

**BYLAWS
OF
MOUNTAIN PIECEMAKERS QUILT GUILD, INC.**

**February 2005
Amended December 13, 2016**

ARTICLE I: NAME

This organization shall be known as Mountain Piecemakers Quilt Guild, Inc. herein referred to as the Guild. The Guild is a 501(c)(3) not-for-profit organization incorporated under the laws of the state of North Carolina.

ARTICLE II: PURPOSE

It shall be the purpose and goal of the Guild to promote and perpetuate the art of quilting. The work of the Guild is designed to benefit and educate all persons interested in preserving a high standard of design and technique in all forms of quilting by sponsoring workshops and exhibits.

ARTICLE III: TERRITORY AND HEADQUARTERS

The Guild shall encompass the western mountain counties of North Carolina and the headquarters shall be located in the city of Burnsville, North Carolina.

ARTICLE IV: MEMBERSHIP

1. **Eligibility.** Any person interested in the purpose of this guild shall be eligible for membership. An annual contribution for membership qualification may be established by the Board of Directors from time to time.
2. **Rights.** Every member of the guild shall be entitled to cast a single vote on matters to be decided by the membership. There shall be no voting by proxy.
3. **Dues.** Annual dues shall be determined by the recommendation of the Board of Directors and the approval by a quorum of at least 30% of the total membership. Members shall pay yearly dues by October 1. Dues not paid by October 31 will result in loss of continuous membership and membership privileges.

ARTICLE V: BOARD OF DIRECTORS

1. **Composition.** The number of directors constituting the Board of Directors shall be no fewer than five and no more than twelve and shall be composed of those persons elected as Officers, event Chairmen elected by the membership and the past President.

2. **Terms and Limitations.** President is to serve a one-year term. Vice President is to serve a one-year term and move to President for a one-year term. Treasurer shall hold a two-year term. Secretary, Program/Workshop Chairman, Newsletter Editor, Quilt Show Chairman, Publicity Chairman, Fundraising Chairman, Webmaster, and Opportunity Quilt Chairman shall all serve a one-year term. All officers, with exception of the President, may run for another term if they so choose. Each director shall hold office until the expiration of his/her term of the election and qualification of his/her successor, whichever occurs later. The members of the guild shall have the right to remove any officer by majority vote of the whole membership.
3. **Each position on the Board holds one vote.** When there are two people sharing a position they will only have one vote for the two of them.
4. **The Opportunity Quilt Chairman** shall be nominated at the May Guild Meeting and voted in to office in June so they may take office right away to start on the next year's Opportunity Quilt. Their term shall run until their Quilt is raffled off. This means there will be two Opportunity Quilt Chairmen for 4 months. They will have one vote to share.

ARTICLE VI: BOARD DUTIES

1. President:

Make every effort to attend all Board Meetings and Guild Meetings. The President shall preside at all meetings of the membership and the Board of Directors. The President will have the authority to sign checks. The President can appoint a Parliamentarian with the approval of the Board of Directors. The President will keep the By-Laws current at all times and make an amendment when the Board has voted in a change. Make sure all Board members have a current copy. Submit President's Message to the Newsletter Editor every month according to schedule.

2. Vice President:

Make every effort to attend all Board Meetings and Guild Meetings. The Vice President shall be responsible for the duties of the President in the absence of the President. The Vice President will select, with the approval of the Board of Directors, a charity or charities that the Guild will support (by making quilts for them) during the year; fulfill the commitment to this/these charities by planning and organizing work days for members to participate in making quilts; ensure that materials are available for the making of these charity quilts, either by purchasing fabrics or through donations of fabrics from members, keeping within the budget. The Vice President oversees the creation of "Hands" Quilts and ensures that finished quilts are delivered to the charities and recipients, and provides a verbal monthly status report to members at the Quilt Guild Meetings. Acceptance of the position of Vice President signifies acceptance of the position of President and it's responsibilities for the following year.

3. Secretary:

Make every effort to attend all Board Meetings and Guild Meetings. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the membership and the Board. She/He shall have general charge of the guild records. After taking and transcribing the minutes of the Guild Meeting, the minutes are sent to the Editor of the Newsletter according to schedule.

The minutes of the Board Meeting are sent only to members of the Board. A hard copy of all minutes is retained for the guild records.

4 Treasurer:

Make every effort to attend all Board Meetings and Guild Meetings. The basic job of the Treasurer is to handle the funds of the guild. This involves the following activities: Collect all monies due to the guild and deposit them in the guild's bank in a timely manner; pay all bills incurred by the guild in a timely manner; verify that all bills are appropriate and have been approved by the guild Board; maintain documentation for the expenses incurred by the guild; reconcile bank balances and records every month; categorize all deposits by source (dues, Opportunity Quilt tickets, etc); categorize expenditures by budget items; validate all expenditures by a receipt and request for reimbursement; ensure all budget categories have their own file and each fiscal year has its own file. The Treasurer will provide updates to the Board on all budget items and other expenditures and receipts at least once a quarter or when requested. The Treasurer will provide a final report to Board before the next Treasurer takes over. Records are reviewed and audited at the end of the fiscal year. The Treasurer completes and submits all necessary tax forms on schedule. Prior to the beginning of a new fiscal year, the Treasurer leads the Board in drafting a budget for the coming year. As necessary, assist the President in negotiating a contract for meeting space for the upcoming year and ensure rental payment is made for the space.

5. Program Workshop Chairman:

Make every effort to attend all Board Meetings and Guild Meetings; secure speakers and programs for the current year from January to December; make arrangements for travel and accommodations for speakers if required; make arrangements for payment to speakers; and plan at least two workshops during the year. The cost of all workshops will be determined as required to cover the cost of the speaker and location. Inform meeting place manager on the day prior to meeting as to the room setup needed. Encourage all members to take part in the programs and workshops. After each meeting is over secure the building. Guild members who present programs receive an honorarium that is donated to the charity of the presenter's choice.

6. Newsletter Editor:

Make every effort to attend all Board Meetings and Guild Meetings. The editor will accept quilting related articles for publication from the officers, members of the organization, other quilt guilds and any guild related organizations; organizing the articles; layout of the articles; editing, for space requirements, of the articles; printing and mailing of the newsletter to those members without email capabilities; emailing the newsletter to members and other quilt guilds; and submitting reimbursement form for supplies to the Treasurer.

The newsletter will be available to the members one week prior to the month's scheduled meeting.

7. Webmaster:

Make every effort to attend all Board Meetings and Guild Meetings. The Webmaster is responsible for design and maintenance of the guild's web site. This includes providing information for guild members and those interested in membership; maintaining the guild calendar; advertising events; and publishing, with permission, pictures of members' works.

8. Quilt Show Chairman:

Make every effort to attend all Board Meetings and Guild Meetings.

Responsibilities:

1. Set date and location of Quilt Show. Present dates and location to Board for approval.
2. Establish committee chairs:
 - a. **Publicity.** Coordinate with Publicity Chairman to publish press releases to all surrounding county newspapers, specialty publications and media, distribute posters in all surrounding counties and inform other guilds about the show.
 - b. **Display.** The display committee will inspect the quilt show site, obtain materials for hanging, set up quilt display and supervise the take down of the quilts, and obtain any materials (such as gloves) required for the display.
 - c. **Entry registration.** Entry committee will coordinate entry form deadlines, provide information to the display committee and utilize information on entry forms to develop program book and display cards.
 - d. **Vendors.** If the show is to include vendors, this committee will solicit vendors and establish policies for the vendors for that year's show.
 - e. **Quilt show workers.** This chairperson is responsible for setting up the work schedule and seeing that there is someone assigned to each time period. Every member that displays a quilt in show is required to work one shift. With Quilt Show Chair will review the procedures for the show and be sure that procedures are available to workers.
 - f. **Viewer's Choice.** Viewer's choice chair is responsible for providing the recording forms for the viewer's choice, tallying the votes, and preparing and presenting the awards.
3. Work with display and entry committees to establish dates for entry forms and display quilts to be turned in.
4. Periodically meet with committees to review progress and assure that all aspects of show are covered.

9. Fundraising Chairman:

Make every effort to attend all Board Meetings and Guild Meetings. As soon as the Opportunity Quilt is complete begin selling tickets and have it displayed. Order more tickets as needed. Give each member 24 tickets to sell keeping track of what tickets are given to whom, and ensuring that either proceeds or the tickets are turned back in. Turn all money in to Treasurer. Have quilt displayed and tickets sold at Quilt Show. Have a drawing for the quilt on the appointed date. Contact the winner and make arrangements to get the quilt to them. Once it is decided in which festivals the Guild would like to participate for the year, ensure the Guild's spot at the festivals are secured and if there is a fee involved request a check from the Treasurer and remit payment with required form; get volunteers from the Guild to assist in set up and break down of the tent or booth, as well as manning the tent during the course of the festival; and oversee all festival ticket sales and maintain records of tickets sold. The fundraising Chairman develops and implements fundraising ideas.

10. Opportunity Quilt Chairman:

Make every effort to attend all Board Meetings and Guild Meetings. The Opportunity Quilt Chairman shall propose a pattern for the Opportunity Quilt to the Board for approval; oversee all phases of making the quilt; buy materials; appoint members from guild to help in making the quilt.

11. Publicity:

Make every effort to attend all Board Meetings and Guild Meetings; send the information to each newspaper (Yancey, Mitchell and Madison) each month about our meetings, programs and any news item that the guild would want published in the news papers.

12. Past-President:

Make every effort to attend all Board Meetings and Guild Meetings; share her/his knowledge of the past year and help with the transition of the new Board.

ARTICLE VII: NON-BOARD POSITIONS

1. Librarian:

Make every effort to attend all Guild Meetings. Have Board approval for a place for the Guild's Library and other property so that Guild members can have access to books on a reasonable basis; buy new books suggested by guild members that will enhance their quilting skills; process new books with guild stamp and due date cards so that librarian knows who has the borrowed book; maintain a current list of all books and property; and bring an assortment of books to Guild Meetings each month.

2 Hospitality Chairman:

The hospitality Chairman shall see that there are refreshments at all general meetings; help the workshop chairman with any special needs for the meeting.

3. Greeter:

The Greeter will arrive early and stand at the table at entrance to greet everyone as they enter the meeting room; have every person sign in; provide them with a temporary name tag if they do not have one; introduce guest(s) to the Membership Chairman so she/he can talk to them about becoming a member; at beginning of meeting introduce any guest to the membership; sell MPQG pins at each meeting and have the drawing for door prize at each meeting. Send "sunshine and shadows" cards as needed.

4. Membership Chairman:

Have all new members fill out an application form; collect dues from new members and turn all money over to the Treasurer; give "New Member Package" to new member(s); give new member information to the newsletter editor to go in to next newsletter; collect dues from renewing members at the beginning of each new year (by October 1); verify members' addresses, phone numbers, birth dates and e-mail addresses at the time of renewal and prepare a roster for distribution to all members, by email or at the November meeting; keep the roster updated and send a copy to each Board member every time it is updated; and turn all checks and money for dues over to the Treasurer.

5. Parliamentarian (Optional at the discretion of the Board):

The Parliamentarian shall use the current edition of Robert's Rules of Order in all questions of parliamentary procedure. When Robert's Rules of Order are inconsistent with the Bylaws of the Guild, the Bylaws will prevail.

ARTICLE VIII:

MEETINGS

1. **Procedure:** The President shall preside at all meetings of the membership and the Board of Directors. In the absence of the President, the Vice President shall preside; in the absence of both the President and the Vice President, any Board Member will preside. The presiding officer shall vote only in order to break a tie vote. All meetings shall be governed by and conducted in accordance with the latest edition of Robert's Rules of Order. Voting on all matters shall be by voice or by show of hands except when one-tenth (1/10) or more of the members present and qualified to vote shall demand a vote by written ballot.
2. **Meeting of the Members:** The Guild shall hold a minimum of four (4) meetings each year. The annual meeting of the members shall be held at such time in September to elect new officers for the Board. The new Board will take office at the October meeting.
3. **Meetings of the Directors:** Regular monthly meetings (or a minimum of once every quarter) will be held by the Board of Directors at a time and place determined by the Board. Special meetings may be called by the President or by any three (3) members of the Board of Directors. At least seven (7) days and not more than thirty (30) days notice of each regular and special meeting of the Board of Directors shall be given to the members of the Board of Directors, which notice shall specify the time, date, and place of such meetings. One-third (1/3) of the total membership of the Board of Directors then in office shall constitute a quorum. Director action may be taken by a vote of a majority of a quorum, except as otherwise provided herein or by law. Action taken by a majority of the directors without a meeting is nevertheless valid action by the Board of Directors if written consent for the action in question is signed by all the directors, whether done before or after the action so taken.

ARTICLE IX:

COMMITTEES

1. **Nominating Committee:** At least sixty (60) days, but not more than one hundred twenty (120) days, in advance of the scheduled date of the annual meeting of the membership, the Board of Directors shall appoint a nominating committee consisting of four persons, two of whom shall be members of the Board of Directors, and two of whom shall be Members of the Guild who are not members of the Board of Directors. The nominating committee shall meet and prepare a list of nominees, (must be members in good standing of the Guild) one for each office and chairmanship to be filled by the membership at the annual meeting. This list shall be read to the membership at the August meeting and elections held at the

annual meeting in September. Nothing herein shall prevent the members from nominating other persons for such offices and chairmanships as they see fit.

ARTICLE X: GENERAL PROVISIONS

1. **Amendments to Bylaw:** The Board of Directors may recommend the Bylaws to be amended or repealed and new Bylaws may be written by the affirmative vote of the majority of the directors then holding office at any regular or special meeting of the Board of Directors. The changes must be presented to the membership for an affirmative vote at any regular or special meeting of the Guild by a majority of the entire membership. No Bylaw adopted or amended by the members of the Guild shall be altered or repealed by the Board of Directors. The Board of Directors shall have no power to adopt a Bylaw altering the quorum requirements for meetings of the members or directors, increasing or decreasing the number of directors, or changing the terms and manner of election of the directors.
2. **Contracts:** The Board of Directors may authorize any officer or officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.
3. **Loans:** No loans shall be contracted on behalf of the Guild and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
4. **Checks and Drafts:** All checks, drafts or other orders for the payment of money, issued in the name of the guild, shall be signed by the Treasurer, unless the amount is over \$400.00, and then there must be two signatures. The Treasurer, President and Vice President signatures shall be on all checking accounts.
5. **Deposits:** All funds of the Guild shall be deposited from time to time in such depositories as the Board of Directors may select.

Any funds collected by any Board Member, Committee Chair, or member, whether they be for Opportunity Quilt tickets sold, admission fees for the Quilt Show, workshops, or any other income payable to the Guild, will be documented as such and turned over to the Treasurer in a timely and expeditious manner. Under no circumstances is any member of the Guild to hold funds, checks or cash, and under no circumstances are Guild funds to be intermingled with any member's personal bank accounts. In the event of some unforeseen situation where the Treasurer and the member cannot be in contact, the President will be notified and direct the member how to handle or secure the funds until such time as they can be properly deposited into the Guild's bank account.

ARTICLE XI:

FISCAL YEAR

The fiscal year shall be October 1 through September 30.

ARTICLE X11:

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors 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 religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code as the Board of Directors 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 the county in which the principal office of the corporation is then located, 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.