

ETOWAH VALLEY QUILT GUILD BY-LAWS

Article I

Definitions

The following words, when used in these by-laws, shall have the following meanings:

Section 1.1 **Guild** and/or **EVQG** means the Etowah Valley Quilt Guild

Section 1.2 **Board of Directors** or **Board** means the elected or appointed body of the Guild, vested with the authority to operate and manage the affairs of the Guild.

Section 1.3 **Member** means any member of the Guild.

Section 1.4 **Good Standing** means all monies owed to the Guild are paid in full, including but not limited to Guild dues, event fees, and activities fees.

Section 1.5 **General Meeting** means the regularly scheduled monthly meetings of the Guild

Section 1.6 **By laws** mean these Etowah Valley Quilt Guild By-Laws.

Section 1.7 **Officers** or **Executive Officers** means the five (5) elected positions of the Board of Directors, which consists of the President, Vice President, Second Vice President, Secretary and Treasurer.

Article II

Name, Purpose and Headquarters

Section 2.1 **Name:** The organization will be known as the Etowah Valley Quilt Guild, hereafter referred to as "Guild".

Section 2.2 **Purpose:** It will be the purpose and goal of the Guild to promote and perpetuate the art of quilt making.

Section 2.3 **Headquarters:** The Guild will be located in Bartow County, Georgia.

Article III

Membership, Dues and Privileges

Section 3.1 **Eligibility:** A person must be 17 years of age before becoming a member of the Guild.

Section 3.2 **Dues:** A person becomes a member of the Guild upon payment of the designated dues.

Section 3.3 **Privileges:** A member in good standing will have voting privileges and will have the right to hold office, based upon the requirements for that office.

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Article IV

Guild Meetings, Quorum and Voting

Section 4.1 Meetings: General Guild meetings will be held the third (3rd) Tuesday of the month, within Bartow County, Ga., unless changed for a specific reason by the Guild Board to an alternate time or place. Additional meetings may be called at any time by the Board. Notice of a change to meeting date, time or location will be sent to all members via email, posted on the Guild website, Facebook page and any other social media platform in use by the Guild, no less than twenty-four (24) hours in advance of the meeting, if possible.

Section 4.2 Attendees: All members in good standing are eligible to attend and participate in the regular monthly Guild Meetings. Children must be 12 or over to attend the general guild meeting and must be accompanied by an adult member at the meeting.

Section 4.3 Quorum: A minimum of thirty percent (30%) of the members in good standing will constitute a quorum at all general meetings for the purpose of transacting business. If at any meeting, there are less than a quorum present, the president of the Guild may call for a vote to suspend the business portion of the meeting.

Section 4.4 Voting: The affirmative vote of a quorum present at any general meeting, will be the act of the members.

Section 4.5 Robert's Rules of Order: When voting and conducting meetings, Robert's Rules of Order will apply, however Robert's Rules do not supersede the EVQG by-laws.

Section 4.6 Guests: Nonmembers may attend the regular monthly Guild meetings as a guest by paying an amount to be determined by the Board of Directors. Guest do NOT have voting privileges. A guest may attend special Guild events if space permits and will be charged a fee to be determined by the event coordinator.

Article V

Board of Directors: Composition, Election, Meetings, and Duties

Section 5.1 Composition and Selection

Section 5.1.1 Governing Body: The affairs of the Guild shall be governed by a Board of Directors. The directors must be members in good standing.

Section 5.1.2 Number of Directors: There shall always be an odd number of voting Board members.

Section 5.1.3 Board Composition: The Board shall consist of the five (5) currently elected officers as defined in Section VI of these by-laws, along with the chairs of the following committees – Programs, Community Service, Activities and Communications. These officers and chairs shall have full voting privileges. If there are co-chairs of committees, the co-chairs share one (1) vote. Additionally, the immediate past president may serve as an advisory to the Board with NO voting privileges. The board may choose to invite other committee chairs to attend and participate in board meetings on a regular basis, such as, but not limited to, the Quilt

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Show Chair. These committee chairs will have voice in board meetings, but will NOT have voting privileges.

Section 5.1.4 Nomination of Directors: The elected directors shall be the President, Vice President, Second Vice President, Secretary and Treasurer, known as the “officers”. The officers shall be elected from a slate consisting of one (1) or more nominations for each office as determined by the Nominating Committee or shall be nominated from the floor. No nominations will be made without consent of the nominee. Each nominee must be a member in good standing of the Guild. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and solicit votes.

Section 5.1.5 Election: The officers shall be elected at the November general Guild meeting by a quorum of members present.

Section 5.1.6 Term of Office: Officers, so elected, will assume their responsibilities immediately following the last regularly scheduled Guild meeting/event for that year. Each elected officer will serve for a term of one year and will hold office for the term for which he/she is elected or until his/her successor is duly elected and qualified, unless he/she is sooner removed from office, resigns from office, or otherwise fails or ceases to serve. The elected officers may serve for a maximum of 4 consecutive years in the same office.

Section 5.1.7 Removal of Directors: At any regular or special meeting of the board duly called, one or more of the members of the board may be removed, with cause, by a majority vote of the Board of Directors. A director whose removal has been proposed by the board shall be given at least five (5) days’ notice of the calling of the meeting and the purpose thereof and shall be given an opportunity to be heard at the meeting.

Section 5.1.8 Vacancies: The Board will fill any vacancy in a board position resulting from any cause through appointment, unless it is an elected office with six (6) months or more of the term left, in which case a special election will be held. Vacant positions filled by the board or through special election will serve the remainder of the original term.

Section 5.2 Meetings

Section 5.2.1 Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined by the president, but at least four (4) such meetings shall be held per calendar year. Notice of the regular schedule shall constitute sufficient notice of such meetings. The first regular meeting of the Board following the general election of officers shall be held prior to the first regular Guild meeting of the year. The purpose of this meeting is to ensure that all documentation from previous officers and chairs has been passed on to the new officers/chairs, and to fill any committee chair vacancies.

Section 5.2.2 Special Meetings: Special meetings of the Board of Directors shall be held when requested by the President, First Vice President or by any two (2) directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: (a) by personal delivery, (b) by telephone communication, or (c) by written notice via email. The notice will be given at least ten (10) days prior to the special meeting.

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Section 5.2.3 Open Meetings: All meetings of the Board shall be open to all members, but members other than directors shall not participate in any discussion or deliberation unless expressly so authorized by the Board.

Section 5.2.4 Executive Session: The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, legal matters, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 5.2.5 Quorum of Board of Directors: At all meetings of the board, a majority of the directors will constitute a quorum for the transaction of business. If, at any meeting of the Board there will be fewer than a quorum present, a majority of those present may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum can be present. The affirmative vote of a majority of the Directors present at any meeting will be the act of the Board.

Section 5.3 Powers and Duties:

Section 5.3.1 Powers: The Board of Directors shall be responsible for the affairs of the Guild, and shall have all the powers and duties necessary for the administration of the Guild's affairs and, as provided by law, may do all acts and things unless prohibited by these Bylaws to be done and exercised exclusively by the members. In addition to the duties imposed by these Bylaws or by any resolution of the Guild that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation;

- a) ensuring that the by-laws are being followed;
- b) setting the amount of the annual membership dues;
- c) selecting the Committee Chairpersons and filling any vacancies of Committee Chairs and elected Officers;
- d) oversee and provide input and guidance to the committees;
- e) review and approve all guild business that must be voted on by the general membership, prior to being presented to the membership. This includes, but is not limited to, the annual Guild budget, Guild Charity projects, and/or updates/changes to the by-laws;
- f) preparation of an annual budget
- g) collecting dues and fees, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Guild
- h) opening bank accounts on behalf of the Guild and designating at least two (2) officers as signatories on all accounts;
- i) paying the costs of all services rendered to the Guild;
- j) keeping books with detailed accounts of receipts and expenditures affecting the Guild and its administration, and
- k) contracting with any Person for the performance of various duties and functions.

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Article VI

Officers and Duties

The officers of the guild will be the President, Vice President, Second Vice President, Secretary and Treasurer. All officers will keep important papers and notes regarding their office and pass on all records to the incoming counterparts immediately following the last yearly meeting/event of the Guild.

Section 6.1 President: The President of the Guild will be a member in good standing for a minimum of two (2) years before being elected to this position. He/She will be the official representative of the Guild and will preside at all regularly scheduled Guild meetings. In addition, the President will serve as the Chairperson of the Board and preside over the Board meetings.

Section 6.2 Vice President: The first vice president will be a member in good standing for a minimum of one (1) year. The first vice president will serve as Parliamentarian at meetings and will serve as the chair of the By-Laws Committee. He/She will perform the duties of the President in the absence of the President and also serve as Secretary in the absence of the Secretary.

Section 6.3 Second Vice President: The second vice president will be a member in good standing for a minimum of one (1) year. The second vice president will serve as Chairperson of the Membership Committee.

Section 6.4 Secretary: The Secretary will be a member in good standing for a minimum of one (1) year and record the minutes of all proceedings of the Guild, including, but not limited to, regularly scheduled meetings and Board meetings. The minutes should be posted on the Members only web page. The Secretary may conduct general correspondence for the Guild as needed. The Secretary is the chairperson of the Nominating Committee and will record all votes of the guild. The Secretary will provide the paper ballots for election of officers.

Section 6.5 Treasurer: The Treasurer will be a member in good standing for a minimum of two (2) years before being elected to this position. The Treasurer will have charge of the funds of the Guild, will keep an accurate record of all receipts and disbursements, make all disbursements approved by the Guild, and render a monthly account of such. A brief summary of the funds will be given at monthly meetings and posted as part of the monthly minutes on the Members only web page. The Treasurer will submit a quarterly report, including copies of the past three (3) months' bank statements or all statements received since the last report to the Board of Directors at each Board meeting during the calendar year.

The Treasurer will prepare an annual budget for the upcoming year based on input from Guild officers and committee chairpersons as to anticipated income/expenses for their committee. The budget will also include a Discretionary fund. The treasurer will submit the proposed budget by October of each year to the board for consideration and approval. The proposed budget will then be presented to the general membership via the website and/or monthly newsletter for consideration. Final approval of the budget will be reached by a vote of the general membership at the November meeting. In addition, the Treasurer will be required to serve as consultant to the incoming Treasurer with regard to necessary procedures for satisfying the requirements of the position

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Article VII

Committees

The following committees will be maintained and a chairperson, being a member in good standing for a minimum of one (1) year, appointed, in the case of those committees not chaired by an officer of the Guild. The Committee Chairpersons and their committee members will serve concurrently with officers, beginning immediately after the last Guild meeting/event of the calendar year. The duties of each committee are set forth as follows:

Section 7.1 Activities Committee: The Activities Committee will oversee all guild activities including, but not limited to, Challenge Quilts, Mystery Quilts, Quilt Show, fabric swaps, quilt camp, sunshine, door prizes, and guild sponsored parties. The Activities Committee Chair will recruit members at large to head each of these activities.

Section 7.2 By-Laws Committee: Chaired by the first vice president and should include one or more at-large guild members. The purpose of this committee is to review the guild by-laws on a biannual basis and present any recommendations regarding proposed amendments or modifications to the board. Such proposal will be presented to the board in writing. Once approved by the Board, the proposed updated by-laws will be sent to the general membership via email and posted on the guild website for review. The proposed by-laws will then be presented to the members at a regular general meeting for approval.

Section 7.3 Communications Committee: The Communications Committee is responsible for disseminating information to the Guild at large via a monthly newsletter, the Guild website, the Guild Facebook page and/or any other social media. The committee will consist of a chair and several Guild members to handle the role of Newsletter Editor, Webmaster, Facebook administrator, and if needed, persons responsible for distribution of the newsletter.

- a) The Editor will post and cause a newsletter to be distributed to all members. The Newsletter will contain information regarding places, dates and times of general meetings, board meetings and any committee meetings, plus information regarding any programs, workshops or activities of the Guild. The Editor will also be responsible for monitoring the Guild email account and redirection questions sent to the Guild to the appropriate officers or committee chair.
- b) The Webmaster will design, manage and update the Guild website in a timely manner. The website will consist of a members' only section as well as a section for the general public. Information on the website should include, but is not limited to, general information about the Guild, a membership form, and information about upcoming programs, speakers, and workshops. During a Quilt Show year, entry information and registration forms will be available. The Members' only section will include an updated directory, of members, the annual budget, monthly financial reports and minutes of the general meetings. If no qualified person is available to serve a Webmaster, this position may be left vacant. The current website will then be deleted from the web host.
- c) A Facebook page may be set up for the Guild. The Board will determine if the Facebook page is private or public. The Facebook administrator will monitor the Guild Facebook page to ensure all posts are relevant to the guild and not offensive.

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Section 7.4 Community Service Committee: The Community Service Committee will research and recommend annual Guild sponsored community charitable projects. Primarily projects should benefit Cartersville and Bartow County. Such proposals will be presented to the Board in writing. Once reviewed by the Board, such projects will be presented to the guild for approval.

Section 7.5 Membership Committee: The second vice president will serve as chair of the membership committee. This committee will staff the sign-in table at the monthly meetings, collect all membership dues and guest fees, turn all monies over to the Treasurer in a timely manner, maintain membership records and be responsible for maintaining and distributing the new members information packet. The Membership Committee will report all changes in a member's status to the Webmaster to be posted on the Members Only web page.

Section 7.6 Nominating Committee: This committee is chaired by the Secretary and includes at least three (3) at-large members from the Guild. This committee is responsible for recruiting members at large to run for elected positions, for verifying candidates meet the qualifications and requirements of the position, for preparing and presenting the slate of officers to be elected at the November general meeting, for preparing the paper ballots, and for posting the results of the election.

Section 7.7 Program Committee: The Program Committee will arrange for programs and workshops and their publicity, subject to the availability of speakers. All contracts initiated by the Program Committee during the term of office will be binding on successors. The Program Committee will maintain a list of contracts, including past and potential speakers and workshop leaders. The Program Chair determines the fee associated with attending a Program workshop/class. Guests may attend program workshops/classes if space permits and pay the fee set by the Program Chair.

Section 7.8 Quilt Show: This committee will be responsible for all arrangements for a Guild sponsored Quilt Show, to be held at the discretion of the membership, generally every other year.

Article VIII

Finances

Section 8.1 Fiscal Year: The fiscal year of the Guild will begin January 1 and will end on December 31.

Section 8.2 Dues: Membership dues are paid yearly in an amount determined by the Board. The full membership fee is required until the September meeting. Starting at the September general meeting, dues may be prorated to one half of the full membership dues amount. Dues are not refundable.

Section 8.3 Other Fees: All Quilt Camp fees and class fees are non-refundable and cannot be credited toward future events. In the event of extenuating circumstances, members can reach out to the event chair to see if there is anyone on the wait list who can take their spot.

Section 8.4 Scholarships: If a guild member is aware of someone that would like to be a member of the guild, but due to financial hardship is not able to pay the fee to join, the member

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may recommend this person to the board for a one-year scholarship. The board may then vote to award a one-year scholarship to that individual. Up to three (3) scholarships may be awarded each year. This scholarship is for dues only and does not extend to classes or other activities.

Section 8.5 Bank Accounts: The funds of the Guild will be held in Bartow County. There will be two signatories on all accounts as designated by the Board, usually, but not limited to, the President and the Treasurer.

Section 8.5 Financial Audit/Review: A review of the Guild funds may be conducted every year at the discretion of the Board. However, a review of the Guild funds **MUST** be conducted every two (2) years. The person doing the review must be a member of the Guild in good standing for at least two (2) years and have accounting experience.

Article IX

Amendment

A majority of the members at any general meeting, provided a quorum is present at such meeting, may amend these by-laws. Any proposed amendment must be first presented to the by-Laws Committee. After the by-Laws Committee review, the amendment(s) must then be presented to the board, If approved by the board, the proposed amendments (s) will then be read and discussed at the next general meeting when a quorum is present. The members may approve or reject any such amendment(s) or may table such proposed amendment(s) and refer the same back to the By-Laws Committee for further study. A subsequent vote must be taken within six (6) months of the tabling of a proposed amendment(s).

Article X

Dissolution

In the event of dissolution of the Guild, the Board will recommend the distribution of the net assets of the guild funds to the guild for approval. No funds will revert to the benefit of any member of the Guild.