

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

Table of Contents

Article I.	NAME	2
Article II.	PURPOSE AND MISSION	2
Article II.	MEMBERS AND MEETINGS OF THE MEMBERSHIP	3
Article III.	FINANCES	6
Article IV.	EXECUTIVE BOARD	7
Article V.	EXECUTIVE BOARD MEETINGS.....	10
Article VI.	OFFICERS	14
Article VII.	STANDING AND WORKING COMMITTEES, AND GUILD GROUPS	28
Article VIII.	LOGO	34
Article IX.	PARLIAMENTARY GUIDANCE	34
Article X.	BYLAWS	34
Article XI.	DISSOLUTION	37
Article XII.	CONFLICT OF INTEREST POLICY	37
Article XIII.	STANDING RULES	40

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

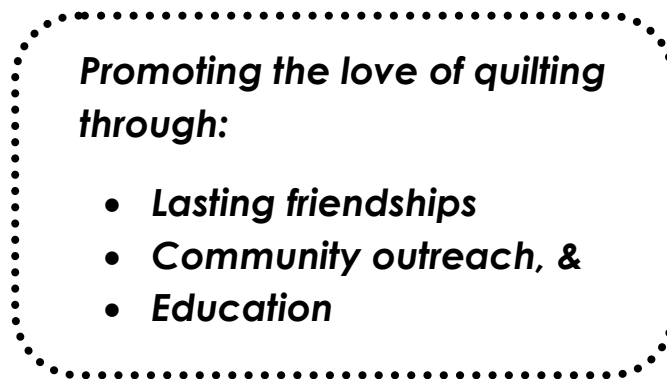
Article I. NAME

The name of the organization is the Ozark Piecemakers Quilt Guild. It is considered a non-profit 501(c) (3) and hereafter referred to as "OPQG", "the Guild", "Ozark Piecemakers Quilt Guild" or "the Organization".

Article II. PURPOSE AND MISSION

In accordance to the Articles of Incorporation,

- 1.01 The Guild is organized solely for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- 1.02 The Purpose of the Guild is 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.
- 1.03 The Purpose of this Guild is irrevocable.
- 1.04 The Mission of the Guild is



Promoting the love of quilting through:

- ***Lasting friendships***
- ***Community outreach, &***
- ***Education***

- 1.05 None of the net income or assets of this Guild will be used to the benefit of any director, Officer, or Member thereof, or to the benefit of any private person.
- 1.06 The Guild shall have no political influence. The Guild shall not participate or support any political activities, propaganda, or political candidates including the printing and distribution of political literature.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

1.07 The Guild shall not participate in any activities that could jeopardize the nonprofit status as defined in the Internal Revenue Code section 501 (c) (3).

Article II. MEMBERS AND MEETINGS OF THE MEMBERSHIP

2.01 Member Categories

- (a) The Guild "General Membership will consist of all active Members and Honorary Life Members.
- (b) **Active Members** - Only Active Members in Good Standing may vote, hold Office, use the library, or be counted for constituting any quorum. Active Members will:
 - (i) Have the privilege of voting,
 - (ii) Receive an electronic monthly Newsletter,
 - (iii) Be entitled to attend all General Membership Meetings of the Guild,
 - (iv) Pay annual Dues as established in the Standing Rules Section 3. Failure to do so constitutes voluntary withdrawal from the Guild.
 - (v) Be eligible to hold Office after one (1) full year of membership. Are encouraged to participate and share ideas and skills with the Guild.
 - (vi) Must be at least eighteen (18) years old.
 - (vii) Be eligible to attend Guild groups.
- (c) **Honorary Life Members** - Honorary Life Membership will be awarded to Active Members upon reaching their 90th birthday. An "Honorary Life Member" will be an Active Member. Honorary Life Members will receive a permanent waiver of Dues but will be subject to all other membership eligibility requirements.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (d) **Other Membership Categories** - No other category of membership exists, nor may one be created, without amending the Bylaws and establishing the category.
- 2.02 **Limit to Number of Members** - The Executive Board may limit the number of Active Members in the Guild. This shall only be implemented as a temporary solution to a safety hazard of the Guild meeting location. The Board:
- (a) may propose the number and time limit, then
 - (b) give sixty (60) days Notice,
 - (c) take a vote of the Active Members, and
 - (d) publish the results in the Newsletter.
- 2.03 **Eligibility for Renewal of Membership** - Renewal of Active Membership is predicated on the Member being in Good Standing as defined in the Standing Rules Section 3.
- 2.04 **Membership Roster** - The OPQG membership roster shall not to be used for commercial purposes.
- 2.05 **Visitors** – Visitors may attend two meetings before dues are required. After two visits, an invitation to join will be extended for membership. Paid membership dues shall be required at the third meeting attended.
- 2.06 **Meetings of the General Membership** - The General Membership will meet on a regular basis (a “General Monthly Meetings”). All meetings of the Ozark Piecemakers Quilt Guild will be run following Article X “Parliamentary Guidance” of these Bylaws.
- (a) **General Meeting Date** - General Meetings shall be held the fourth Tuesday of the month. To accommodate our membership, two (2) meetings shall be held. The day meeting begins at 10 am and the night meeting begins at 6 pm. The General Meetings will be held each month with the exception of November (due to Thanksgiving). During Quilt Show

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

years, no General Meeting will be held during the month of the Quilt Show.

- (b) **Temporarily Rescheduled Meetings** - General Meetings may be rescheduled temporarily for emergency reasons affecting the General Membership by advance announcement by the President, President Elect, or the First Vice President. If the Springfield, MO, Public Schools are closed due to inclement weather, the meetings will be cancelled.
- (c) **Special General Membership Meetings** – In the event the Executive Board deems it necessary to call a Special General Membership meeting, the President will schedule the meeting.
 - (i) A Special General Membership meeting will only be called when an action or decision must be made by the General Membership prior to the next regularly scheduled General Membership Meeting.
 - (ii) The President will call for the meeting with 36 hour notice to the General Membership.
- (d) **General Meeting Quorum** – To conduct business of the Guild, the following definitions of quorum will be used:
 - (i) For General membership meetings, one-third (33.34%) of the total membership must be present. Attendance of the Day and Night meetings will be combined. Approval shall be by simple majority of those voting members present.
 - (ii) Voting at both meetings by the same members will result in an invalid vote.
 - (iii) Voting will be by show of hands. If the vote appears close, A count shall be taken. Any member can request the vote be taken with paper ballots. This request does not require a second.
- (e) **General Meeting Proxy** - There are no proxy votes. Voting members must be present to vote.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (f) Members are encouraged to attend both Day and Night meetings when convenient. However, members may vote at only one of the monthly meetings.

2.07 **Golden Thimble Award** - The Golden Thimble Award is an annual award, voted on by the membership and given by the guild, to recognize a member that has given extraordinary service to the guild. Refer to the Standing Rules Section 3 for details.

Article III. FINANCES

3.01 **Fiscal Year** - The "Fiscal Year" will be from June 1 to May 31.

3.02 **Guild Funds** - Money generated by the Guild that is in excess of operating expenses shall be used to fund charitable and community projects.

3.03 **Guild Checking Accounts and Legal Documents** - All Guild checking accounts and/or any legal documents, contracts, etc., shall require one (1) signature of a Guild Officer who is authorized to sign checks as noted in the Standing Rules, Section 4.

3.04 **Dues** - "Dues" for all categories of Membership will be set by the vote of the General Membership upon recommendation of the Executive Board and will be recorded in the Standing Rules Section 4.

3.05 **Payment of Dues** - Dues will be paid to the Membership Chair. Dues will be payable beginning on April 1st and will become delinquent on June 1st. Any person who becomes delinquent in payment of Dues will be dropped from Membership automatically.

- (a) Dues for all new Members joining other than in June will be set forth in a table in the Standing Rules section 4.
- (b) Dues are not refundable unless approved by the Executive Board.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

3.06 **Budget** - An Annual Budget ("Budget") will be prepared by the Budget Committee and presented to the Executive Board prior to the April General Membership Meetings and to the General Membership for approval at the May General Membership Meetings. The proposed budget will be printed in the May newsletter. Membership of the Budget Committee is listed in the Standing Rules Section 7.

3.07 **Financial Review** - The Audit Committee will conduct a financial audit immediately after the end of each Fiscal Year, and the results will be reported to the Executive Board at the July Executive Board Meeting . Membership of the Audit Committee is listed in the Standing Rules Section 7.

3.08 **Assets Inventory** - An inventory of all assets and property of the Ozark Piecemakers Quilt Guild, including the name of the person presently having physical control of the asset and the physical condition of the asset, must be recorded and maintained by the Facilities Manager and updated each year by the end of the Fiscal Year.

3.09 **Liability Insurance** - The Ozark Piecemakers Quilt Guild must carry liability insurance sufficient to cover all its activities.

- (a) **Bonding** – Any position that is authorized to sign checks or handle or \$100 cash shall be bonded at the expense of the Guild.

Article IV. EXECUTIVE BOARD

4.01 **Executive Board Authority** - The Executive Board (the "Executive Board", "Board of Directors" or "Board") shall:

- (a) Function as the governing body of the Guild.
- (b) Supervise the affairs of the Guild between its General Membership Meetings,
- (c) Fix the hour and place of special General Membership and Board Meetings,

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (d) Approve all contracts executed on behalf of the Guild
- (e) Perform such other duties as specified in the Bylaws,

4.02 **Members of the Executive Board** - The Executive Board consists of

(a) **The elected Officers of the Guild are:**

- (i) President President Elect
- (ii) First Vice President (Night Meeting)
- (iii) Secretary (Day & Executive Board)
- (iv) Secretary (Night)
- (v) Treasurer
- (vi) Corresponding Secretary
- (vii) Program Chair
- (viii) Quilt Show Chair
- (ix) Membership Chair
- (x) Members-at-Large (At least three, with a minimum of one from the night meeting).
- (xi) Fundraising
- (xii) Facilities Manager

(b) **Positions that are appointed by the President are:**

- (i) Historian
- (ii) Parliamentarian

(c) **Other appointed positions are:**

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (i) Standing Committee Chairs (appointed by Working Committee Chairs with the President)
- (ii) Quilt Show Treasurer (appointed by Quilt Show Chair)
- (iii) An "Assistant Chair" may be appointed by the President at the request of any Officer for any Office designated a "Chair" but may not vote except in the absence of the Officer.

4.03 **Term of Office** - Officers will hold Office for one (1) Fiscal Year with the exception of the Quilt Show Chair and the Quilt Show Treasurer who serve for two (2) consecutive years. No person may serve in the same Office for more than two (2) consecutive terms. A person may hold the same office again AFTER at least one (1) year break.

- (a) Each Officer will transfer all records and files of the Guild office to the succeeding officer when her/his term expires.

4.04 **Vacancies in Office** - An Office is "Vacant" (there is a "Vacancy") if:

- (a) **Resignation** - An Officer formally resigns.
- (b) **Never Filled** - An Office has never been filled in the current term.
- (c) **Death or Incapacity** - An Officer dies during their term of Office or is otherwise incapacitated.
- (d) **Failure to Attend** - An Officer fails to attend three (3) consecutive or four (4) total Board meetings without a valid excuse. This constitutes a voluntary resignation, and, upon a majority vote of the Board, the position may be declared Vacant.

- (i) Valid excuses must be approved by the Executive Board on a case by case basis.

4.05 **Removal** - An Officer is formally "Removed" from Office. A two-thirds (66.67%) majority vote of the voting Board members present is sufficient to remove an Officer from Office for malfeasance in Office or failure to perform the duties of an Office as defined in these Bylaws.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (a) Malfeasance in office is official misconduct or the commission of an unlawful act, done in an official capacity, which affects the performance of official duties.
- (b) An Officer will also be removed if the executive Board determines said Board Member's conduct conflicts with the By-Laws/Standing Rules, Purpose, and Mission.

4.06 Filling Vacancies

- (a) Vacancies in an Office will be filled by a simple majority vote of the voting Executive Board members. The Officer filling the vacancy will serve the remainder of the unexpired term of the vacated Office. Such partial term will not count in the computation of "consecutive terms".
- (b) An Officer who fills a vacated Office is eligible to stand for election for any Office in the succeeding term for which she/he may qualify.
- (c) In the event of the vacancy of President by resignation or the inability to perform the assigned duties, the President-Elect will assume the office of President.
- (d) In the event of the vacancy of the President-Elect, the Executive Board will call for nominations to fill the position at the next monthly General Membership meetings.
 - (i) The nominations will be published in the next issue of the Newsletter.
 - (ii) An election will be held at the first monthly General Membership Meeting.

Article V. EXECUTIVE BOARD MEETINGS

- 5.01 All active Members of the Guild are invited to attend board meetings. They may participate in the discussion but may not vote.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

5.02 **Regular Board Meetings and Quorum** - "Regular Meeting(s)" of the Executive Board will be held on the second Tuesday of each month at the Guild building. A Quorum to conduct business of the Executive Board is one-half (50%) of voting members. In the case of a tie vote on any issue, the President will cast the deciding vote.

5.03 **Who Can Vote at Board Meetings** - Only authorized Executive Board Members can vote. Voting eligibility is set forth in the following chart:

Eligible to Vote	Not Eligible to Vote
<ul style="list-style-type: none"> • President (votes ONLY to break a tie in the vote) • President Elect • First Vice President (Night Meeting) • Secretary (Day Meeting and Executive Board) • Secretary (Night Meeting) • Treasurer • Program Chair • Quilt Show Chair • Membership Chair • Members-at-Large (each has own vote) • Facilities Manager • Standing Committee Representatives (Each has own vote): <ul style="list-style-type: none"> ○ Member Services ○ Communication Services ○ Community Outreach ○ Fundraising 	<ul style="list-style-type: none"> • Corresponding Secretary • Parliamentarian • Quilt Show Treasurer • Working Committee Chairs • Visitors • All Other Guild Members

(a) If one person holds more than one voting position, that person will have only one (1) vote.

5.04 **Notice of Board Meetings** - Dates and times of all Board Meetings will be published regularly in the Newsletter.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

5.05 **Special Meetings of the Board** - "Special Meetings" of the Board may be called:

- (a) By the President, or
- (b) Upon the specific written request of three (3) Officers of the Board, or
- (c) Upon the specific written request of ten (10) Active Members in Good Standing of the Guild.
 - (i) Written request will be made to the Secretary (Day and Executive Board) who will send Notice of the Special Meeting to the Officers. The Notice must state:
 - The time and place of the meeting,
 - The purpose of the meeting, and
 - The specific agenda to be addressed at the meeting.
 - (ii) Business of any Special Meeting is restricted to the specific Noticed agenda.
 - (iii) A quorum of voting members must be present.

5.06 Nomination and Election

- (a) **Timing** The timing of nominations and election is as follows:
 - (i) The nominations Committee will be appointed in January.
 - (ii) Candidates are presented at the March General Meetings. Nominations from the floor are accepted at this time.
 - (iii) The slate of nominations are included in the April newsletter.
 - (iv) Officers are elected at the General Membership Meetings in April. Only those members present will be able to vote.
 - (v) Officers are installed (a formal swearing in and hand-over ceremony) of new officers will be held in (at the May General Meetings and assume office June 1 at the beginning of the new Fiscal Year

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- 5.07 **Nominating Committee** - Is charged with selecting a new slate of proposed officers for the consideration of the Guild. The Nominating Committee will be chaired by a member in good standing selected by the President.
- (a) The Committee Chair will recruit the following members to the committee:
 - (i) Two (2) members from the current Executive Board
 - (ii) Four (4) active members in good standing. Both day and night meeting shall be represented.
- 5.08 **Nominating Committee Duties** - The Nominating Committee will:
- (a) Solicit among the Active Members for persons interested and willing to serve as Officers. Interested parties will be encouraged to indicate availability.
 - (b) Meet to discuss and evaluate the nominees and volunteers for Office. An effort will be made to determine whether each person is properly qualified to serve in the Office for which they propose to stand. After evaluation, the Nominating Committee will produce a "List" of recommended candidates for each Office. All candidates, whether presented on the List or subsequently nominated from the floor, must be Active Members in Good Standing.
- 5.09 **Election Process** -The election process includes:
- (a) The Committee Chair will submit the proposed slate of Officers to the Membership in attendance at the March General Membership Meetings. Nominations will be accepted from the floor.
 - (b) The proposed slate of Officers and the nominations from the floor will be printed in the April newsletter.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (c) The vote will be conducted at the April General Membership Meetings by:
 - (i) The Committee Chair provides the paper ballots. It will have the published List of candidates and will include spaces for write-in candidates/votes.
 - (ii) Members in Good Standing receive one ballot at the General Meetings.
 - (iii) Members will place their completed ballots into the ballot box prior to leaving at the end of the meetings.
 - (iv) The ballots from the Day and Night meetings are combined and the votes are tallied. The Nominations Committee and Committee Chair are responsible to count the votes and announce the new Officers to the Guild.

Article VI. OFFICERS

6.01 **Officers Defined** - The Officers of the Guild are:

- (a) President
- (b) President Elect
- (c) First Vice President (Night Meeting)
- (d) Secretary (Day Meeting & Executive Board)
- (e) Secretary (Night Meeting)
- (f) Corresponding Secretary
- (g) Treasurer
- (h) Parliamentarian
- (i) Program Chair

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (j) Quilt Show Chair
- (k) Quilt Show Treasurer
- (l) Membership Chair
- (m) Members-at-Large (at least 3)
- (n) Facilities Manager
- (o) Standing Committee Chairs:
 - (i) Membership Services
 - (ii) Communication Services
 - (iii) Community Outreach
 - (iv) Fundraising

6.02 **General Duties of All Officers and Committee Chairs** - Each Officer/Committee Chair must be a member in Good Standing for at least 12 months prior to the election and will:

- (a) **Procedures Manual** - Maintain a "Procedures Manual" for the Office/Committee in accordance with the Standing Rules Section 7.
 - (i) Officers/Committee Chairs will not lose, remove, or destroy any Archival Procedures or historical Performance Data without motioned consent of the Board.
 - (ii) Any Officer/Committee Chair who has not submitted a completely updated Procedures Manual by the August General Membership Meeting will lose Good Standing status until this requirement has been fulfilled.
- (b) **Budget** - Present to the Treasurer and the Budget Committee by the April Board Meeting a proposed budget for their area of responsibility for the upcoming Fiscal Year. It will be published in the May newsletter. It will be

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

presented and voted on at the May General Membership Meetings
Officers are expected to work within the approved budget. The budget is NOT to be exceeded without PRIOR approval of the Executive Board.

- (c) **Operational Committee** - Establish and chair, as needed, an operational committee, selected in consultation with the President, to assist in performing the duties of the Office. This committee is optional.
- (d) **Duties of Office/Committee** - Perform the duties of the Office/Committee as defined in the Bylaws. Additional responsibilities may be included in the Standing Rules.
- (e) **Financial** - Submit in a timely manner to the Treasurer and prior to the close of the Fiscal Year all payments, invoices, bills, receipts, and other financial materials, so that the Board may take necessary action and the Treasurer record, pay, or reimburse within the Fiscal Year.
- (f) **Records** - Submit original contracts, receipts, official communications, etc. to the appropriate Officer of the Board and keep copies.
- (g) **Signing of checks and contracts** - Any Officer authorized to sign checks and/or contracts for the Guild shall not sign both the contract and the check for the same transaction.
- (h) **Newsletter** - Submit relevant articles or records in a timely manner for the Newsletter.
- (i) **Other Duties as Assigned** - Perform other duties as assigned by the President or included in the Standing Rules, Section 7.

6.03 **Duties of Specific Offices**

- (a) **President** - The President shall:
 - (i) Have served as a member of the Executive Board for at least one (1) term prior to being elected to this position. The Nominations Committee will consider commensurate experience.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (ii) Preside at all General Day meetings of the Guild and will chair the Executive Board.
 - (iii) Be the "Chief Executive Officer" of the Organization.
 - (iv) Be "Agent for Service of Process" of record for the Organization.
 - (v) Present a written "Annual Report" on the work and status of the organization at the June General Membership Meeting. File a copy of the Annual Report with the historical record.
 - (vi) Appoint the Chairs of the Standing and Working Committees except as otherwise provided by the Bylaws.
 - (vii) Be an ex officio member of all Committees except the Nominating Committee.
 - (viii) Be an authorized Guild Officer eligible to sign checks and contracts of the Guild.
 - (ix) Be bonded for Guild matters at Guild expense.
 - (x) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (xi) Provide Office related information to be published in the Newsletter in a timely basis.
 - (xii) Ensure the Guild performs as necessary to maintain nonprofit status.
 - (xiii) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
- (b) **President Elect** - The President Elect shall:
- (i) Preside at all General Membership Meetings of the Guild and the Executive Board in the absence or inability of the President or First Vice President to preside.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (ii) Advise and assist the President with the affairs of the Guild.
 - (iii) Be an ex officio member of all Committees except the Nominating Committee.
 - (iv) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (v) Provide Office related information to be published in the Newsletter in a timely basis.
 - (vi) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (vii) Perform other duties as assigned by the Board.
- (c) **First Vice President (Night Meeting)** - The First Vice President shall:
- (i) Preside at all Evening General Membership Meetings.
 - (ii) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (iii) Provide Office related information to be published in the Newsletter in a timely basis.
 - (iv) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (v) Perform other duties as assigned by the Board.
- (d) **Secretary, (Day Meeting and Executive Board)** - The Recording Secretary shall:
- (i) Be the Secretary of the Organization.
 - (ii) Record, publish, and file minutes of all Day General Membership Meetings and Executive Board Meetings.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (iii) Submit the minutes of General Membership Meetings and Executive Board Meetings for publication in a timely manner.
 - (iv) Keep separate logs of all resolutions for changes of the Board to the Standing Rules (the "Board Resolution Log"). Provide copies to the Parliamentarian.
 - (v) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (vi) Provide Office related information to be published in the Newsletter in a timely basis.
 - (vii) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (viii) Perform other duties as assigned by the Board.
- (e) **Secretary, Night Meeting** – The Secretary, Night Meeting shall:
- (i) Record, publish, and file minutes of all Night General Membership Meetings
 - (ii) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (iii) Provide Office related information to be published in the Newsletter in a timely basis.
 - (iv) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (v) Perform other duties as assigned by the Board.
- (f) **Corresponding Secretary** – The Corresponding Secretary shall:
- (i) Have custody of the Guild's correspondence.
 - (ii) Send greetings of congratulations and compassion to Guild Members.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (iii) Handle all Guild social correspondence.
 - (iv) Provide Office related information to be published in the Newsletter in a timely basis.
 - (v) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (vi) Perform other duties as assigned by the Board.
- (g) **Treasurer** - The Treasurer shall:
- (i) Be the Chief Financial Officer of the Organization and maintain all financial and business records of the Organization.
 - (ii) Be the custodian of all securities and funds of the Guild.
 - (iii) Collect, account for, and record the funds of the Guild.
 - (iv) Pay all authorized bills and reimbursements of the Guild.
 - (v) Submit to the Executive Board for approval a monthly accounting of all unbudgeted expenditures and any expenditure that exceeds the approved line item budgeted amount.
 - (vi) Prepare a written cash flow report and budget report for review each month and present it to the Executive Board at each Board Meeting.
 - (vii) Chair the Budget Committee.
 - (viii) Present a proposed itemized budget to the Executive Board as discussed in 7.02(b).
 - (ix) Prepare and file annual tax return.
 - (x) Be an authorized Guild Officer eligible to sign checks of the Guild.
 - (xi) Be bonded for Guild matters at Guild expense.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (xii) Communicate needed correspondence to be sent by the Corresponding Secretary.
- (xiii) Provide Office related information to be published in the Newsletter in a timely basis.
- (xiv) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
- (xv) Perform other duties as assigned by the Board.
- (h) **Parliamentarian** - The Parliamentarian shall:
 - (i) Assure that proper parliamentary procedures are followed at all meetings of the Guild.
 - (ii) Provide a copy of the current Bylaws with Standing Rules for reference by the Members during General Membership Meetings and by the Board at Executive Board Meetings by posting on the Bulletin Board.
 - (iii) Verify that all Procedure Manuals have been distributed at the beginning of each Fiscal Year.
 - (iv) Chair any Bylaws review activities.
 - (v) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (vi) Provide Office related information to be published in the Newsletter in a timely basis.
 - (vii) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (viii) Perform other duties as assigned by the Board.
- (i) **Program Chair** - The Program Chair shall:

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (i) Be responsible for all General Membership Meetings programs as approved by the Executive Board prior to signing of the contract
 - (ii) Be authorized to execute such contracts as are necessary to carry out the Program duties of the Office. All program contracts require two (2) authorized signatures, one of which will be the President. Provide copies of contracts executed to the President, and Treasurer.
 - (iii) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (iv) Provide Office related information to be published in the Newsletter in a timely basis.
 - (v) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (vi) Perform other duties as assigned by the Board.
- (j) **Quilt Show Chair** - The Quilt show Chair shall:
- (i) Lead the planning and execution of the Guild Quilt Show.
 - (ii) Train the Assistant Quilt Show Chair to serve as Quilt Show Chair in the future.
 - (iii) Appoint Quilt Show committees as needed and outline the duties of those committees.
 - (iv) Upon approval of the Executive Board, be authorized to execute such contracts as are necessary to carry out the quilt show. All contracts require two (2) signatures, one of which will be the Quilt Show Chair. Provide copies of executed contracts to the President and Quilt Show Treasurer.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (v) Prepare by January 1 of each year, with the assistance of the Quilt Show Treasurer, a proposed Budget for the Quilt Show for the approval of the Executive Board.
 - (vi) Assist the Quilt Show Treasurer with the completion of all financial transactions to close the books on the Quilt Show.
 - (vii) Be an ex-officio member of and receive reports from all Quilt Show committees.
 - (viii) Provide Office related information to be published in the Newsletter in a timely basis.
 - (ix) Be the spokesperson for the entire Quilt Show Committee in reporting to the Executive Board.
 - (x) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (xi) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
- (k) **Quilt Show Treasurer** – The Quilt Show Treasurer shall:
- (i) Assist the Quilt Show Chair in proposing a Quilt Show Budget due by January 1 each year to the Executive Board.
 - (ii) Collect, account for, and record the funds of the Quilt Show.
 - (iii) Pay all authorized bills and reimbursements of the Quilt Show.
 - (iv) Prepare a written cash flow report and budget report for review each month and present it to the Executive Board at each Board Meeting.
 - (v) Prepare final financial report within 60 days after the Quilt Show
 - (vi) Be an authorized Guild Officer eligible to sign checks of the Guild only for Quilt Show expenses.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (vii) Be bonded for Guild matters at Guild expense.
- (viii) Provide Office related information to be published in the Newsletter in a timely basis.
- (ix) Communicate needed correspondence to be sent by the Corresponding Secretary.
- (x) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
- (xi) Perform other duties as assigned by the Board.
- (l) **Membership Chair** - The Membership Chair shall:
 - (i) Maintain a current record of Members ("Member File")
 - (ii) Collect and record Annual Dues and give them to the Treasurer.
 - (iii) Staff the Membership table at least one-half (1/2) hour before every General Membership Meeting.
 - (iv) Collect and record all Dues from new Members and fees from Visitors.
 - (v) Represent the Working Committees assigned to them at the Executive Board Meeting.
 - (vi) Provide and maintain the sign-in sheets for General Membership Meetings.
 - (vii) Provide the Member File to all Members in good standing. File may be electronic or paper copy.
 - (viii) Record names of Guests.
 - (ix) Maintain a list current members at the Membership Table at each General Meeting for Members to check the accuracy of personal information.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (x) Provide monthly updates of additions, deletions, and corrections to the Roster to the Newsletter Editor.
- (xi) Distribute Member Packets as defined in the Standing Rules Section 7 to all new Members at the first General Membership Meeting following payment of dues.
- (xii) Assist Guild Groups by validating Groups member list.
- (xiii) Provide electronic copy of Member File for the website.
- (xiv) Communicate needed correspondence to be sent by the Corresponding Secretary.
- (xv) Provide Office related information to be published in the Newsletter in a timely basis.
- (xvi) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
- (xvii) Perform other duties as assigned by the Board.
- (m) **Members at Large** - The Members-at-Large shall:
 - (i) Serve as liaisons between the General Membership and the Executive Board.
 - (ii) Host the annual Holiday parties.
 - (iii) Serve as hosts for visitors and new members.
 - (iv) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (v) Provide Office related information to be published in the Newsletter in a timely basis.
 - (vi) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (vii) Perform other duties as assigned by the Board.

- (n) **Facilities Manager** - The Facilities Manager shall:
 - (i) Be responsible for maintaining the Guild building in accordance with the lease.
 - (ii) Keep Executive Board informed on the condition of the facility.
 - (iii) Purchase needed supplies to operate the facility.
 - (iv) Coordinate repairs/replacements as needed.
 - (v) Operate the within the approved budget for the facility.
 - (vi) Develop and post cleaning instructions and schedule for the facility.
 - (vii) Develop an ongoing strategic plan to address future issues and develop an estimated budget by issue.
 - (viii) Annually inventory the physical assets of the Guild.
 - (ix) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (x) Provide Office related information to be published in the Newsletter in a timely basis.
 - (xi) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (xii) Perform other duties as assigned by the Board.

- (o) **Member Services Standing Committee Chair** – The Member Services Chair shall:
 - (i) Operate within approved annual budget.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (ii) Ensure regularly scheduled member education opportunities are available to Guild members.
 - (iii) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (iv) Provide Office related information to be published in the Newsletter in a timely basis.
 - (v) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (vi) Perform other duties as assigned by the Board.
- (p) **Communication Services Standing Committee Chair** – The Communications Services Chair shall:
- (i) Operate within approved annual budget. Ensure OPQG website is properly maintained.
 - (ii) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (iii) Ensure the monthly newsletter is published on time and available to all Members of the Guild.
 - (iv) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (v) Perform other duties as assigned by the Board.
- (q) **Community Outreach Standing Committee Chair** – The Community Outreach Chair shall:
- (i) Operate within approved annual budget.
 - (ii) Record number and type of quilts produced and donated each month. Ensure all donations are made to nonprofit or authorized (i.e. police department or sheriff's department) organizations.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (iii) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (iv) Provide Office related information to be published in the Newsletter in a timely basis. Develop a list of Guild members that are willing to serve as speakers for community programs,
 - (v) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (vi) Perform other duties as assigned by the Board.
- (r) **Fundraising Standing Committee Chair-** The Fundraising Chair shall:
- (i) Plan and coordinate fundraising activities that are approved by the Executive Board.
 - (ii) Educate Guild members on ways to make donations to the Guild.
 - (iii) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (iv) Provide Office related information to be published in the Newsletter in a timely basis.
 - (v) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
 - (vi) Perform other duties as assigned by the Board.

Article VII. STANDING AND WORKING COMMITTEES, AND GUILD GROUPS

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- 7.01 Any Standing Committee or Working Committee may be referred to as a "Committee" or, collectively "Committees." Any groups within the Guild that are not tied to Standing or Working Committees are referred to as "Guild Groups".
- 7.02 **Standing Committees Defined** - A Standing Committee is distinguished from a Working Committee by one or more of the following characteristics:
- (a) Is required to execute the activities of the Guild as defined in the Bylaws and/or
 - (b) Is responsible for a large amount of assets of the Guild, and/or
 - (c) Functions on an ongoing, permanent basis.
 - (d) Serves as an "umbrella" to group similar Working committees together.
 - (e) Reports to the Executive Board.
 - (f) Meets regularly with the Working Committees they represent and will serve as a liaison between The Executive Board and the Working Committees.
- 7.03 **List of Standing Committees** - The "Standing Committees" are:
- (a) Member Services
 - (b) Communication Services
 - (c) Community Outreach
 - (d) Fundraising
- 7.04 **Appointment of Standing Committee Chairs** - The President, with the approval of the Executive Board, appoints all Standing Committee Chairs with the Advice of the members of the Working Committees that will be working under that Chair. Any exceptions listed in these Bylaws will override this rule.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- 7.05 **Working Committees Defined** - A Working Committee may be established at any time and is distinguished from a Standing Committee by the purpose of the Committee. The purpose includes:
- (a) **Project oriented.** The timeframe of the project may be a few months or several years. When the project ends, the Working Committee ceases to exist.
 - (b) **Asset responsibility.** The committee may or may not have direct responsibility for Guild assets. It might have indirect responsibility for assets such as auditing.
 - (c) **Output.** The resulting output of the committee is to:
 - (i) Fall in line with the Guild Mission and
 - (ii) Be of service directly to the Guild or for the Guild to serve the community.
- 7.06 **President Approves Working Committee Chairs** - The President, with the Executive Board, approves all Working Committee Chairs except as defined in these Bylaws. Selection of Working Committee Chairs does not have to align with the fiscal year.
- 7.07 **Standing and Working Committee Chair Term Limit** - No person may serve as Chair of the same Standing or Working Committee for more than two (2) consecutive years without annual Executive Board approval.
- 7.08 **Chair Proposes Committee Members** - Except as otherwise provided in the Bylaws, the Chair of each Standing or Working Committee will select the members of the Committee in consultation with the President and with the formal approval of the Executive Board.
- (a) It is the duty of the Chair to submit a proposed Committee member list to the Executive Board within thirty (30) days of the assumption of the Chair.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (b) Some Working Committees' membership can be open to the entire Guild membership.
- 7.09 **Committee Member Term** - The term of membership on a Committee is one (1) fiscal year or until the Committee has fulfilled its purpose. There is no limit to the number of terms a Member may serve as a Committee member.
- 7.10 **Committee Procedures Manuals** - All Chairs must keep an up-to-date manual of the procedures of their committees to be transmitted intact to the Parliamentarian at the termination of the holding of the position. This will contain the similar type of information as the Procedures Manual for an Office.
- 7.11 **Guild Groups Defined** - Any group within the Guild that is not a Standing or Working Committee are considered Guild Groups.
- 7.12 **Qualifications for Guild Groups** include:
- (a) All Group members must be Guild members in Good Standing.
 - (b) Must be recognized and authorized by the Executive Board. Approval process is described in the Standing Rules, Section 8.
 - (c) The purpose of the Group must support the OPQG Mission.
 - (i) Non-quilting related Groups are not allowed with the exception of those groups already existing as of January 1, 2018.
 - (d) Is not financially supported by the Guild (other than approved building use).
- 7.13 **Specific Functions and Duties of Standing Committees** are:
- (a) **Member Services** shall:
 - (i) Ensure there are educational resources to the membership of the Guild including but not limited to:
 - Library

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- Educational Classes and Demonstrations
- (ii) Operate within approved annual budget. Record number and type of quilts produced and donated each month.
- (iii) Communicate needed correspondence to be sent by the Corresponding Secretary.
- (iv) Provide Office related information to be published in the Newsletter in a timely basis.
- (v) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
- (vi) Perform other duties as assigned by the Board.
- (b) **Communications Services** shall:
 - (i) Maintain OPQG website
 - (ii) Publish an electronic version of the Monthly Newsletter no later than the Tuesday following the Executive Board Meeting.
 - (iii) Provide publicity to the membership and community on upcoming events.
 - (iv) Document the history of the Guild.
 - (v) Operate within approved annual budget. Record number and type of quilts produced and donated each month.
 - (vi) Communicate needed correspondence to be sent by the Corresponding Secretary.
 - (vii) Provide Office related information to be published in the Newsletter in a timely basis.
 - (viii) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

(ix) Perform other duties as assigned by the Board.

(c) **Community Outreach** shall:

(i) Coordinate the production and distribution of quilts produced by the Guild.

(ii) Provide Quilt Education for the community.

(iii) Coordinate the Prison Sewing Outreach.

(iv) Operate within approved annual budget.

(v) Record number and type of quilts produced and donated each month.

(vi) Communicate needed correspondence to be sent by the Corresponding Secretary.

(vii) Provide Office related information to be published in the Newsletter in a timely basis.

(viii) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.

(ix) Perform other duties as assigned by the Board.

(d) **Fundraising** shall:

(i) Coordinate fundraising activities such as:

- Planning/ Think Tank meetings
- "Between Donation" Quilt
- Non-Quilt Show Year Fundraiser
- Monthly Mini drawings
- Best Choice label collections
- Grants and Endowments
- Corporate Sponsorships

(ii) Set the date and time of Fund Raising

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (iii) Operate within approved annual budget.
- (iv) Communicate needed correspondence to be sent by the Corresponding Secretary.
- (v) Provide Office related information to be published in the Newsletter in a timely basis.
- (vi) Ensure the actions of the Guild reflect the Mission of the Ozark Piecemakers Quilt Guild.
- (vii) Perform other duties as assigned by the Board.

Article VIII. LOGO

- 8.01 The Guild will have an OPQG logo authorized for use by the Executive Board.
- 8.02 The logo may be used for all authorized Guild activities.
- 8.03 All use of the logo other than provided for in the Bylaws must be approved in advance by the Executive Board. The Secretary (Day and Executive Board) will hold the electronic copy of the guild Logo.

Article IX. PARLIAMENTARY GUIDANCE

- 9.01 While the Guild is not required to strictly follow Robert's Rules of Order on a day-to-day basis, when required and as a matter of guidance, the rules contained in either the latest edition of Robert's Rules of Order, as revised, or the Democratic Rules of Order will cover the Guild in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules the Guild may adopt.
- 9.02 The Executive Board will determine which rules of order the guild will follow.

Article X. BYLAWS

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- 10.01 **Adoption of Bylaws** - These Bylaws were adopted at a General Membership meetings of the Guild by a two-thirds (2/3) vote of the Members in Good Standing present on April 2018.
- 10.02 **Amendment/Revision of Bylaws** - These Bylaws may be amended or revised at any General Membership meeting by a two-thirds (2/3) vote of a Quorum of Members in Good Standing present at the meeting. The proposed changes will be "Noticed" (i.e., provided) to the Active Membership via communication method(s) determined by the Executive Board.
- 10.03 **Amendment versus Revision** – Amendments to the Bylaws are limited changes to one or two Articles. Revision of the Bylaws is a significant change to the majority of the document.
- (a) Methods of Noticing may include, but are not limited to:
 - (i) Publication in the Newsletter,
 - (ii) Posting to the Guild website,
 - (iii) Written copies available at General Membership meetings, or
 - (iv) Delivery of an electronic file or text.
 - (b) Proposed Bylaws changes must be Noticed to the Active Membership no later than the meeting immediately preceding the meeting at which the vote is taken.
- 10.04 **Periodic Review of Bylaws** - Bylaws must be periodically reviewed to make sure they adequately protect and support the Ozark Piecemakers Quilt Guild.
- (a) The review will occur in odd-numbered years.
 - (b) The President will appoint a Bylaws Committee of at least five (5) members. The members must include:
 - (i) Parliamentarian as Chair,
 - (ii) At least one (1) other Board member,

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (iii) The President-Elect, and
 - (iv) At least one (1) representative of each Day and Night Meetings
- (c) Once the committee has completed their review, they will write a draft of the Bylaws including any proposed changes, additions, and deletions.
- (i) A courtesy review is presented to the Executive Board. No vote is taken by the Board. Following this review, Committee has the option to make further revisions.
 - (ii) The Draft Bylaws are then "Noticed" to the General Membership at described in 11.02.
 - (iii) At those next General Membership Meetings, the Bylaws Committee presents a brief explanation of each Article.
 - A Question and Answer period will process questions one Article at a time.
 - A vote is taken for the ENTIRE document. A two-thirds (66.7%) vote of the Members in Good Standing present at the Day and Night meetings is necessary for approval.
 - Once approved, the Bylaws go into effect immediately.
 - If the vote fails, a vote on each Article can be taken one at a time on the entire Article. ABSOLUTELY NO CHANGES shall be made to the ARTICLE during the meeting. The President can request, the originators take the information from both meetings and modify the Article if they choose. The modification must go through the entire process as listed above.
 - (iv) The other possible way to amend the Bylaws is by at least four (4) Members in Good Standing to join together as an ad Hoc Bylaws Committee.
 - They must follow the same procedure as the Bylaws Committee.
 - The ad Hoc Committee is restricted to dealing with one (1) amendment at a time.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

Article XI. DISSOLUTION

- 11.01 **Vote to Dissolve Organization** - The Active Membership may vote to dissolve Ozark Piecemakers Quilt Guild, Inc. at any of the monthly General Membership meetings by two-thirds (66.7%) vote Quorum of Members in Good Standing present, provided that a motion to dissolve has been read and submitted in writing to the General Membership at the previous General Membership meetings, and properly Noticed to the General Membership no later than the regularly scheduled meeting immediately preceding the meetings at which the vote is taken.
- 11.02 **Distribution of Assets** - By the ninetieth (90th) day following an affirmative vote to dissolve Ozark Piecemakers Quilt Guild, Inc., all net cash and other net assets owned by the Guild shall be donated to the non-profit organization(s) designated by the Active Members present and voting at the time the motion to dissolve is passed. The organization(s) to which the asset(s) is/are distributed will be organized and operated exclusively for charitable or educational purposes and must have established tax exempt status under the appropriate provisions of the Missouri Revenue and Taxation Code.
- 11.03 **Completion of Dissolution** - The following Officers, in the following order, will complete the dissolution filing requirements to the Secretary of State of the State of Missouri:
- (a) President/Chief Executive Officer
 - (b) Treasurer/Chief Financial Officer
 - (c) Secretary (Day Meeting & Board of Directors)/Corporate Secretary

Article XII. CONFLICT OF INTEREST POLICY

- 12.01 **Purpose** - The purpose of this conflict of interest policy is to protect the Ozark Piecemakers Quilt Guild when it is contemplating entering into a transaction or

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

arrangement that might benefit the private interest of an officer of the organization or might result in excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

12.02 **Definitions**

- (a) **Interested Persons** An Interested Person is a member who has a direct or indirect personal financial interest.
- (b) **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (i) An ownership or investment interest in any entity with which the Guild has a transaction or arrangement;
 - (ii) A compensation agreement with the Guild or with any entity or individual with which the Guild has a transaction or arrangement, or
 - (iii) A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Guild is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors.
 - (iv) A financial interest is not necessarily a conflict of interest. By following the Procedure, a person with a financial interest only has a conflict if the Executive Board or committee decides that a conflict of interest exists.

12.03 **Procedures**

- (a) **Duty to Disclose** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of financial interest and be given the opportunity to disclose all material facts to the Executive Board or an Executive Board authorized committee who are considering the proposal.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (b) **Determining Whether a Conflict of Interest Exists** After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, that person shall leave the meeting while the determination of Conflict of Interest is discussed and voted upon. The remaining Executive Board or committee members shall decide whether a conflict of interest exists.

- (c) **Procedures for Addressing the Conflict of Interest**
 - (i) An interested person may make a presentation to the Executive Board or committee meeting, but after the presentation, that person shall leave the room during discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

 - (ii) The Chair of the Executive Board or of committee shall, if appropriate appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

 - (iii) After exercising due diligence, the Executive Board or committee shall determine whether the Guild can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

 - (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or committee shall determine by a majority vote of the disinterested Executive Board or committee members whether the transaction or arrangement is in the Guild's best interest, for its own benefit, and whether it is fair and reasonable.

 - (v) If at any time the majority of members of the an Executive Board delegated committee feel uncomfortable addressing possible Conflicts of Interest, the committee shall revert their delegated authority back to the Executive Board.

BYLAWS of the Ozark Piecemakers Quilt Guild

Revised, Adopted, and Effective: April 24, 2018

- (d) **Violations of the Conflict of Interest Policy** If the Executive Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XIII. STANDING RULES

- 13.01 **Standing Rules Defined** "Standing Rules" are generally rules of definition or procedure that may need to be changed from time to time, as contrasted with Bylaws provisions that are generally more stable. Standing Rules are, by definition, a part of the Bylaws, but they are easier to create or modify than Bylaws provisions.
- 13.02 In the event a Standing Rule contradicts the Bylaws, the Bylaws always overrule Standing Rules.
- 13.03 Standing Rules may be created, modified, or deleted by two-thirds (66.7%) of the voting Officers present at an Executive Board meeting.
- (a) Any Guild Member in Good Standing may propose a creation, modification or deletion of the Standing Rules to the Executive Board. The Board can vote on it immediately or hold the vote at the next regularly scheduled Board meeting.

The OPQG Standing Rules are included in a separate document. **They are, however, an integral portion of the Bylaws.** They are in a separate electronic file because they tend to be modified, added to, and deleted more often than the Bylaws.