

# **BY-LAWS OF THE BOONESLICK TRAIL QUILTERS' GUILD**

## **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 \$30.00 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 never been a member of BTQG.

**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 excepting 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 an elected CEO, Vice-CEO, Secretary, Treasurer and chapter presidents. The elected officers along with the appointed

chairpersons of standing committees, ad hoc committees, Chapter Presidents, Chapter Program Chairpersons, and the immediate past CEO shall constitute the Board of Directors. Each member shall have one vote.

**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 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.
- 2 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 the 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, Special Programs, Historian, Service Project, Hospitality, Membership, Newsletter Editor, Membership booklet editor and Webmaster.
- 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 the Board of Directors of the Guild shall be presented no later than the May meetings. The slate shall be published in the June newsletter. Floor nominations will close at the May chapter meetings.

**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 By-laws shall be Robert's Rules of Order, Newly Revised unless superseded by Missouri Revised Statutes for nonprofit corporations.

### **Article 8 Amendments**

**Section 1** The By-laws 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.

### **Article 10 New Chapter Formation**

**Section 1** An interest group may petition for Chapter status after three consecutive years in operation and with a minimum of 30 members. Approval of Chapter status shall be granted by majority vote of the membership at an Annual Meeting.

### **Cancellation of Monthly Meeting**

If the Columbia Public Schools close due to inclement weather, BTQG will not hold its monthly meeting. In the event schools remain open, but weather conditions worsen during the morning, notice of the 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 KRCG television.

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