

**Maye River Quilters
By-Laws
Revised October 3, 2020**

Article I Name and Purpose

- A. This organization shall be known as the Maye River Quilters, hereinafter called “The Guild”.
- B. The purposes of the Guild are to:
 - 1. Preserve, perpetuate, encourage and advance the art of quilting for our members and the general public;
 - 2. Provide an opportunity for members to gather, learn, teach and exchange ideas and information in order to encourage greater education in the quilting arts;
 - 3. Promote quilting to the general public as a valuable art by increasing awareness of quilt history, design, and preservation through teaching, publicity and exhibits.
- C. The Guild is organized exclusively for charitable and education purposes including, for such purposes, the making of distributions to organizations that qualify under Section 501©(3) of the Internal Revenue Code or the corresponding provision of any future Internal Revenue Code.

Article II Membership

Any person with an interest in the art of quilting shall be eligible for membership and may become a member upon payment of dues.

Article III Officers and Board of Directors

- A. The elected offices of the Guild are President, Vice President, Secretary, Treasurer and one Member-at-Large. Specific duties are published in the Guild’s policies. Membership will be reminded of the duties at the February meeting concurrent with the appointment of the Nominating Committee. Offices are expected to perform all duties of their office.
- B. Officers and Board of Directors
 - 1. Officers shall be elected at the April meeting of the Guild and shall serve a term of one year, from June 1 through May 31. No officer shall serve more than two consecutive terms in the same office. Unexpired terms shall be filled to their expiration date by appointment by the President and approval of the Board.

2. Emergency Powers: The Board of Directors may adopt, amend, or repeal By-Laws ONLY in an emergency defined as some catastrophic event that prevents assembly of the Board of Directors and/or a meeting of Guild members. Emergency powers are only in effect until the emergency has ended. All provisions of the regular bylaws consistent with the emergency bylaws remain in effect during the emergency.
- C. The Guild Board shall consist of all the elected officers of the Guild and the Immediate Past President. The Board shall manage the affairs of the Guild. All major actions will be presented for approval of the membership. Current committee chairpersons will be invited to serve as ad hoc members of the Board as required by the Board.
- D. Process for Electing Officers
1. At the February meeting, the President shall appoint two members from the general membership to serve on a Nominating Committee with the Member-at-Large designated as the Nominating Committee Chair. The Nominating Committee shall meet, draft a slate of prospective officers, and present results as a signed report to the Secretary at the March meeting. The Secretary shall announce this slate prior to the March meeting in the usual form of communication and will present it to the President at the March meeting. The President will entertain further nominations from the floor at that time. The Nominating Committee may not nominate and of themselves except that the Member-at-Large may indicate she/he is willing to continue for a second term. Other committee members may be nominated from the floor. Election of officers shall take place at the April meeting. In the event there are multiple nominations for an office, the election for those offices will be by ballot. Officer will be installed at the May meeting and assume office on June 1. Either or both Founders, at any time, choose to serve as a voting member of the Board of Directors in addition to the stated officers.
 2. Emergency Powers for Voting during an emergency defined in Article III, Section B (2). Action by Written Consent or Electronic Ballot.
 - a. Unless prohibited or limited by the articles or bylaws, any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the Board of Directors delivers a written or electronic ballot to every member entitled to vote on the matter. A written consent or electronic ballot returned under this section has the effect of a meeting vote.
 - b. A written or electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. It shall also state the percentage of approvals necessary to approve each matter and specify the

time by which a ballot must be received by the Board of Directors in order to be counted.

- c. Approval by written or electronic ballot is valid only when the number of votes equals or exceeds at least eighty percent of the voting power and is delivered to the guild for inclusion in the minutes.
 - d. Written notice of member approval of the vote must be given to all members who have not signed the written consent or returned an electronic ballot.
- E. There shall be Guild committees as deemed necessary by the Board. Chairpersons of Guild committees shall be appointed by the President and approved by the Board and they are expected to perform duties as outlined in the Guild policies. Any decisions affecting the functions of the committee shall be approved by a majority of the Board present.

Article IV Quorum

A quorum for conduction business at regular meetings shall consist of 20 percent of the membership. A quorum for conduction the business of the Board shall consist of a simple majority of the members of the Board.

Article V Financial Policies

- A. Incurring of Liability: Prior authorization of the Board is required for financial expenses. An approved budget line item constitutes approval. No member of the Guild shall incur any unbudgeted financial liability on behalf of the Guild without obtaining prior authorization of the Board.
- 1. The Treasurer is responsible for the formulation of the budget and shall prepare a draft budget for the upcoming year by April. The current Board will work with the newly elected Board to incorporate the new Board's priorities and approve this draft budget by May. The President will publish the budget in the usual form of communication prior to the June meeting. The Treasurer will present the budget at the June meeting for approval by the membership.
 - 2. The board may approve unbudgeted expenses that do not exceed \$150.
 - 3. Members will not receive reimbursement for unauthorized purchases and/or expenses. Members must present the reimbursement request form with a receipt and other appropriate documents in a timely manner to be reimbursed for approve expenses.
- B. Membership Dues: Membership dues shall be at such rate as may from time to time be prescribed by the Board and approved by the general membership. Initial membership dues are set at \$30 per year.

1. Members are considered in good standing upon payment of current dues.
 2. Annual dues shall be paid by May 31 each year. After May 31, members shall pay a delinquent fee of \$5.00. Dues for a new member joining between March 1 and May 31 will be applied to the following calendar year.
 3. All dues shall be paid to the Membership chair who will keep a full accounting and deposit the money with the Treasurer.
- C. The fiscal year of the Guild shall be from June 1 to May 31 each year, unless otherwise determined by the Board.
- D. All funds delivered to the Guild and all payments made from the Guild will be deposited and drawn from the Guild bank account.
- E. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of the Guild. Two additional Board members, usually the President and Vice-President, will be authorized to sign checks and may perform financial transactions when the Treasurer is not readily available.

Article VI Meetings

- A. General Membership/Business Meetings – General membership and business meetings shall be held monthly unless cancelled/changed by the Board.
- B. A Treasurer report will be given at every meeting and include beginning balance, money received, money expended and ending balance.
- C. The Board shall meet monthly prior to the general membership/business meeting unless no Board action is required except that the Board shall meet at least once each quarter.
- D. Transfer of duties of the Board. There shall be a meeting of the outgoing Board with the incoming Board to transmit records and other relevant information. This joint meeting should be held shortly after the April elections but no later than two weeks prior to the June regular meeting.

Article VII Books and Records

The Guild shall keep, correct, and complete books and records of account and shall also keep minutes of the proceedings of its Board, committees having any of the authority of the Board, and of its members. Such records shall be combined and maintained by the Secretary for a period of three years.

Article VIII Charitable Emphasis

- A. The on-going focus of community giving is charity quilts and/or donation of funds for specific purposes.
- B. Each year, members may suggest, and the Board will select, one or two areas of emphasis that benefit the Bluffton, SC area for charitable purposes. Examples are Quilts of Balor, a hospice, a woman's shelter, or a Ronald McDonald House. The specific charities shall be announced to the Guild.
- C. During that program year, members predominately make and donate quilts and/or make cash donations to those specific charities. Other community projects may be initiated under the direction of the Board; however the chosen community charities should receive the majority of the Guild's charitable giving.

Article VIII Remuneration

Members of the Guild, including professional quilters and teachers, shall not expect remuneration for their work and/or time expended on behalf of the Guild. They are volunteering service to their guild and community. This does not preclude the Board electing to present an honorarium or token gift to a member who conducts a workshop or performs various quilt related services.

Article IX Amendments

These By-Laws may be altered, amended or repealed and new By-Laws adopted by a simple majority when the required quorum of the current membership is present. Quorum status may be reached with a combination of members voting 1) at a designated business meeting of the Guild and/or 2) by absentee ballot by assigning a Proxy vote to the Guild President within 5 days of the designated business meeting, date specified at the announcement of intent to amend, along with proxy procedure and date, shall be made to the membership at the regular meeting, in the usual form of communication, in and/or by electronic mail one month prior to the proposed vote.

Article X

In the event of the dissolution of the Guild, any and all funds and other property owned by the Guild shall be distributed to such charities or educational organizations that the members at the time select or determine by majority vote. Such organizations must meet the requirement of Section 501(C)(3) of the Internal Revenue Code then in force.