show in the last five years, unless it was voted "Viewer's Choice" in the previous show.
- b. All quilts must have a sleeve to be eligible for inclusion in the show with exception of miniatures, i.e., less than 24 inches in any dimension.
- c. Quilts must be made by a current member or sponsored by a member, such as children's quilts. The exception would be the addition of a special exhibit.
- d. Names and addresses on raffle ticket stubs shall not be shared with any individual or group.
- e. Members who work on the quilt show, i.e., preparing for the show, setting up the show, working during the show and/or taking the show down and are on the volunteer list, will receive one complimentary ticket for admission to the quilt show.
- f. The admission fee shall be set by the Board of Directors.

Proceeds from the sale of items placed on consignment with the Quilt Show market shall be divided as follows: 70% to the member; 30% to the Guild.

8. Retreats

The Chairperson shall book the retreat facility for the retreat for up to two years in advance, propose rates, complete contract with retreat facility, make room arrangements, set workshops, coordinate meals and extra activities, and assume responsibility for registration and promotion of the event. All contractual arrangements must be pre-approved by the Board of Directors.

- b. The policy for BTQG retreats is as follows:

- i. All registrations must be received by mail and be postmarked on or after the specified date or delivered to the workshop chairperson at a chapter meeting or in person after the postmark date.
- ii. All registrations for Guild events must be made individually: one person, one form, one check per envelope.
- iii. The Retreat Committee will maintain a waiting list of interested Guild members and attempt to fill vacancies from the waiting list.
- iv. Registrant who cancels may receive a refund, if the cancellation does not result in a drop of registrations below the minimum required by the contracted facility and is made in writing a minimum of 21 days prior to the date of the retreat.
- v. If a replacement attendee is provided, a full refund shall be made to the cancelling party.
- vi. Only members of the guild may register for the retreat.

9. Special Workshops and Speakers

- a. The Guild shall have a special workshop and special speaker at the discretion of the Board of Directors. The Vice CEO shall serve as Special Programs Chairperson and may contract with special speakers, while in office, for dates effective up to 24 months following the Vice CEO's term of office.
- b. Each Chapter Program Chairperson shall be able to schedule speakers 18 months beyond their term of office.
- c. Reimbursement will be made for meals and tip for speakers, excluding any alcoholic beverages. Only instructor expenses shall be reimbursed. Guests traveling with instructor are responsible for their own expenses. Guild members will not be reimbursed for meals with the guest speaker.
- d. Workshop registration procedures: In order to give each member an equally fair chance to enroll in workshops, BTQG will observe the following procedures.
 - i. All registrations must be received by mail and be postmarked on or after the specified date or delivered to the workshop chairperson at a chapter meeting or in person after the postmark date.
 - ii. All registrations for Guild events must be made individually: one person, one form, one check per envelope.
 - iii. Members should state first, second, or third choice for workshops when applicable.
 - iv. BTQG will place members in at least one workshop of choice before placing any members into two workshops.
 - v. No refunds will be made for workshop fees. They may be transferred or reassigned.
 - vi. Supply lists for workshops will be published at the same time as workshop information and registration forms, allowing enrollees to know costs involved in addition to the registration fee as part of their decision to enroll in the class or workshop.

10. Treasurer

- a. All funds collected shall be given to the Treasurer for deposit in a timely manner.
- b. An audit committee shall meet and complete the audit before July 1st each year. The committee shall be appointed by the CEO, and the immediate past CEO shall chair the audit committee.

The Treasurer will only issue payments or reimbursements with proper documentation, including invoices or receipts accompanied by a completed check request form. All bank deposits must be accompanied by a deposit summary form.

Committee chairs or special event coordinators who have collected checks from members for an event shall forward all checks to the Treasurer in a timely manner regardless of the date of the event. No checks should be held by any member other than the Treasurer.

The Treasurer shall deposit checks within 30 days of receipt. Renewal funds received before July 1, or a new member joining after May 15, shall be deposited after July 1. The Treasurer shall notify the members that the checks will be deposited the first week of July.

Members using a credit card for event registration (e.g. membership renewal, retreat, classes, etc.) will be assessed a transaction fee.

11. Budget

An Ad Hoc Budget Committee Chairperson in conjunction with the Budget Committee will prepare a comprehensive budget for review at the May Board of Directors meeting. The final proposed budget shall be published in the June newsletter. The budget committee shall be the treasurer, CEO, and chapter president(s). The treasurer shall be chairperson.

12. Voting Procedure

- a. Every member is entitled to one vote per issue. Said vote may be cast in person or in absentia.
- b. Mailed ballots, to be eligible for the count, must be received at the post office box, BTQG, P.O. Box 542, Columbia, MO 65205-0542 no less than two (2) days prior to the date of the meeting when the vote will be taken. Ballots not received in time will not be counted. Ballots may also be delivered in person at the annual meeting.
- c. The CEO or the Treasurer of the Board of Directors shall be responsible for retrieving all mailed ballots.

All ballots shall be counted at the annual or special meeting.

13. Committee Responsibilities

- a. A description of duties of each elected officer is in the By Laws. For continuity between years, it is essential that a detailed description of officer and of committee responsibilities be passed on to successors. Therefore, in May, the elected officers and committee chairpersons shall submit to the CEO an updated detailed written description of how their office or committee functions. By July, each committee chairperson and officer shall also give said written description to their successor, along with any materials or forms related to that office or committee. The CEO shall submit this update of each office and committee description to the Website Chairperson for publication on the web site.
- b. **Chapter Program Chairpersons:** Each chapter shall have a Chapter Program Chairperson who shall be responsible for and prepare a calendar of programs for the Membership Directory and Handbook. The chapter chairperson for each chapter shall prepare a calendar of programs to be published in the directory and detailed in the monthly newsletters. Those programs shall be from October through September and shall include preparation and completion of the planned program i.e., all aspects of the program. These chairpersons shall contact and make a written contract with speakers for chapter meetings and events. The chairpersons shall work with the hospitality chairperson on special hospitality events, such as chapter meetings with special guest speakers. The chairperson shall work in conjunction with the chapter president to build a volunteer system of members for needs of specific chapter meetings, such as helping with set up of equipment and room and holding quilts for viewing and to secure a guild member or two to act as hostess for the guest speaker.
- c. **Quilt Show:** The Chairperson shall propose the date, location, arrange for entry forms, organize preparation for the show, coordinate preparation of the show program, coordinate setup and strike, coordinate hostesses and assume responsibility for the publicity and promotion of the event.
- d. **Library:** The Chairperson shall manage the BTQG Library, order new materials, and coordinate circulation of the library materials.
- e. **Special Programs:** The Vice CEO shall serve as chairperson of Special Programs and shall propose and coordinate guest speakers and special workshops for the general membership, including arrangements for receptions and accommodations for guest speakers. Special programs should be scheduled at times other than regular Chapter

meeting times.

- f. **Service Project:** The Chairperson shall coordinate all materials for construction of service projects and orchestrate the work sessions and shall see to the delivery of completed items and shall maintain contact with the current chosen organizations. The chairperson shall determine the distribution based on need.
- g. **Hospitality:** An ad hoc Chairperson shall work with program chairpersons to coordinate social functions such as luncheons, potluck meals, receptions, and coffees. The Chairperson shall supervise the hospitality budget and supplies and shall develop a calendar of volunteers to set up and take down the hospitality area for events.
- h. **Membership:** The Chairperson shall provide the Treasurer with completed membership forms and dues in a timely manner – at the end of each meeting if the Treasurer is present or mailed within 2 business days following the meeting. The Chairperson shall develop a calendar of volunteers for each chapter meeting. These volunteers will greet members, introduce guests and manage the related functions of the membership table. The Chairperson shall report on membership attendance numbers at each Board meeting.
- i. **Newsletter Editor:** The Newsletter Editor shall prepare and distribute a newsletter 12 times annually to the members at least one week prior to the earliest scheduled meeting in each month.

14. Inclement Weather Policy

- a. If the Columbia Public Schools close due to inclement weather, BTQG will not hold its monthly in-person meeting. In the event schools remain open, but weather conditions worsen during the day, notice of meeting cancellation will air when feasible on KBIA (91.3 FM), KPLA (101.5 FM), and KFRU (1400 AM) radio as well as KOMU, KMIZ, and KRCCG television. Additionally, an eblast will be sent to members and notice of meeting cancellation will be posted to Facebook. An online meeting may be substituted.

It is the responsibility of the Chapter President to notify the Social Media Chairperson, and radio and television stations, if a meeting cancellation occurs on a day Columbia Public Schools are open.

Definitions

- a. **AD Hoc Committee** – Ad hoc means “when necessary or needed.”
Ad hoc committees can be formed at any time to handle specific projects or events (e.g., Holiday Luncheon). When an ad hoc committee completes the designated task, it immediately dissolves. The Chairperson of an ad hoc committee shall have a vote on the board so long as the committee exists.

Revised and approved by the Board of Directors (October 9, 2023)