

By-Laws of Quilters United In Learning Together

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Revision History

Date	Who	Revision
11/23/2007	Mary Phillips	Enter initial version of 1993 By-Laws
11/24/2007	Mary Phillips	Initial Revisions – bring into sync with Guild Guidelines
1/2/2008	Mary Phillips	Integrate comments from other committee members
3/8/2008	Mary Phillips	Integrate comments from Board meeting
9/5/2008	Mary Phillips	Minor typo corrections from Board – adopted by Board

Article I – Offices

The principal office of the corporation shall be in the Town of Bethlehem County of Albany State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

Article II – Purposes

The purposes for which this corporation has been organized are as follows:

To promote interest in and appreciation of quilting and other arts in the public and private sector.

To encourage cooperation and an exchange of ideas between quilters and other artists, quilt and other art instructors, quilt and other art students, crafts people, publishers and others engaged in quilting and other artistic activities.

To develop, promote and hold seminars, competitions, meetings, public and private exhibitions and to share common activities and interests and to generally promote the study and improvement of quilting and other arts.

To promote and establish facilities for quilters and other artists to share technical and aesthetic experiences for the purpose of creating quilts and other works of art.

To do any other act or thing incidental to or connected with the above purposes or in their advancement, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

Article III – Membership

1. Qualifications for Membership

Membership is open to all who are interested in quilting.

2. Membership Dues

Payment of dues entitles a member to voting privilege, a membership card, a newsletter subscription, discount cards and other special privileges which may arise.

Annual dues shall be paid after June 1. Memberships not renewed by October 31 shall be terminated. The Board may offer discounted dues to those joining after April 1 or allow new members to join at that time with payment of the next year's dues.

The amount of annual dues shall be determined by the Board of Directors.

Article IV – Meetings

The annual membership meeting of the corporation shall be held on the 2nd Friday of May each year except that if such day be a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at the address as it appears in or on the membership roll book of the corporation a notice stating the time and place of the annual meeting, if the date changes Notification may also take place via email, telephone or announcement on the guild website.

Regular meetings of the corporation shall be held on the second Friday of each month from September through June, unless a change is authorized by the Board of Directors.

The presence at any membership meeting of not less than twenty (20%) percent members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has

given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. Special Meetings

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting; notification may also be made via email and/or guild website. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. Action by Members without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

5. Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for the member by proxy.

6. Order of Business

The order of business at all meetings of members shall be as follows:

1. Attendance will be taken.
2. Minutes of preceding meeting will be available for review.
3. Committees will report.

Article V – Fiscal Year

The fiscal year shall be July 1 to June 30. An audit shall be completed at the end of a change of administration.

Article VI – Directors

1. Management of the Corporation

The corporation shall be managed by the Board of Directors which shall consist of not less than seven directors and is made up of the officers and chairs of all standing committees. The retiring president shall serve as an ex-officio member. Each director shall be at least nineteen years of age.

2. Election and Term of Directors

At the annual meeting of members the membership shall elect directors to hold office. Each director shall hold office until the expiration of the term for which elected and until a successor has been elected and shall have qualified, or until the person's prior resignation or removal.

3. Increase or Decrease in Number of Directors

The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the predecessor.

5. Removal of Directors

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

6. Resignation

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. Quorum of Directors

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. Action of the Board

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. Place and Time of Board Meetings

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine but not less than three times per year.

10. Regular Annual Meeting

A regular annual meeting of the board shall be held each May.

11. Notice of Meetings of the Board, Adjournment

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by wire or by email or by phone; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after

the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to said director.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. Chair

At all meetings of the board the president, or in the president's absence, a chair chosen by the board shall preside.

13. Executive and Other Committees

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the board.

14. Proxies

Every board member entitled to vote at a board meeting or to express consent or dissent without a meeting may authorize another person or persons to act for the board member by proxy.

Article VII – Officers

1. Offices, Election, Term

Unless otherwise provided for in the certificate of incorporation, the membership may elect a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, power and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the annual meeting of the members. Each officer shall hold office for appointed specific or appointed term and until a successor has been elected or appointed and qualified.

The term of office is two years commencing in July. An officer may not serve more than two consecutive terms in the same office.

2. Removal, Resignation, Salary

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers will receive no salary.

3. President

The president shall be the chief executive officer of the corporation; shall preside at all meetings of the members and of the board; shall have the general management of the affairs of the corporation;

shall see that all orders and resolutions of the board are carried into effect; shall appoint committee chair; and shall serve as ex-officio member of all committees except the nominating committee.

4. Vice-Presidents

During the absence or disability of the president, the vice-president, or if there are more than one, the first vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

First Vice-President shall perform the duties of president if the president is absent; shall assist the president in the performance of presidential duties and act as chair of special committees, at the discretion of the president.

Second Vice-President shall be chair of the Program Committee.

5. Treasurer

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; shall at all reasonable times exhibit books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time she shall also present an annual report setting forth in full the financial conditions of the corporation. She shall be chair of the Budget Committee. Checks written on behalf of the corporation in amounts less than \$2500 can be signed by the Treasurer alone; checks for \$2500 or more must be countersigned by the President; these limits can be overridden by the Board of Directors.

6. Secretary

The secretary shall keep the minutes of the meetings of the board of directors and also the minutes of the regular monthly meetings of the membership; shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors; shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office; shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence

7. Sureties and Bonds

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his or her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his or her hands.

Article VIII – Standing Committees

Section 1. All committee chairs may appoint assistants and should submit a yearly report to the president.

Section 2. Standing committees and their duties include the following, but shall not be limited to these:

Program Committee - Shall be responsible for planning and arranging all monthly programs, workshops and field trips.

Membership - Shall collect the dues and submit them to the Treasurer; shall issue the membership cards; shall maintain an updated membership list and forward monthly additions to the Secretary and Newsletter chair, as needed; shall compile and issue the current membership list at the November meeting.

Newsletter - Shall collect news and announcements and receive information from the program chair and other contributors; shall prepare a Newsletter periodically and distribute a copy to each current paid member of Q.U.I.L.T., Inc.; may exchange a copy with another group for the purpose of sharing information.

Publicity - Shall have charge of all publicity pertaining to Q.U.I.L.T., Inc.

Hospitality - Shall make arrangements for refreshment supplies and someone to serve them at each meeting.

Budget – Shall be comprised of the Treasurer, the President and one other appointed member; they shall compile a yearly budget to be presented and approved by the membership at the May meeting.

Section 3. The Board may create other Standing Committees if needed.

Article IX – Nominations and Elections

Section 1. A nominating committee shall be comprised of 5 members, all appointed by the president in a timely manner prior to the election meeting. Two shall be board members and three shall be from the membership at large.

Section 2. The slate of candidates shall be presented at the April meeting and other nominations may be made from the floor.

Section 3. Elections shall be held in May and shall be by voice vote except in the case of a contested office in which case the vote shall be by ballot.

Article X – Seal

The seal of the corporation shall be as follows:

Article IX – Construction

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

Article XII – Amendments

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

Section 1. In the event of dissolution, all of the remaining assets and property of the organization shall after necessary expenses thereof, be distributed exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 1116(a) (4) of the New York State Sales and Use tax Law, as governing body of the organization shall determine.

Section 2. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, officer of the organization or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the organization.

Section 3. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation and the organization shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals as specified in Section 1116(a) (4) of the New York State Sales and Use Tax Law, and shall not carry on any activities not permitted to be carried on by an organization exempt from sales and use tax under Section 1116(a) (4) of the New York State Sales and Use Tax Law.