

# **Quilt Guild by the Sea Bylaws**

## Article I

### Definition of By-laws

1. These are the Bylaws of the Quilt Guild by the Sea, hereafter referred to as the "Guild". The Guild has been organized for the purpose of providing a social organization whereby quilters and those interested in quilting may find fellowship, pleasure, and recreation. The Guild will also promote and provide for the continued interest and appreciation of the art of quilt-making, foster continuing education of quilt making, and a sense of achievement among the members. The Guild will endeavor to enlist new quilters in order to perpetuate quilt making for the next generations, that quilt making may never become a lost art.
2. The legal address of the Guild shall be P.O. Box 64, Boca Raton, FL 33429, or any other place designated by the Board of Directors.

## Article II

### Membership, Voting, Quorum

1. The members of the Guild shall be participating quilters who have paid annual membership dues on or before the last day of the month of renewal. Membership shall be open to all interested parties, 12 years of age or older, without regard to sex, race, religion, or national origin.
2. A quorum shall consist of a simple majority of Guild members present. All Guild members in good standing are entitled to vote on Guild issues and each member shall be entitled to one vote. "Good standing" shall be a "dues paid" member.

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3. Given the "paperless" nature of the Guild, any issue requiring the vote of the membership shall be presented to the membership via email. Members may print a hard copy of the issue for their personal use. The actual vote will be taken at the next regular meeting of the Guild.
4. The affirmative vote of a majority of the members present shall prevail. In case of a tie vote, the issue being voted on shall be carried over to the next meeting where a quorum is present.

### Article III

#### Annual, Special, and Guild Meetings of Membership

1. The annual members' meeting shall be held at Grace Community Church, 600 Camino Real, Boca Raton, FL, or any other location designated by the Board, at 10:00 a.m. at the regularly scheduled November Guild meeting each year for the purpose of electing officers and of transacting any other business authorized to be transacted by the members.
2. Special meetings shall be held when called by the President or Vice-President or by a majority of the Executive Board. Special meetings must be called by such officer upon receipt of a written request from members of the Guild having a majority of the votes in the Guild.
3. Monthly Guild meetings shall be held on the second Tuesday of each month at a place and time designated by the Executive Board.
4. Written notice stating the place, day, and hour of the annual meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than seven (7) days before the meeting via email at the direction of the President, the Secretary, or the Officers or

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persons calling the meeting, to the members entitled to vote at such meeting.

### Article IV

#### Board of Directors

1. The affairs of the Guild shall be managed by a Board of Directors consisting of four elected officers (President, Vice President, Secretary, and Treasurer), three appointed directors (Program, Membership, and Publications), and chairs of the Standing Committees (on-going, listed in the Policies and Procedures). All shall be members of the Guild and each individual shall have one vote. Those present at a Board meeting shall constitute a quorum. The officers shall appoint the directors, and the officers and directors shall comprise the Executive Board which at the beginning of their term shall determine and describe the standing committees in the Policies and Procedures. The Executive Board shall have the authority to temporarily enact changes to the Bylaws until either the Annual Meeting or a Special Meeting where voting on such changes can be determined by a quorum of members.
2. Each of the directors constituting the initial Executive Board will hold office until December 31, following the first annual meeting of the Guild or until her/his resignation or removal from office.
3. Election of officers, other than those in the initial Board, shall be conducted in the following manner:
  - a. Election of officers shall be held at the Annual Members meeting.
  - b. The Board shall appoint a nominating committee of three to five members, not less than thirty (30) days prior to the meeting. The committee shall nominate one person

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for each office. Nominations for officers may also be made from the floor during the November meeting.

- c. The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each member voting being entitled to cast his/her vote or votes for each of as many nominees as there are vacancies to be filled.
- d. Vacancies occurring between annual meetings shall be filled by appointment of the Board.
- e. Terms of office shall be from January 1 to December 31.
- f. No Board member may hold more than one elected office at a given time.
- g. Duration of office will be limited to two (2) successive terms.
- h. A Standing Committee is defined as one that meets on a consistent basis and is in existence from one year to the next.

### Article V

#### Duties of Officers

1. The President shall be the Chief Executive Officer of the Guild and shall have the responsibility for the management of the business of the Guild, subject to the direction of the Executive Board, conduct the monthly Guild meeting, and shall have and perform such other duties as the Board may assign. The President shall appoint all committees except the Nominating Committee. It is desirable that the President should have served one term on the Board previously.
2. The Vice President, in the absence of the President, shall have the responsibility of conducting meetings, and performing any other tasks as directed by the Board. The Vice President may also assist any of the committee chairs.

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3. The Secretary shall keep the minutes of all meetings of members and of the Board; will be custodian of the Guild records; will perform all duties incident to the office of the Secretary and such other duties, as may be required/assigned by the Board. The Secretary shall conduct all necessary correspondence.
4. The Treasurer shall receive, disburse, and maintain all funds received by the Guild; shall maintain records of all receipts and disbursement; shall prepare monthly, quarterly and/or annual financial statements as requested or required. She/He shall keep any necessary tax records and make any necessary tax reports. and prepare a yearly budget for approval by the Board of Directors.
5. The Program Director, in the absence of the President and vice president, shall preside over the monthly meeting. The Program Director shall enlist special speakers, teachers, and demonstrations to provide for the continuing education of our quilter members. The Program Director shall also coordinate the creation of workshops and educational programs.
6. The Membership Director, in the absence of the President, Vice President, and Program Director, shall be responsible for the conduct of the monthly meeting. This position is responsible for the collection of dues, updating membership documentation, and all membership related issues.
7. The Publications Director shall be responsible for the creation and distribution of the monthly newsletter, creation and maintenance of other publications; i.e., website, brochures, that may arise.
8. The Committee Chairs, as committees are created, shall be voting members of the Board. Each committee chair is responsible for keeping the Board informed as to their activities and members. Each committee chair shall keep expense

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records and is responsible for completing necessary forms with the Treasurer. No expense shall be reimbursed without prior approval of the Board.

### Article VI

#### Operations

1. The fiscal year for the Guild shall be from January 1 to December 31.
2. The Guild shall keep correct and complete books and records of account; the original or a copy of its Articles of Incorporation (when applicable), Bylaws, and Policies and Procedures, including all amendments thereto to date, certified by the Secretary of the Guild; and an original or a duplicate membership register, giving the names of the members, showing their respective addresses.
3. Every member shall, upon written notice stating the purpose thereof, have the right to examine, in person, at any reasonable time or times, for any proper purpose, its relevant books and records of accounts, minutes, and record of members, and to make extracts there from.
4. Not later than four (4) months after the close of each fiscal year, the Guild shall prepare:
  - a. A balance sheet showing, in reasonable detail, the financial conditions of the Guild at the close of its fiscal year.
  - b. A profit and loss statement showing the results of its operations during its fiscal year.
  - c. Upon the written request of any member, email to such member a copy of the most recent balance sheet and profit and loss statement.

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## Article VII

### Amendment Procedures

The Bylaws may be amended in the following manner:

1. The Board shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at a meeting of members, which may be either the Annual or Special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. This notice shall be sent to the members via email. If the meeting is an Annual meeting, the proposed amendment or such summary may be included in the notice of such Annual meeting.
3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon who are present and voting. There shall be no absentee voting.
4. Amendments will be attached as the last "Article" of the Bylaws. All Amendments will be dated as enacted.

## Article VIII

### Parliamentary Authority

The Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which

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they are applicable and in which they are not inconsistent with these Bylaws and other rules of order which the organization may adopt.

CAVEAT—While it is the intention of the Executive Board to use these Bylaws and Policies and Procedures, written for Quilt by the Sea, as the foundation for building the organization and conducting the activities of the Guild, it does not, in any way, imply that these guidelines are infallible. Therefore, it is the wish of the Executive Board, that members note that there is also a “spirit” of the law that may, on occasion, take precedent over a written “rule”.

It is with this “spirit” in mind that all Guild members are encouraged to develop and adopt an attitude toward participation that we call “The Spirit of the Guild”. “The Spirit of the Guild” means: that members fully participate in whatever the Guild may ask and that, as a member, one does not create an atmosphere of negativity when a written “rule” is flexed.

Remember, it is for the fellowship, pleasure, and recreation of our members that Quilt Guild by the Sea is established.

Quilt Guild by the Sea  
Adopted...April 5<sup>th</sup>, 2011

Quilt Guild by the Sea  
Amended November 20<sup>th</sup>, 2012  
Amended June 15<sup>th</sup>, 2014  
Amended September 30, 2015  
Amended December 8, 2015

Bylaws of the Quilt Guild by the Sea