

# **Quilters Guild of Plano, Inc**

## **By-Laws**

### ARTICLE I – NAME

1.01 The name of this organization shall be the Quilters Guild of Plano, Inc.

### ARTICLE II – PURPOSE

2.01 Quilters Guild of Plano, Inc. “Guild” is organized and will be operated exclusively for the educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any subsequent United States revenue law.

2.02 The purpose of this Guild shall be: (a) preserving the heritage of quilting, (b) promoting the knowledge and understanding of all aspects of quilting, and (c) providing opportunities for continuing education among those interested in the art of quilting.

### ARTICLE III – MEMBERS

3.01 Any person shall be declared a member of the Quilters Guild of Plano, Inc. upon payment of the annual dues.

3.02 Each member present at a meeting is entitled to one vote on each matter submitted to a vote.

3.03 Any person may attend two meetings of the Guild as a guest. However, further attendance requires payment of the annual dues.

3.04 The amount of annual dues shall be determined by a recommendation of the Board of Directors, subject to a vote of the members at a regular meeting.

3.05 The fiscal year begins October 1<sup>st</sup>. Dues paid after October 1<sup>st</sup> by rejoining members shall be subject to a late fee as determined by the Board of Directors.

3.06 Members whose dues are not paid by October 1<sup>st</sup> shall be automatically dropped from membership in the Guild and their voting rights suspended.

3.07 Membership in the Guild is not transferable or assignable. Dues are not refundable.

3.08 The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel any member for cause after an appropriate hearing, followed by a two-thirds vote of all members – cause having been stated.

### ARTICLE IV – MEETING

4.01 Regular meetings of the members of the Guild shall be held each month (unless otherwise ordered by the Guild or Board of Directors) for the purpose of transacting any business that may properly come before the meeting. Such meetings shall be at the place and time designated by the Guild President, Board of Directors or by majority vote of the Guild members present at the preceding regular meeting.

4.02 The regular meeting in September shall be known as the annual meeting and shall be for the purpose of electing officers, receiving annual reports of officers and committees and for any other business that may arise.

4.03 Special meetings may be called by the President or by the Board of Directors or may be called by the written request of at least twenty-five percent of the voting members of the Guild. The purpose of the meeting shall be stated in the request. Except in cases of emergency, at least three days notice shall be given by email or phone notification.

4.04 The President, Board of Directors or the guild members calling any special meeting may designate any place as the place of meeting for the special meeting.

4.05 A quorum shall be twenty-five percent of the current membership as determined by the Vice-President of Membership. If a quorum is not present at any meeting of members, no business shall be conducted except that a majority of the members present may adjourn the meeting. A majority vote of the members in attendance shall rule unless otherwise noted in the By-Laws.

4.06 The President votes only to break a tie.

#### ARTICLE V – BOARD OF DIRECTORS

5.01 The officers of the Guild shall constitute the Board of Directors. All officers must be members of the Guild.

5.02 The Board of Directors shall have the authority to manage the affairs of the Guild in a manner consistent with the policies of the Guild outlined in the Articles of Incorporation and these By-Laws. Their purpose includes planning the long term future of the Guild and to ensure that the guild is following the Texas Non-Profit Corporation Act, Articles of Incorporation and the By-Laws.

5.03 The Board of Directors shall have general supervision of the place of meetings, make recommendations to the Guild, and shall be subject to the orders of the Guild. None of its acts shall conflict with action taken by the Guild.

5.04 A majority of the total members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Each office has one vote with the exception of the President who votes only to break a tie.

5.05 Board of Directors regular meetings shall be held on a monthly basis at a day and time agreed upon by said Board. Special meetings of the Board may be called by the President and can be called upon the written request of three members of the Board.

5.06 The Board of Directors will, when necessary, appoints special committee chairmen to become a voting member of the Board for such time as is necessary to perform their duties.

5.07 The Board of Directors may accept on behalf of the Guild any contribution, gift or bequest.

5.08 All contracts negotiated on behalf of the Guild must have the approval of the Board of Directors prior to contract signature.

5.09 The Board, or the Officer under whose charge the expense will occur, is responsible for approving all Guild related expenses. Such expenses must be accompanied by receipts and approval from the appropriate VP before disbursements are made.

#### ARTICLE VI – OFFICERS

6.01 The elected officers of the Board of Directors shall consist of a President, and Vice-Presidents of Community Service, Education, Finance, Guild Activities, Media, Membership, and Programs. The Quilt Show Chair and Secretary will be additional elected officers. The Guild, at the discretion of the Board, may add or delete other office positions as needed.

6.02 Officers, as such, shall not receive any compensation for their services, but may serve the Guild in any other business related activity and receive just compensation.

6.03 The officers shall be elected by ballot by the members present at the annual meeting to serve for one year. Officers will serve until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they were elected. If there is only one nominee for a position, that person may be voted by acclamation.

6.04 No member shall hold more than one office at a time.

6.05 Each officer shall submit an annual report to the President and the incoming officer.

6.06 A vacancy in any office of the Board of Directors, including President shall be filled by any member expressing desire to complete the term after a majority vote of the Board of Directors. In the event two persons come forward seeking to complete an unfinished term of office, a special election will be held at the next general meeting of the "Guild". The Board will determine how that special election will be conducted.

6.07 President may select any member of the Board of Directors to run the monthly meeting if she cannot attend the meeting.

6.08 Any officer may be removed by the unanimous vote of the remaining members of the Board of Directors and by a two-thirds vote of the members present at the next regular meeting whenever, in their judgment, the best interests of the Guild would be served.

6.09 Any officer may resign by delivering a written resignation to the President or Secretary of the Guild.

Resignation shall be effective immediately. An officer who resigns shall have a duty of confidentiality to the Guild and shall not make statements in violation of this duty or with the purpose of disparaging the Guild.

#### ARTICLE VII – AMENDMENT OF BY-LAWS

7.01 The By-Laws may be amended at any regular meeting of the Guild by a two-thirds vote of the members present, provided that the amendment has been published in the most recent newsletter.

7.02 Changes to the By-Laws may be proposed by the membership-at-large or by the Board of Directors.

#### ARTICLE VIII – PARLIAMENTARY AUTHORITY

8.1 The rules contained in the most current edition of Robert's Rules of Order shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order that the Guild may adopt.

Adopted July, 1989.....Last Revision Thursday, January 12, 2012