

## **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 being 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 technical 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 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" for their electronic vote to count. Board members may post comments before voting and within the specified time limits.

### Section 2: Term Limits

1. Each officer shall be elected for a term of one (1) year and may not be elected to successive terms in the same office.
2. Each standing committee chair shall serve for a term of one (1) year and may succeed for no more than one consecutive term in the same position.
3. Technical committee chairs shall not be subject to term limits.

### Section 3: Duties of the Board of Directors

1. CEO: Shall preside at the 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.
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 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 bylaw 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 bylaws and policy sections. The Guild directory will be updated for the following year, with final bylaw 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 membership; 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 (3) consecutive board meetings may be asked to resign.

#### Section 4: Committees

1. Standing Committees shall consist of Chapters' Programs, Quilt Show, Library, Service Project, Membership.
2. Technical Committees shall consist of Website, Social Media, and Newsletter.
3. Special committees shall be appointed by the CEO for special purposes or projects and shall be designated Ad Hoc.
4. The term of all standing committees shall coincide with the fiscal year.

#### Section 5: Board of Directors

1. The Board of Directors shall meet 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: Annual Registration – Secretary of State

1. In accordance with Missouri State Statute 355.161, the board of directors shall be responsible for appointing and continuously maintaining a registered agent.
2. The Board of Directors shall be responsible for assuring the filing of 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 (3) members at large.

### **Article 6: Finance**

Section 1: The fiscal year shall be July 1 through 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 thirty (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 two-thirds (2/3) vote provided a quorum of ten percent (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 two-thirds (2/3) 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 bylaws.

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.