

TRI-COUNTY QUILT GUILD

BYLAWS

Article I. NAME

This organization shall be called Tri-County Quilt Guild.

Article II. PURPOSE

Tri-County Quilt Guild's purpose is to preserve and encourage the art of quilting, to provide instruction for its members and education for the public, and to be a gathering for people with this common interest.

Additionally, as a not-for-profit charitable organization, Tri-County supports its local charity partners through donations of crafts made by our members and other requested items. These local charity partners then distribute these items throughout our community.

As such, the Guild shall only consider making distributions to other such organizations.

Article III. MEMBERSHIP

Section 1. Joining

Membership is open to all persons interested in quilts and quilting. Members paying all dues shall be entitled to all benefits and services of Tri-County Quilt Guild. Membership is non-discriminatory regarding race, creed, color, age, sex or national origin.

Every applicant for membership shall agree to comply with Tri-County's Bylaws, Policies and Procedures, and rules and to accept the rights, privileges, duties, responsibilities, and obligations applicable by law and set forth in these Bylaws.

Section 2. Termination Of Membership

Membership shall be terminated:

1. By written or oral resignation
2. By default in payment of dues
3. For violation of any state or federal law, violation of any rule or regulation governing Tri-County Quilt Guild, or for violation of the ethics set forth in these Bylaws or in the policies, procedures, and rules of the Tri-County Quilt Guild.

Article IV. DUES

Section 1. The payment of yearly dues shall be required by October 31.

Section 2. Dues for renewing members shall be the full amount of the annual dues regardless of the month of renewal.

Section 3. Dues for new members joining between October 1 and May 31 shall be a full year's dues. New members joining after June 1 shall receive a discount of \$17.00,

Section 4. The amount of annual dues is to be reviewed and posted on the Guild's website.

Section 5. Money collected by the Tri-County Quilt Guild shall not be applied to the benefit of a member, trustee, officer, or any private person except in reasonable compensation for services rendered or to pay for the furtherances of the Guild's purpose as stated in Article II of these Bylaws. Money collected by the Tri-County Quilt Guild shall not

be applied to propaganda, nor shall it be used in any attempt to influence legislation or in any political campaign be it for or against any public office, including the publishing or distribution of statements for any of these. This organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of its stated purpose.

Article V. REGISTERED AGENT AND BOARD OF DIRECTORS

Section 1. The initial directors of the nonprofit corporation shall be the Registered Agent and a minimum of three Directors. The Registered Agent and the Board of Directors must be guild members in good standing.

Section 2. The Registered Agent (the incorporator who signs the Certificate of Formation) and the Board of Directors are the formal, centralized management and organizational structure of the corporation and as such are legally responsible for the activities of the corporation, including guarding it against fraud and corruption.

Section 3. The Registered Agent and the Board of Directors will serve in this capacity as long as they are Guild members in good standing or are replaced as outlined in the Bylaws and the Certification of Formation.

Section 4. Successors for the Registered Agent and the Board of Directors, when needed, shall be nominated by the Executive Board and elected by a majority vote of the members present at the next regularly scheduled Guild meeting, Shall be installed at that time, and shall assume their duties immediately. Successors for the Registered Agent and the Directors, as well as any address changes, must be reported to the Texas Secretary of State.

Section 5. The initial Board of Directors shall prepare and adopt Bylaws for the corporation. A copy of the Bylaws, signed by a corporate officer, must be submitted when applying for the federal tax exemption. After the organization obtains its Certificate of Formation, it must hold an organizational meeting, called by the incorporator or a majority of the Directors. At least three days' notice must be provided to the Directors named in the certificate, stating the time and place of the meeting.

Section 6. The Registered Agent shall prepare the Certificate of Formation. The document, which serves as the corporation's "constitution," becomes a public document defining what the corporation will do and who will be responsible for the management of the corporation. The Certificate of Formation must provide the name and address of the corporation's Registered Agent and office. The Registered Agent must stay affiliated with the corporation for at least a year or more.

Section 7. The document, The Duties of Members of the Executive Board and Executive Committee shall be considered an integral part of the Certificate of Formation, defining the roles and responsibilities of the Executive Board and Executive Committee, and can be revised by the Executive Board as needed.

Article VI. OFFICERS

Section 1. The elected officers of the Guild shall be President, Vice-President for Administration, Vice-President for Financial Oversight, Secretary, Treasurer, Senior Program Chair(s), Junior Program Chair(s), and Membership. The Executive Board shall consist of the Registered Agent, the Board of Directors, and all the above officers and shall enjoy full voting rights.

Section 2. The Executive Board has the authority to remove a Director, the Registered Agent, or an officer from office when the need arises. By a majority vote at a special meeting called by the President and/or the Executive Board, a director, agent, or any other officer may be removed from office.

Section 3. The officers shall be elected by a majority vote of the members present at the December Annual Meeting, shall be installed, and assume their duties at the January meeting.

Section 4. An officer shall be elected for a term of one year, with the exception of the Senior Program Chair(s) and Junior Program Chair(s) and may be re-elected to serve the following year. The Treasurer shall be elected for a twoyear term and may be re-elected to serve another two-year term.

- A. The President must have been a Guild member in good standing for one calendar year
- B. Term Limits: All elected officers can serve two years consecutively in the same office, and then can be elected to another office. If any officer fills an unexpired term. she/he can still serve for another two years.

- C. The Program Chairs shall serve a staggered term of two years; the Senior Chair(s) shall guide the Junior Chair(s), and the Junior Chair(s) shall become Senior Chair(s) the second year of the term. However, each will have equal importance and equal work/responsibility in providing quality programming.

Section 5. Duties of the Officers

- A. The President shall call all Executive Committee and Executive Board Meetings; shall preside at all Guild, Executive Committee and Executive Board meetings; shall appoint all Standing Committee and Audit Committee Chairs; shall serve as ex-officio member of all Standing Committees; shall approve all expenditures; monitor the annual budget and shall sign checks in the absence of the Treasurer.
- B. The Vice-President for Administration shall preside in the absence of/or at the request of the President at Guild meetings and at Executive Committee and Executive Board meetings. The Vice-President shall be responsible for the monthly Show and Tell segment of each meeting. The Vice-President may designate a member to assist with Show and Tell sign-up so that the Vice-President will be available to greet arriving members and visitors at the Guild meetings. The Vice-President will have responsibility to direct and assist the Secretary and Program Chairs.
- C. The Vice-President for Financial Oversight shall work hand-in-hand with the President and the Treasurer and Membership Chair to ensure that the financial status of the Guild meets all IRS regulations, shall have reimbursement forms at all guild functions, and shall stand in for the Treasurer on an as-needed basis. The Vice-President for Financial Oversight shall prepare the annual budget to be approved by the Executive Board, based on input from the Officers and Standing Chairs. The Vice-President will work with the Treasurer to provide monthly backup of the Guild's financial information by receiving and downloading onto her laptop the information received via a backup flash drive or other methods deemed more efficient.
- D. The Secretary shall keep the records of the Guild, Executive Committee, and Board meetings; and shall conduct general correspondence of the Guild.
- E. The Treasurer will assist the Vice-President for Financial Oversight to prepare the annual budget; shall make monthly written financial reports to the Board of Directors and quarterly presentations to the Guild. The Treasurer shall file all required tax documents with the IRS on or before the fifteenth day of the fourth month after the close of Tri-County's tax year on December 31 in order to maintain the Guild's tax-exempt status as a nonprofit.
- F. The Membership Chair will keep a record of all members, receive all membership forms and dues payments, transfer funds to the Treasurer, maintain a current member roster, provide membership cards to all paid members upon request, and disperse membership information to appropriate parties. The Membership Chair will provide monthly backup of the Guild's membership data by downloading the information on the Guild's website.

The Chair or a designee shall be responsible for the Guild email account. The Chair or the designee will also be responsible for web inquiries; the inquiries and the responses to these inquiries will be copied to the President.
- G. The Senior Program Chair(s) and Junior Program Chair(s) shall be responsible for monthly presentations, guest speaker arrangements and all workshops.
- H. The Registered Agent, Board of Directors, and Elected Officers are bound by the Duties of the Elected Officers and Executive Committee Document.

Section 6: The Executive Board shall refrain from any activities that might be construed as a conflict of interest between Executive Board Members and Guild activities that involve monies to the Guild. No instances of preferential consideration to a guild member by the Executive Board shall be tolerated.

Article MEETINGS

Section 1. The Guild shall meet on the first Tuesday of each month.

Section 2. Executive Board may change the date and/or the location of any regular meeting when necessary. Membership will be notified of any changes through the Guild's website and by email.

Section 3. A regular meeting during the month of December In conjunction with the Guild's Holiday Bash shall be designated as the Guild's Annual Meeting and shall be for the purpose of electing new officers and for any other business that may arise. A paper ballot will be used for the election of officers.

Written notice shall be delivered to each member via email and in the newsletter stating the date, time, and place of the Annual Meeting. Notice shall be given not less than ten (10) days nor more than sixty (60) days before the date Of the meeting.

Section 4. Special meetings may be called by the President or by the Executive Board with a quorum consisting of a majority of the Executive Board.

Article VIN. EXECUTIVE BOARD

Section 1. The Executive Board shall meet at the request of the President.

Section 2. If the office of the President becomes vacant, the Vice-President of Administration will assume the office of President. The Executive Board shall appoint an individual to fill other vacated elected offices.

Section 3. The President, with approval from the Executive Board, shall appoint a Quilt Show Chairman and/or CoChairs for a term beginning two years before the Quilt Show and ending when the show is concluded and all debriefing and recordkeeping have been finalized.

Section 4. The Board shall receive timely reports from all Chairs throughout the preparation and until the conclusion of all projects.

Section 5. Any changes in Bylaws, Duties of Members of the Executive Board and Executive Committee, Guild Policies and/or the Responsibilities of Standing Chairs shall be approved by the Executive Board.

Article EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall consist of the Executive Board and the Chairs of the Standing Committees.

Section 2. All members of the Executive Board will be deemed the only voting members at the Executive Committee meetings.

Article X. COMMITTEES

Section 1. The Standing Committees, which can be changed by a majority vote of the Executive Board, shall be as follows: Advertising/Media, Bee Keeper, Block of the Month, Charity Bee, Communications, Community Service (temporarily on hold), Door Prizes, Election, Holiday Bash, Hospitality, Newsletter, Newsletter Ads, Publicity, Story Book Quilts, Quilt Show and Website.

A. The Election Committee shall consist of three members. The President shall appoint, and the Executive Board shall approve, three active guild members to serve on the Election Committee. The Committee shall nominate at least one eligible person (dues must be current and the member should be in good standing) for each office and present the slate at the November Guild meeting. Additional nominations may be made from the floor at the December meeting prior to the election, with the consent of the one nominated. Additionally, the Election Committee shall prepare paper ballots for the annual elections and will be responsible for their collection and tallying of votes. The Secretary shall keep ballots for one year.

The Election Committee will provide a copy of the Bylaws, Duties of the Elected Officers and Executive Committee, Responsibilities of Standing Chairs and Policies to each nominee so that each newly elected officer knows and agrees to uphold the Bylaws and other governance document.

Section 2. Special Committees shall be Parliamentary Procedures, Bylaws, Audit, and Roving.


- A. The Audit Committee, appointed by the President and approved by the Executive Board in June, shall consist of three members of the Guild. The Committee shall report to the Guild at the July meeting after reviewing the Guild's current financial records.
- B. Appointed by the President and approved by the Executive Board, the Parliamentary procedures and Bylaws Committees shall be created as needed. The Bylaws Committee will be chaired by the Registered Agent or one of the Board of Directors.

Article AMENDMENTS

These Bylaws may be amended or revised, upon the recommendation of the Executive Board by a two-thirds majority vote of the members present at the regular Guild meeting, provided notice of the proposed change has been made at the previous meeting, or on the website, or via email.

Article XII, DISPOSITION OF FUNDS

In the event of the dissolution or disbanding of the Tri-County Quilt Guild* any and all funds remaining in the Treasury of the Tri-County Quilt Guild will be turned over to a 501 (c)(3) charitable organization. A recipient organization will be recommended by the Tri-County Quilt Guild's Executive Board and determined by a majority vote of the members present at a regular Guild meeting. Any funds not disposed of in the manner described shall be disposed of by a Court of Competent Jurisdiction, in the county in which the principal office of the Tri-County Quilt Guild was most recently located, to organizations determined by the court.


Rebecca Burkett, President ebecca Burkett, President
Tri-County Quilt Guild
Date 10/3/2023

ADOPTED September 5, 2005
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