

By-Laws of the Ozark Piecemakers Quilt Guild, Inc.

March 2011

ARTICLE I – Name, Location and Purpose

- A. The name of the organization shall be the Ozark Piecemakers Quilt Guild. It shall be a non profit organization meeting in the Springfield area.
- B. It shall be the purpose of this Guild to bring together a membership of people who are interested in quilting for education, fellowship and service and to encourage community awareness of quilting and related arts.
- C. It shall further be the purpose of the membership to use the funds generated by the group, above and beyond operating expenses of the group, to fund charitable and community projects.

ARTICLE II – Membership

- A. Membership will be open to all who have an interest in the stated purpose of the guild.
- B. Members in good standing shall have paid the annual dues as required.
- C. All members in good standing shall be admitted to all general meetings, be eligible to vote on matters pertaining to the policies & procedures of the Guild at general meetings, have use of the library, may attend any Guild small groups, attend both fee and non fee workshops, be admitted to the biennial Quilt Show and have access to a newsletter and any special announcements.
- D. Each member shall contribute and share ideas and skills with the Guild.
- E. Only members in good standing shall be eligible for or hold elected office.
- F. Members may not profit at the Guild expense and will refrain from conflicts of interest.
Exception: a member who gives a lecture, program, or teaches a workshop at a Guild function. A proposal complete with fee shall be submitted through the Program Chair to the Board of Directors for approval.
- G. The Guild maintains exclusive rights to all products and/or projects developed under the direction and within the activities of the guild.

ARTICLE III – Annual Dues

- A. All members will pay an annual membership fee as voted by the members of this guild to meet operational expenses of the Guild. The membership fee will be reviewed by the Board of Directors as needed.
- B. Dues are to be paid each year on or before June 1.
- C. Potential members may attend two meetings before dues are required. After two visits, an invitation to join shall be extended for membership. Membership dues shall be required for entrance at the third meeting attended.
- D. Dues will not be charged to Founders and Charter Members or to members 90+ years of age.

ARTICLE IV - Meetings

- A. Eleven general day and night meetings and eleven Board of Directors meetings shall be scheduled each fiscal year except the quilt show year when there shall be ten meetings.
- B. All meetings of the Ozark Piecemakers Quilt Guild shall be run by the Newly Revised Robert's Rules of Order.
- C. Meetings of the Board of Directors shall be held on the 2nd Tuesday of each month. Additional meetings may be called as needed.
- D. Membership meetings will be held on the 4th Tues. of each month unless otherwise announced or notified in advance by the President or designate.

ARTICLE V - Board of Directors and their duties

- A. The Board of Directors shall consist of these elected officers: President, President–Elect, First Vice-President or appointed representative for the Night Group, Secretary (Day Group), Secretary (Night Group), Treasurer, , at least 3 Members at Large with at least one from the Night Group, Membership Chair, Program Chair and Quilt Show Chair.
- B. The Past President and the Quilt Show Treasurer, who is appointed by the Quilt Show Chair and approved by the Board, shall serve as non-voting members on the Board of Directors.
- C. Standing Committee Representatives, as defined in Guild Policies shall serve as voting members on the Board of Directors .
- D. The Board of Directors shall be the governing body of the guild.
- E. Each Board member, except Quilt Show Chair and Quilt Show Treasurer, shall serve a one year term of office beginning June 1.
- F. Each Board member shall serve no more than two consecutive terms in one office.
- G. The Quilt Show Chairman and Assistant Quilt Show Chairman will serve a two year term of office. They will be elected in even numbered years and will assume the duties of Quilt Show Chairman and Assistant Quilt Show Chairman on October 1st of even numbered years.

- H. Each Board member shall transfer all records and files of the Guild office to the succeeding officer when the term expires.
- I. Each Board member except the Parliamentarian shall have one vote.
- J. In the event an office is vacated, before the term has expired, the President shall appoint a successor to complete the term, with the approval of the Board of Directors.
- K. A quorum at any meeting of the Board of Directors shall consist of a majority of the voting members of the Board.

The President shall:

- 1. Be the Executive Officer and representative of the guild.
- 2. Preside at meetings of the Board and of the Guild.
- 3. Call for special meetings.
- 4. Appoint committees and outline duties of said committees to include the Donation Quilt in non-Quilt Show years.
- 5. Appoint a Parliamentarian.
- 6. Be an ex-officio member of all committees, therefore may attend all meetings, receive reports or request reports from said committees.

The President-Elect shall.

- 1. Advise and assist the President with the affairs of the guild.
- 2. Attend meetings and in the absence of the President, preside at meetings.
- 3. Be an ex-officio member of all committees, therefore may attend all meetings, receive reports or request reports from said committees.
- 4. In the event the President resigns or is unable to fulfill duties, the President-elect shall become President taking over all duties of the President.

The First Vice-President (Night Group) shall:

- 1. Serve as leader of the Night Group.
- 2. Assume other duties as determined by the Board.

The Secretary of the Day Group and the Secretary of the Night Group shall:

- 1. Record minutes of all general meetings of the guild.
- 2. The Day Secretary shall serve as Board Secretary.
- 3. Submit reports of meetings to the President, President-Elect, First Vice-President, and Newsletter Editor.
- 4. Have custody of the guild's business records and correspondence.

The Treasurer shall:

- 1. Keep and maintain books of an established system showing receipts, disbursements and assets of the guild.
- 2. Publish itemized reports of financial status in the monthly newsletter.
- 3. Be responsible for receiving and depositing all monies of the guild as designated by the President.
- 4. Supervise disbursements of funds for obligations, debts or other liabilities of the guild.
- 5. Participate in budget decisions of the guild.
- 6. File tax returns as required.

The Members at Large shall:

- 1. Be a liaison between the membership and the Board of Directors.
- 2. Perform other duties as needed.
- 3. Head a Hospitality committee.

The Membership Chair shall:

- 1. Perform duties as outlined in Board Policies.

The Program Chair shall:

- 1. Be responsible for programs of the group's meetings and for programs and workshops by professionals.
- 2. Submit proposed programs to the board.

The Quilt Show Chair shall:

- 1. Appoint a Treasurer for the Quilt Show, to be approved by the Board.
- 2. Appoint Quilt Show Committees and outline duties of said committees. Quilt Show Committees shall consist of Entries, Registration, Donation Quilt, Boutique, Volunteer Workers, Auction, Vendors, Challenges and others as deemed needed.
- 3. Be an ex-officio member of and receive reports from all Quilt Show committees, making committee reports to the Board.

The Parliamentarian shall:

- 1. Understand and uphold Parliamentarian procedure at Board and Guild meetings, as Roberts Rules of Order. The Parliamentarian shall not have voting privileges on the Board.

ARTICLE VI – Nominations and Elections

- A. The Nominating Committee shall consist of seven members. The Chair of the committee shall be appointed by the President. Two members shall be selected by the Board from its body, one to represent each group. The remaining four members shall be appointed from the general membership, with at least one being from the Night Group. The committee shall select a new slate of officers, for consideration, and shall report this slate to the members at the March meeting.
- B. Elections shall be held at the April meeting.
- C. Installation will occur at the May meeting.
- D. An elected Board member may be removed from office for failure to carry out duties as specified in Article V of the guild by-laws or if conduct conflicts with the by-laws, purpose and policies of the guild. A 2/3 vote of the remaining board members is necessary for removal.
- E. For the conduct of business, a quorum shall exist when 1/3 of members are present at the meetings (day and night total)

ARTICLE VII – Financial Structure

- A. General Account: There shall be one general account under the direction of the Executive Board, where all Guild monies except Quilt Show funds and Scholarship Funds, shall be deposited. The signatories on this account shall be the Treasurer and the President. A current report of this account must be submitted at monthly Board meetings and for monthly publication in the newsletter. This account shall be audited annually.
- B. Quilt Show Account: This account shall be maintained separately from the General Account. It shall be used for Quilt Show business. It shall be funded by, special fund-raising projects and assessments from the General Account, as approved by the Board of Directors. The Quilt Show Treasurer shall maintain custody of this account. The signatories of this account shall be the Quilt Show Treasurer and the Quilt Show Chair. A monthly financial statement shall be submitted to the Board. After each full audit of the account shall be made. Excess profit shall be transferred to The General Account by a vote of the Board.
- C. Ozark Piecemakers Quilt Guild Scholarship Fund: This account will be maintained separately from the General Account. It will be used to fund the Ozark Piecemakers Quilt Guild Scholarship Fund. It will be funded from a portion of the sales from the Donation Quilt tickets and by Memorials and Gift Donations. The Quilt Guild Treasurer and President will maintain custody of this account. A monthly financial statement shall be submitted to the Board by the Treasurer. The account shall be audited annually.
- D. Fiscal year shall commence on the first day of June.
- E. A budget committee shall consist of the out-going President and Treasurer and the in-coming President and Treasurer.
- F. Budget of the ensuing year shall be submitted to the Board of Directors for approval at the April Board meeting. The approved budget shall then be published in the May newsletter and voted on by the Guild at the May meeting.
- G. Prior to incurring any expense that exceeds the allocated budgeted amount, Board approval is required. Board approval is required for any non-budgeted expenditure that exceeds \$100.00.
- H. Any revisions of the budget must have the approval of the Board of Directors.
- I. Expenditures not specified in the budget must be voted on by the Board or Directors.
- J. These following guild members shall be bonded: President, Treasurer, Quilt Show Chair, Quilt Show Treasurer, Membership Chair, Program Chair or Assistant Program Chair and Donation Quilt Chair

ARTICLE VIII – Amendments

- A. The Board of Directors or any four members of the Guild may present written proposed amendments to the by-laws at any time.
- B. Changes to the by-laws will be adopted when passed by a majority vote at the Guild meeting following publication of the proposed changes.
- C. The President shall appoint a By-laws Committee Chair who shall select a committee of at least 5 members with no less than one from the Board of Directors and at least one from the Night Group. The President Elect shall also serve on the By-laws committee.
- D. The By-laws Committee shall review by-laws on odd numbered years.