

BY-LAWS

Cobblestone Quilters Guild, Incorporated

ARTICLE I

NAME AND PURPOSE

Section I: This organization shall be known as the COBBLESTONE QUILTERS GUILD INCORPORATED hereinafter called "The Guild."

Section II: ***The purpose of The Guild shall be to foster the art of quilting, to encourage a high standard of design and technique in all of its various forms, and to stimulate an interest in these goals within the community.***

Section III: The Guild shall be nonprofit, nonpartisan, and nonsectarian.

Section IV: (a) Notwithstanding any other provisions of its Charter or these By-Laws, The Guild shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

(b) In the event of dissolution, the residual assets of The Guild will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusively public purposes.

(c) No part of any net earnings or resources of The Guild shall inure to the benefit of any individual, or to any Director or Officer of The Guild, except that reasonable compensation may be paid for services rendered to or for The Guild affecting one of its purposes. No Director or Officer of The Guild or any private individual shall be entitled to share in the distribution of any of The Guild's assets on dissolution of The Guild.

(d) The purposes for which the organization is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Section V: The Office of the Guild shall be located at 743 E. Main St., Harleyville, South Carolina 29448 and its registered agent shall be Karen Kendo.

ARTICLE II

MEMBERSHIP

Section I: **REGULAR MEMBERSHIP.** Any person with a serious interest in the art of quilting shall be eligible for membership upon payment of the annual dues. This membership can be revoked for any reason with a super quorum vote by the guild Board of Directors.

AUXILIARY MEMBERSHIP. Auxiliary membership will be available for individuals 10 18 years of age who attend meetings with a sponsoring regular member at discounted dues of 50%.

Section II: **DUES.** Membership dues shall be at such rate, schedule or formula as may from time to time be prescribed by the Board of Directors, and approved by the general membership at the annual meeting of The Guild. The first annual dues are payable as of January of each succeeding year. After July 1st dues for new members shall be one half of the yearly fee. A new member is defined as one who has not held membership for the past three years.

Section III. **GUEST.** A guest fee of \$5.00 will be charged for each meeting in one year. A guest may come to two meetings a year prior to joining.

ARTICLE III

OFFICERS AND BOARD OF DIRECTORS

Section I: **OFFICERS.** Officers shall consist of a President, Vice-President, Secretary and Treasurer.

Section II: **ELECTION OF OFFICERS.** The Officers shall be elected at the annual meeting of the members and shall serve for a term of one year. No officer shall serve more than two consecutive terms in office. Unexpired terms shall be filled to their expiration date through appointment by the President and approval of the Board of Directors.

Section III: **BOARD OF DIRECTORS.** The Board of Directors shall consist of all elected officers of The Guild, the chairperson of standing committees, and the immediate past president. The Board of Directors shall manage the affairs of The Guild and shall present all major recommendations for the approval of the membership.

Section IV: **STANDING COMMITTEES.** The chairpersons of standing committees shall be appointed by the President, with approval of the Board of Directors. There shall be such standing committees as shall be deemed necessary by the Board of Directors.

Section V: **DUTIES OF OFFICERS:**

A. **PRESIDENT.** The President shall preside at all of the meetings of The Guild and the Board of Directors; shall be an ex officio member of all committees; shall appoint all committees not herein otherwise provided for; shall be a co-signer of the check book; shall not have a vote except in case of a tie; and shall perform such duties as are incidental to the office.

B. **VICE-PRESIDENT.** The Vice-President shall, in the absence of the President, perform all the duties of the President and shall be a co-signer of the check book. The Vice-President shall also be chairperson of the Program Committee. The Vice-President shall assume the duties of the President the following year.

C. **SECRETARY.** The Secretary shall keep minutes of all meetings of the Board of Directors and general meetings; shall conduct general correspondence as required; and shall assume all duties usual to the office.

D. **TREASURER.** The Treasurer shall act as custodian of the funds, collect dues and fees and present an itemized account of receipts and disbursement at each business meeting. The Treasurer shall be responsible for keeping all financial records having to do with The Guild and shall be responsible for remitting dues and other financial obligations to any organization with which The Guild is affiliated. The Treasurer shall be responsible for the payment of services rendered by any individual who has been engaged by The Guild for the purpose of lecture or working. The Treasurer shall follow the regulations of the IRS, as well as local regulations, including an annual audit of the books, with respect to the operation of a non-profit, educational organization. Checks may be signed by either the Treasurer, the President, or the Vice-President. The Treasurer shall deposit all funds to the credit of The Guild in such banks or other depositories as the Board of Directors may select.

ARTICLE IV

MEETINGS

Section I: **BOARD OF DIRECTORS ANNUAL MEETING.** There shall be a joint meeting of the outgoing Board of Directors with the incoming Board of Directors which will be held shortly after the November elections and prior to the January meeting.

Section II: **REGULAR MEETING.** Regular meetings of the membership shall be held on a monthly schedule as determined by the Board and approved by the membership.

Section III: **QUORUM.**

A. **SIMPLE QUORUM.** A simple quorum is defined as one-fourth of the total membership.

B. **SUPER QUORUM.** A super quorum is defined as one-third of the total membership.

ARTICLE V

COMMITTEES

Section I: **NOMINATING COMMITTEE.** The nominating committee shall consist of three members, composed as follows: The President shall appoint one board member and two members from the general membership at the September meeting. The nominating committee shall make a report to the Board of the nominations for each office. Upon receipt of the slate, the Secretary shall notify the general membership at the October meeting. Elections shall be held at the November meeting. Installation of Officers shall be held at the December meeting. New Officers and the chairperson of each Committee shall begin their tenure at the January meeting.

A. Each candidate must be an active member in good standing and must have agreed to accept the responsibilities of the position.

B. Further nominations may be made from the floor at the time of the election.

Section II: **MEMBERSHIP COMMITTEE.** The Membership Committee will be responsible for soliciting new members, maintaining a directory, and collecting dues.

Section III: **PROGRAM COMMITTEE.** The Program Committee will be responsible for planning the program for the monthly meetings of the general membership. They will also plan any special programs or workshops.

Section IV: **PUBLICITY COMMITTEE.** The Publicity Committee will be responsible for keeping the public informed about the activities and accomplishments of The Guild.

Section V: **NEWSLETTER COMMITTEE.** The Newsletter Committee will be responsible for keeping the general membership informed of Guild activities and other quilting related data.

Section VI: **WAYS AND MEANS.** The Ways and Means Committee will be responsible for fund raising to supplement the dues to provide funds for quilt programming.

ARTICLE VI

PARLIAMENTARY AUTHORITY

Section I: The current edition of the Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when rules are not consistent with the By-Laws of The Guild.

Section II: Regular business of The Guild may be conducted at any business meeting by a majority vote of the members present, provided a simple quorum is present.

Section III: These By-Laws may be altered, amended or repealed and new By-Laws adopted at any business meeting of The Guild by a two-thirds vote of the members present, provided a super quorum is present. Notification by mail one month in advance of making any change is required.

By-Laws last amended at the November 2015 meeting.