

# **BY-LAWS**

Revised: July 14, 2020

## **Article I. NAME AND PURPOSE**

**Section 1.01** This organization shall be known as the Cobblestone Quilters Guild, Inc., hereinafter called "The Guild".

**Section 1.02** The purposes of The Guild are:

(a) To preserve, perpetuate, encourage, and advance the art of quilting for our members and the general public.

(b) To provide an opportunity for members to gather, learn, teach, and exchange ideas and information in order to encourage creativity and a high standard of design and technique.

(c) To promote quilting to the general public as a valuable art by increasing awareness of quilt history, design, and preservation through teaching, publicity, and exhibits.

(d) To engage in any lawful act or activity for which nonprofit corporations may be organized under the laws of the State of South Carolina.

**Section 1.03** Notwithstanding any provision to the contrary, this corporation is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify under Section 501(c)(3) of the current Internal Revenue Code.

**Section 1.04** No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the current Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the current Internal Revenue Code.

**Section 1.05** The Guild shall be nonprofit, nonpartisan, and without any discrimination based on race, gender, ethnicity, religion, age, or sexual orientation.

**Section 1.06** The office of the Guild and its registered agent shall be as determined by the Board of Directors.

## **Article II. MEMBERSHIP, DUES AND GUESTS**

### **Section 2.01** Membership.

(a) Regular membership: Persons who have paid current dues and any initiation fee if applicable.

(b) Junior membership: Persons under the age of 18 years may join The Guild as a junior member. The junior member must be sponsored by a Guild member.

### **Section 2.02** Dues. Members are considered in good standing upon payment of current dues.

(a) Membership dues shall be at such rate as may from time to time be prescribed by the Board of Directors and approved by the general membership at the General Membership Annual Meeting. The annual dues are payable in January of each year.

(b) Junior member dues shall be set in accordance with Subsection (a) of this Section.

### **Section 2.03** Guests. A guest fee may be charged for each meeting attended by a guest, unless prohibited by venue. The amount of any guest fee and specific implementation shall be as prescribed by the Board of Directors.

**Section 2.04** Revocation of Membership. A persons membership in the Guild may be revoked by a two-thirds vote of the Directors present and voting at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation to these Bylaws or (2) engaging in any other conduct prejudicial to the best interest of The Guild. In these regards, the Board shall act based on reasonable and consistent criteria, always with the objective of advancing the best interests of The Guild. The removal process shall be as may from time to time be prescribed by the Board of Directors and approved by the general membership.

## **Article III. BOARD OF DIRECTORS AND STANDING COMMITTEES**

**Section 3.01** Board of Directors: The Board of Directors shall consist of: Four officers elected by the membership (President, Vice-President, Secretary, and Treasurer), the immediate Past President, and the chairs of standing committees appointed by the President (Chairs of Membership, Community Outreach, Programs, Quilt Show, Ways & Means, Communications, and Hospitality).

### **Section 3.02** Election and Term of Officers; Filling Unexpired Terms

(a) Election and Term of Office: Any member in good standing is eligible for nomination and election as an Officer of the Guild. The Officers shall be elected at the Annual Meeting of The Guild held in November, by a majority vote, and assume office at the start of the new fiscal year.

(b) The term of office for the President, Vice-President, Treasurer, and Secretary shall be as may from time to time be prescribed by the Board of Directors and approved by the general membership at the General Membership Annual Meeting.

- (c) A member may be elected to more than one term in any given office, but no more than two terms in one office may be consecutive.
- (d) The term of office for appointed Board Members shall be as may from time to time be prescribed by the Board of Directors and approved by the general membership at the General Membership Annual Meeting.
- (e) Filling Unexpired Terms of elected officers: Unexpired terms of the elected Officers shall be filled to their expiration date. The President shall recommend a replacement and publish that member's name in the newsletter. At the regular Guild meeting following publication, a majority vote of those attending shall be necessary to approve the replacement.
- (f) Unexpired terms of the appointed Board Members shall be filled to their expiration date. The President shall appoint a replacement, publish that member's name in the newsletter, and announce it at the next regular Guild meeting.

**Section 3.03** Duties of the Board.

- (a) The Board is to review the Guild governing documents (Bylaws and Guidelines) at the beginning of each fiscal term to ensure familiarity and continued compliance.
- (b) The Board shall review and recommend all budgets to the general membership for approval.
- (c) Approve all contracts.
- (d) Approve policies under which The Guild operates.
- (e) Carry on the business of The Guild between regular meetings.
- (f) Report all its actions to the general membership.

**Section 3.04** The Chairs of the Standing Committees and the Parliamentarian shall be appointed by the President and approved by the Board.

**Section 3.05** Removal of Directors and Elected Officers.

- a) Any Director, other than an elected Officer, may be removed from such office by a two-thirds vote of the Directors present and voting at any regular or special meeting of the Board of Directors at which a quorum is present, for (1) violation to these Bylaws or (2) engaging in any other conduct prejudicial to the best interest of The Guild. In these regards, the Board shall act based on reasonable and consistent criteria, always with the objective of advancing the best interests of The Guild. The removal process shall be as may from time to time be prescribed by the Board of Directors and approved by the general membership.

- b) Any elected Officer may be removed from such office by a two-thirds vote of The Guild members present and voting at a regular meeting for which a quorum is present for (1) violation to these Bylaws or (2) engaging in any other conduct prejudicial to the best interest of The Guild. The removal process shall be as may from time to time be prescribed by the Board of Directors and approved by the general membership.

**Section 3.06 Duties of Officers:**

(a) President: The President shall preside at all Board and Regular Guild Meetings; shall be an ex-officio member of all committees, except the Nominating Committee; shall be authorized to sign checks; shall not have a vote except to make or break a tie; shall be empowered to appoint special committees as necessary; and shall perform such duties as 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 assume the presidency if for any reason the President is unable to finish the term of office. The Vice-President shall be authorized to sign checks. The Vice-President shall perform such duties as incidental to the office.

(c) Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors and the monthly membership meetings and shall submit the minutes to the Board of Directors, the newsletter editor for publication, and the webmaster. The Secretary shall perform such duties as incidental to the office.

(d) Treasurer: The Treasurer shall act as custodian of all funds of The Guild in accordance with the annual budget, keep all Guild-related financial records and present an itemized account of receipts and disbursements at each Board of Directors' meeting, and be authorized to sign checks. The Treasurer shall submit a monthly report for publication in the newsletter. The Treasurer shall follow the regulations of the Internal Revenue Service, the State of South Carolina and local regulations. The Treasurer shall make books available for an annual audit no later than February 1st, following completion of the Treasurer's term of office. Immediately upon taking office, the Treasurer shall ensure that the account signers of record at the Guild financial institution are only the current Guild officers as designated signers in Section 3.06. The Treasurer shall perform such duties as incidental to the office.

**Article IV. MEETINGS**

**Section 4.01** The General Membership Annual Meeting.

(a) The Annual Meeting of The Guild shall be held in November, for the purpose of electing Officers for the ensuing year.

(b) Notification of the nominated Officers shall be posted in the newsletter as early as possible in order to give adequate time for members to evaluate.

**Section 4.02** Board of Directors' Annual Meeting. A joint meeting of the outgoing Board of Directors with the incoming Board of Directors shall be held prior to the January meeting at a time and location determined by the Board.

**Section 4.03** Board of Directors' Regular Meeting. Regular meetings of the Board of Directors shall be held at such time and location as the Directors may determine. Upon request of any two members of the Board, the President shall call a special meeting.

**Section 4.04** Regular Guild Meetings. Regular meetings of the membership are held at a frequency, time, and location determined by the Board.

**Section 4.05** Quorum:

- (a) A simple quorum for conducting business at regular Guild meetings shall be one fourth of the total membership.
- (b) A super quorum is defined as one third of the total membership.
- (c) A quorum for conducting the business of the Board of Directors shall consist of seven (7) members of the Board, including at least one elected officer.

## **Article V. COMMITTEES**

**Section 5.01** The Membership Committee is responsible for soliciting new members, collecting dues, producing and maintaining an accurate roster of members' names and addresses. The membership rosters and mailing lists of The Guild may not be used for any purpose by any person, group or business, without the written approval of the Board of Directors.

**Section 5.02** The Community Outreach Committee is responsible for the selection and implementation of charitable projects to be undertaken by the Guild, coordination of collection and distribution of donations, and the formation of relationship between the community and The Guild.

**Section 5.03** The Ways and Means Committee is responsible for fund raising.

**Section 5.04** The Quilt Show Committee is responsible for the various aspects of the Quilt Show, including finance, program, theme, site, exhibits, equipment, publicity, mailing, judging and reception. The Quilt Show Committee is responsible for the inventory, purchase, maintenance, storage, and set up of Guild owned equipment for the Quilt Show.

**Section 5.05** The Communications Committee is responsible for keeping the members informed of Guild activities via the newsletter and is responsible for maintaining and updating The Guild website.

**Section 5.06** The Program Committee is responsible for planning the programs and workshops for the Guild meetings and other special events. The Program Committee is responsible for maintaining the inventory, purchase, maintenance, storage, and set up of Guild owned equipment for classes and workshops.

**Section 5.07** The Hospitality Committee is responsible for ensuring members, guests, and prospective members are made welcome and included in Guild activities, is responsible for recruiting Guild members to assist new members as they become acquainted with The Guild.

**Section 5.08** Special Committees may be appointed by the President as deemed necessary. Special committee chairs may be members of the Board if such membership is deemed necessary and approved by the current Board.

Special committees are to include:

- (a) Budget – a minimum of three (3) members to prepare an operating budget for the coming year.
- (b) Audit – a minimum of two (2) members to verify the accuracy of the financial records at the conclusion of the fiscal year.
- (c) Nominating – A minimum of three persons, to include one (1) current Board member and two (2) from the general membership. They are to present their recommendations for nominations to the Board in October.

## **Article VI. INDEMNIFICATION**

**Section 6.01** The Guild shall indemnify each member of the Board of Directors as described in Article III hereof, and each of its Officers, as described in Article III, Section III hereof, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

**Section 6.02** The Guild shall indemnify each of its Directors and Officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against the Director or Officer by reason of being or having been such a Director or Officer and acting within the scope of the Director or Officer's official duties, but only when the determination shall have been made judicially or in the same manner herein provided that the Director or Officer acted in good faith for a purpose which the Director or Officer reasonably believed to be in the best interests of The Guild and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that the Director or Officer's conduct was unlawful. The indemnification shall be made only if The Guild shall be advised by its Board of Directors acting (1) by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the Director or Officers has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

**Section 6.03** Every reference herein to a member of the Board of Directors or Officer of The Guild shall include every Director and Officer thereof and former Director and Officer thereof. This indemnification shall apply to all the judgments, fines, amounts of settlement and reasonable expenses described above whenever arising, allowable as stated above. The right of indemnification herein provided shall be in addition to any and all rights to which any Director or Officer of The Guild might otherwise be entitled, and provisions hereof shall neither impair nor adversely affect such rights.

## **Article VII. DISSOLUTION**

In the event of dissolution of The Guild, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of The Guild, dispose of all of the assets of The Guild exclusively for the purposes of The Guild in such manner, or to such organization or organization organized and operated exclusively for charitable and educational purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the current Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of The Guild is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article VIII. PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order shall be the source of authority in all questions of parliamentary procedure. When Robert's Rules of Order are inconsistent with the Bylaws of The Guild, the Bylaws shall prevail.

## **Article IX. AMENDMENTS**

These Bylaws may be amended at any Regular Guild Meeting by a super-quorum vote of members attending the meeting. In the month prior to voting upon any amendments, the amendments must be published in the newsletter and presented at the Regular Guild Meeting.