

# **SOUTHPORT QUILTERS GUILD OF KENOSHA BY-LAWS**

Approved by the Board on 07/30/2024. Approved by the Membership on 10/07/2024.

## **ARTICLE I - NAME**

The name of this organization shall be: SOUTHPORT QUILTERS GUILD OF KENOSHA ("the Guild").

## **ARTICLE II – OBJECTIVE**

The objective and purpose of this Guild shall be:

1. To recognize, explore and promote, through the organized effort of a non-profit organization, the potential of the quilting medium.
2. To establish an educational environment conducive to the development of quilting.
3. To interest people of the area in participating and sharing in the development of quilting through a non-profit organization.

## **ARTICLE III - MEMBERSHIP**

1. Any person, at least 16 years of age, seeking membership in the Guild may become a member by providing a completed membership application and paying annual dues to the Guild's Second Vice-President.
2. Each member will have one vote in the affairs of the Guild.
3. Each member will contribute a quilted-related article(s) of a set value to be determined by the Board of Directors for purposes of fund raising. In the event a member is unable to contribute an article, a cash donation for the set value amount will be accepted.
4. Honorary Membership
  - a. Free lifetime honorary membership status is available to anyone who has been a guild member in good standing for at least 5 consecutive years and is unable to attend meetings due to illness or aging.
  - b. Honorary membership status must be requested by the guild member or by another guild member on their behalf.
  - c. Listed below are the ONLY benefits of honorary membership:
    1. Continue to receive the monthly guild newsletter
    2. Access to "Members Only" sections of the guild website
    3. May enter one quilt in the annual guild quilt show. Member entry fees will apply.
  - d. Limitations of honorary membership:
    1. Must pay guest fee or membership dues in order to attend meetings.
    2. May participate in guild activities at the non-member rate when availability allows.
5. Deceased Member Memorials – The Guild will donate an amount set by the board to the Kenosha Public Library for the purchase of a quilting book in the memory of a deceased Guild member. A

bookplate will be included by the Library. Any member can suggest a book that would promote an interest of the deceased.

## **ARTICLE IV - OFFICERS, EXECUTIVE COMMITTEE, BOARD of DIRECTORS**

1. The officers shall be elected to the positions of: President, 1st Vice-President (programs), 2nd Vice-President (membership), Secretary, and Treasurer for specific terms as defined in this document.

**PRESIDENT** - The President shall preside at meetings of the Guild and the Board of Directors, appoint committee chairperson(s), be an authorized signer on all Guild bank accounts, and perform all the duties as are incumbent on the office.

**FIRST VICE-PRESIDENT** - The 1st Vice-President shall be in charge of all programs for the monthly meetings of the Guild and all workshops. The 1<sup>st</sup> Vice-President will work with the Public Relations Director, Newsletter Editor and Technology Officer regarding publicity for programs and workshops. The 1st Vice-President will develop and coordinate the general calendar of the Guild and is authorized to sign all programming related contracts. In the absence of the President, the 1st Vice-President will perform all duties of the President.

**SECOND VICE-PRESIDENT** - The 2nd Vice-President shall be in charge of membership and will be responsible for keeping accurate membership records, mailing lists, and retrieve and distribute mail from the Guild's post office box. This officer will also coordinate the publication of the online membership directory, update the Guild's promotional brochure, and take attendance at regular Guild meetings.

**SECRETARY** - The Secretary shall keep all records of the Guild and will record all minutes and notes covering such meetings.

**TREASURER** - The Treasurer shall receive all monies of the Guild, pay all bills, keep a ledger of all monies received and expended, reconcile monthly bank statements, arrange for an annual review of the Guild's financial records, and shall file any required tax reports. The Treasurer shall be the primary signer on all Guild bank accounts. The Treasurer will prepare regular financial statements for the presentation at the meeting of the Board of Directors. The Treasurer will be responsible for developing an annual budget in cooperation with the Board of Directors.

2. The Executive Committee shall consist of the Officers and the immediate Past-President.
3. The Board of Directors shall consist of the Executive Committee and seven (7) elected Directors, three of whom shall be Public Relations Director, Newsletter Editor and Technology Director. The Board of Directors shall be responsible for the general planning and decision making of the Guild and specific responsibilities as assigned by the President.

4. The Board of Directors shall meet a minimum of six (6) times during the fiscal year to conduct the general business of the Guild for the membership.
5. In the event of a committee chair vacancy, the President may assign a Director to fill that position.
6. In the event a board member has two (2) unexcused absences during the Guild's fiscal year, that board member's term will be terminated.

## **ARTICLE V - ELECTION OF OFFICERS**

1. All Officers and Directors shall be elected by the Guild membership at the April business meeting. All Officers and Directors shall hold office for two (2) fiscal years. Installation shall be held at the May Banquet.
2. The offices of President, 1st Vice-President, and Secretary shall be elected in the even numbered years.
3. The offices of 2nd Vice-President and Treasurer shall be elected in the odd numbered years.
4. Three (3) Director positions shall be elected in the even numbered years, and four (4) Director positions in the odd numbered years.
5. Officers and Directors are limited to two (2) consecutive terms of office in the same position, or until a successor is elected.
6. In the event that an office is vacated in the interim between elections, the President shall appoint a member to serve until the next regular election.
7. The President shall appoint a member who will serve as Historian for the Guild, preserving and delivering to the successor all records and belongings of the Guild.

## **ARTICLE VI - DUES**

1. Dues for membership in the Guild shall be proposed annually at the budget meeting by the Board of Directors, and decided upon by a majority vote of the general membership. Guild membership dues are payable at the beginning of the fiscal year, for full year membership.
2. Should a member join after the month of October, then the dues will be reduced to one-half (1/2) of the current annual fee.
3. An entrance fee will be charged for non-members (except for students) attending the meeting. The entrance fee shall be proposed annually at the budget meeting by the Board of Directors and decided upon by a majority vote of the general membership.

## **ARTICLE VII - FISCAL YEAR**

The fiscal year of the Guild shall be May 1st through April 30th.

## ARTICLE VIII - MEETINGS

1. The meetings of the Guild shall be the first Monday of each month, March through December, unless rescheduling is necessary due to a National Holiday, venue availability, or circumstances beyond the Guild's control. Every effort will be made to communicate meeting date and location information as they become available.

## ARTICLE IX - QUORUM

1. A fifty-one (51%) majority of paid Guild members must be present to constitute a quorum for the transaction of business.
2. A vote shall be considered passed when fifty-one percent (51%) of the quorum vote in favor.
3. Four (4) members of the seven-member Executive Committee and four (4) of the seven (7) Directors shall constitute a quorum at the meetings of the Board of Directors. Co-officers of an office shall constitute only one representative of that office and will be entitled to only one vote.
4. A vote shall be considered passed when fifty-one percent (51%) of the quorum vote in favor.
5. An email/telephonic or fax vote of the Board of Directors may be taken in an emergency situation with Article IX, paragraph 2 applying.
6. The business of the Guild shall be governed by the current edition of Robert's Rules of Order, Revised.

## ARTICLE X - LEADERSHIP RESPONSIBILITIES

All officers, directors, and chairpersons will be provided with existing documentation to assist them in carrying out their duties. Each chair shall maintain and update the responsibilities and procedures of their position. This documentation shall remain the property of Southport Quilters Guild and shall be turned over at the completion of their term.

1. **Newsletter Editor/Director** – The Newsletter Editor shall be appointed by the President and will be an ex officio member of the Board of Directors. The Editor is responsible for deadline notification to the Membership, soliciting and accepting content, layout and design, and distribution of the Guild's newsletter, THE SOUTHPORT SAMPLER. The Editor may appoint members-at-large to form a committee, if necessary.
2. **Public Relations Director** – The Public Relations Director shall be appointed by the President and will be an ex officio member of the Board of Directors. The Director shall work closely with other Guild officers, directors, and chairpersons to publicize and promote Guild activities through various media. The chairperson may appoint members-at-large to form a committee, if necessary.
3. **Nominations Committee** – The Nominations Committee shall consist of three (3) members, one of which must be a Board Member. The Board of Directors shall appoint these persons by the November membership meeting. The committee shall be responsible for preparing a slate of nominations for the Guild. This slate shall be made public to the membership no later than the March meeting and shall be published in the SOUTHPORT SAMPLER. The election will be held at the April

meeting. Nominations from the floor will be accepted at this time. Installation of new Board members shall take place at the May banquet.

4. **Technology Director** –The Technology Director will oversee the computer technology used by the Guild, including but not limited to the Guild website, Facebook page, Google account, Etsy account and Microsoft Office 365 account. The Technology Director may choose to delegate duties related to one or more of these accounts to members of a Technology Committee. The administrators of all Guild digital accounts shall include, but not be limited to the President(s) and the Technology Director.
5. **Special Committees**– Special committees may be appointed by the President or the Executive Committee as the occasion requires. Committee chairpersons are required to report progress to the board, required to be part of the budget process, and are responsible for signing any related contracts within the approved budget. Any contract that exceeds set budget amount must be brought before the Board of Directors for approval prior to signing

## **ARTICLE XI - WORKSHOPS/RETREATS**

Workshops and/or retreats will be offered by the Guild to members at a nominal fee. The policies and fees for the workshops/ retreats shall be set by the 1<sup>st</sup> Vice-President and approved by the Board. Workshops/retreats may be offered as often as needed or as desired by the membership. All workshops are intended to be self-supporting.

## **ARTICLE XII - AMENDMENTS**

The Board of Directors may from time to time, but at least once every five (5) years, review the bylaws of the Guild and amend as necessary. Any proposed amendments shall be made available to the membership for review and voting.

Voting to approve the Amended By-laws shall take place at a membership meeting at least thirty-days (30) following distribution to the membership. The Amended By-laws shall be considered approved as set forth in Article IX, paragraph 1. The approved By-laws shall be made available on the Guild website under the About Us section.

## **ARTICLE XIII - DISSOLUTION**

Upon the dissolution of the Guild, the Board of Directors shall pay or make provision for the payment of all the obligations of the Guild. The Directors shall dispose of all the assets of the Guild in a manner appropriate with the purposes for which the Guild was organized as set forth in Article II.