



BY-LAWS

BLOOMINGTON QUILTERS GUILD

P.O Box 812
Bloomington, IN 47402

(By-Laws amended and approved 07/12/22).

Article I: Name and Purpose

Section 1: The Name of this organization shall be the Bloomington Quilters Guild (“the Guild”), a non-profit organization under the laws of the *State of Indiana and Section 501(c) (3) of the Internal Revenue Service Code of the United States Code (1976 as amended)*.

Section 2: Membership in this organization shall be open to any interested individual regardless of age, sex, race, color, ancestry, religious creed, sexual orientation, disability, national origin, or marital status.

Section 3: The purpose of the Guild is to develop an appreciation for the history of quilting and quilters, and to promote a continuation of the art in our community.

- a. The Guild is a non-profit organization. All officers and Executive Board members are volunteers and no profit shall accrue to them as a result of their conduct in executing their duties as officers and executive board members of the Guild. Reimbursement for expenditures made shall not be deemed distribution of income or principal of the guild for the purposes of relevant laws.
- b. In the event of dissolution of the Guild, whether voluntary or involuntary, or by operation of law, the property and any other assets or proceeds of the guild shall be distributed to any non-profit, organized under the laws of the State of Indiana and the IRS Code as such, chosen by the majority of the membership of the Guild. None of the Guild assets, property or proceeds shall be distributed to any member of the Guild in the event of the Guild’s dissolution.

Article II: Officers and Committees on the Executive Board

Section 1: The Executive Board shall consist of the elected officers of the Guild as set forth below as well as the Chairs of all Standing Committees. The Executive Board shall manage all affairs of the Guild and present for approval to the Guild's membership all matters as so required as set forth below.

- a. The elected officers of this organization shall be the President, the Vice president, Secretary and Treasurer. Officers shall be elected and installed at the June meeting for a term of one year. The Past President not holding a current board position shall serve in an advisory capacity as a non-voting member of the Executive Board. All elected officers shall sign and submit a current Conflict of Interest statement to be kept on file with the Secretary.
- b. The Standing Committee Chairpersons are voting members of the Executive Board and shall include Membership Chair, Program Chair and Program Chair Elect, Sewcial Chair, Communications, WebManager and Community Quilt chair. The current specific duties of each will be defined in policy.
- c. The Special Committee Chairpersons are non-voting members of the Executive Board and shall include the Quilt Show Chair, Raffle Quilt Chair, Retreat Chairs and Challenge Quilt Chair, as well as any such committee the President, in consultation with the Executive Board, deems advisable.
- d. The nominating committee shall include the Vice president and Program Chair-Elect. The nominating committee shall select and contact candidates from a list of members. This slate shall be presented to the membership at the May meeting.
- e. Any vacancy that may occur during the term of office shall be filled by appointment by the current Board.

Section 2: Duties of Officers

- a. **The President shall:**
 1. Preside at all meetings of the organization and meetings of the Executive Board;
 2. Be the chief administrative officer of the organization;
 3. In consultation with the Executive Board, appoint all necessary committee chairs and serve as ex-officio member on all committees, standing and special;
 4. Be authorized to sign and co-sign checks of the organization;
 5. Be authorized to enter into legal agreements and sign official documents on behalf of the Guild, or designate an appropriate guild representative to do so;

6. Serve as the spokesperson of the Guild and perform such duties as are incidental to the office.
- b. The **Vice president** shall:
 1. Perform the duties of the President in his/her absence.
 2. Assist the president in the general supervision over the activities of the organization.
 3. Work on special projects as deemed appropriate by the Executive Board.
 4. Be responsible for the coordination and preparation of the physical space for each monthly meeting.
 - c. The **Secretary** shall:
 1. Record and maintain the minutes of all Executive Board meetings;
 2. Handle all official correspondence of the Guild.
 3. Amend the Standing Policies document when new policies are voted upon by the Executive Board.
 - d. The **Treasurer** shall:
 1. Maintain the Guild's financial records and serve as custodian of the Guild's funds;
 2. Collect and discharge funds of the organization under the direction of the elected officers;
 3. Present a financial report at each meeting of the Executive Board;
 4. Be authorized to sign checks on behalf of the Guild;
 5. Maintain the Guild's non-profit certification status by filing necessary forms with the Indiana State Department of Revenue.
 6. Prepare an annual budget for the Guild.
 7. Prepare and submit a financial report to the membership twice annually.

Section 3: Removal of Officers

- a) Elected Officers may be impeached for any of the following acts:
 1. Misuse of Guild funds;
 2. Misuse of the Guild's non-profit status;
 3. Use of the Guild's membership information without permission;
 4. Self-dealing;
 5. Misrepresenting the Guild in the quilting community.

- b) Any member of the Executive Board may begin the impeachment process. A majority vote of the full Executive Board is required when impeaching an elected officer.
- c) Standing Committee and Special Committee members may be removed by the Executive Board at their discretion by a vote of the majority of the Executive Board.

Section 4: Replacement of Officers: In the event that an elected office is vacant, the remainder of the officer's term shall be filled by appointment, following a majority vote by the Executive Board.

Article III: Membership and Dues

- a. **Active Members:** Any interested person shall be eligible for membership upon payment of dues. These members may vote, attend retreats, enter their quilts in the Guild's shows and may serve as officers of the Guild.
- b. The annual dues shall be due and payable no later than September 1 each year. New members may pay dues upon joining.
- c. Changes in membership dues for the fiscal year require approval by a majority of members voting at a regular meeting.
- d. Guests may attend meetings, but may not vote, attend retreats, enter quilts in Guild's show or serve as officers.
- e. The fiscal year for the organization shall be July 1 - June 30th.
- f.

Article IV: Meetings

Section 1: The Guild will meet each month at a place to be decided by the Executive Board and published on the Guild's website.

Section 2: Meetings may be cancelled or rescheduled at the discretion of the Executive Board for events such as inclement weather, speaker availability, or other unforeseen circumstances.

Section 3: The Executive Board will meet once a month.

Section 4: Quorum

- a. General meetings can take place with any number of members present, however official business requiring a vote, such as annual election of officers, shall require a quorum of 30% of the current membership with decisions made by a vote of a simple majority of those present.
- b. Executive Board meetings require votes for issues of official business and therefore should require a simple majority of the

voting members present, provided that there are at least five voting members in attendance.

Article V: Amendments and Dissemination of Bylaws

Section 1: These by-laws may be amended at any regular meeting of the Guild by a 2/3 vote of the active membership present, provided the amendment has been submitted in writing at least two (2) weeks prior to the meeting at which the vote takes place.

Section 2: By-laws currently in effect will be published on the Guild's website and will be provided to members following a request to an elected officer of the Guild.