

## BYLAWS OF THE EAST COBB QUILTERS' GUILD, INC.

### ARTICLE I: Name, Purpose and Related Matters

- 1.1 **Name:** The name of the corporation set forth in the Articles of Incorporation will be the East Cobb Quilters' Guild, Inc. also referred to as "the Guild".
- 1.2 **Purpose:** The Guild's purpose is to promote and perpetuate the art of quilting and to foster community good will. To advance quilting, the Guild will sponsor lectures, workshops and exhibits that benefit and educate members and the community about quilting. The Guild will encourage a high standard of design and technique in all forms of quilting, providing opportunities for members to enhance their own quilting skills. To promote community good will, as a nonprofit corporation, the Guild will carry out community service projects and contribute to nonprofit organizations that serve our community. The Guild seeks to encourage friendships and fellowship within the Guild and to build meaningful relationships with those serving the community outside the Guild.
- 1.3 **Registered Agent and Office:** The Guild will maintain a permanent mailing address in the state of Georgia and a registered agent with a mailing address in the state of Georgia.
- 1.4 **Powers:** The powers of the Guild and of its directors, officers and committees are subject to the provisions of the Articles of Incorporation and these Bylaws. At no time will the Guild, its directors, officers or committees act in a way that jeopardizes the Guild's non-profit or tax-exempt status.
- 1.5 **Fiscal Year:** The fiscal year of the Guild begins on January 1 and ends on December 31 of each year. The Board of Directors is authorized to change the fiscal year.
- 1.6 **Member Information:** Member information in any of the Guild's publications is for Guild purposes only, and is protected by the written Guild Privacy Policy.
- 1.7 **Robert's Rules of Order:** All general meetings, Board of Directors meetings and Executive Committee meetings will be conducted in accordance with Robert's Rules of Order, unless otherwise prescribed in these Bylaws.
- 1.8 **Terminology:** In the interest of brevity and with no gender bias implied or intended in these Bylaws, members of the Guild will be referred to as "she", "her", and "hers".

### ARTICLE II: Members

- 2.1 **Membership:** Membership will be granted to anyone 13 or older upon completion of a membership application and payment of dues.
- 2.2 **Dues:** The amount of annual dues will be set by the Executive Committee. The Executive Committee may also establish lower dues for new membership applications received late in the year. If a member withdraws from the Guild during the year, dues will not be prorated or refunded. Dues must be received by the January Guild meeting in order to ensure continuous membership and avoid non-member fees.
- 2.3 **Meetings:** The Guild will hold at least six general meetings each year in Cobb County. The date, time and location will be published in the Guild newsletter. General meetings will be open to guests, who may be charged a fee as determined by the Executive Committee. Children under the age of 13 are not allowed at meetings unless specifically invited for a program appropriate for children.
- 2.4 **Annual Meeting:** The December general day meeting will be the Annual Meeting of the Guild.
- 2.5 **Quorum and Voting:** All members present in good standing will constitute a quorum at all general meetings for the purpose of transacting business. The Evening Meeting Liaison, or her designee, gathers the proxy vote from the Evening Group and has the authority to cast that vote at the Annual Meeting. The affirmative vote of a majority of those members present at any general meeting will be the act of the members, except as might be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.

### ARTICLE III: Officers

- 3.1 **Officers:** The officers of the Guild will be the President, First Vice President, Second Vice President, Third Vice President, Secretary and Treasurer. Each officer must be a member in good standing of the Guild for her entire term. No officer will serve more than two (2) consecutive terms in the same office.
- 3.2 **Election of Officers:** Officers will be elected by the membership at the Annual Meeting. The Nominating Committee will present a slate consisting of one (1) or more nominations for each office, and their slate

will be published in the Guild's newsletter immediately preceding the election. Nominations may also be offered from the floor at the Annual Meeting. Nominees must consent to their nomination by the Nominating Committee or from the floor. A paper ballot will be used in all contested races. The election of an officer does not itself create contract rights.

- 3.3 Installation of Officers:** Officers will be installed immediately following the election. Each officer will serve for a term of one year, beginning immediately after the election or until her successor is duly elected, unless she is removed from office, resigns from the office or otherwise fails or ceases to serve. All books, papers and information will be delivered to the successor by the outgoing officer immediately after the election.
- 3.4 Resignation and Removal of Officers and Filling of Vacancies:** An officer may resign at any time by delivering notice to the President or Secretary and such resignation will be effective when the notice is delivered unless it specifies a later effective date. The Board of Directors may remove any officer at any time with or without cause. Any vacancy in office resulting from any cause will be filled by appointment by the Board of Directors.
- 3.5 Powers and Duties:** Each officer has the authority to and will perform the duties set forth below.
- a) President:** Subject to the rights and powers of the Board of Directors, the President will manage the Guild's business and affairs, serve as the chairperson of the Board of Directors and the Executive Committee and preside at all general meetings of the Guild. The President will be responsible for the administration of Guild policies and management of the Guild's financial affairs, subject to the delegations set forth in these Bylaws. She will have such powers and perform such duties as are specifically imposed on her by law and as may be assigned to her by the Board of Directors. The President will serve as an ex-officio member of all committees.
  - b) First Vice President:** The First Vice President will be President-elect. She will chair the Bylaws Committee and serve on the Nominating Committee. She will perform the duties of the President in the absence of the President, and she will be responsible for a remembrance to the outgoing President.
  - c) Second Vice President:** The Second Vice President will serve as chairperson of the Program Committee.
  - d) Third Vice President:** The Third Vice President will serve as chairperson of the Membership Committee.
  - e) Secretary:** The Secretary will be responsible for recording all votes and minutes of general meetings, Executive Committee meetings, and Board of Director meetings, and for maintaining these minutes on file. The Secretary will have custody of the Guild's corporate seal and will have the authority to affix the seal to any instrument, the execution of which is duly authorized, and will attest to the same by her signature whenever required. The Secretary will give any required notice of Executive Committee and Board of Directors meetings. The Secretary may conduct general correspondence for the Guild as needed.
  - f) Treasurer:** The Treasurer will be responsible for administering the financial affairs of the Guild, except for the Quilt Show. She will maintain accounts at institutions approved by the Board of Directors and pay all accounts owed by the Guild. She or her designee will collect and deposit all moneys due or belonging to the Guild. The Treasurer will keep accurate records of all receipts and disbursements, publish periodic financial reports, and be responsible for all tax, insurance, license and similar government forms and filings and for maintaining federal and state nonprofit status. The Treasurer will serve as a consultant to the Quilt Show Treasurer and, at the end of her term, to the incoming Treasurer.

#### **ARTICLE IV: Board of Directors**

- 4.1 Members:** The Board of Directors, also referred to as "the Board", will comprise the currently elected officers of the Guild and the Quilt Show Chairperson who serves a two year term between quilt shows (\*See Quilt Show Chairperson Job Description: Time Requirements: Bullet one). The Board may, from time to time, also invite other persons to attend Board meetings as guests.
- 4.2 Duties:** In addition to the duties specified elsewhere in the Bylaws, the Board will direct the Guild and the Executive Committee. The Board will have and may exercise all of the powers given by law to the Guild.

- 4.3 Meetings:** The Board will meet at least twice yearly at dates, times and places to be decided by the President. Special meetings may be held if called by the President or any two (2) or more Directors. Notice of such meetings may be given orally or electronically at least 14 calendar days before a regular meeting and five calendar days before a special meeting. Neither the business to be transacted nor the purpose of any regular or special meeting need be specified in the notice. The Board of Directors meetings are open to all Guild members, however the Board reserves the right to hold closed executive sessions as they deem necessary.
- 4.4 Quorum:** At all meetings of the Board, a majority of the number of Directors in office immediately before the meeting begins will constitute a quorum for the transaction of business. If there is less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum can be present.
- 4.5 Voting:** The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum will be the act of the Board, except as might be otherwise specifically provided by statute or by the Articles of Incorporation or these Bylaws.
- 4.6 Electronic Meeting:** Any action required or permitted to be taken at any meeting of the Board may be taken without a physical meeting if all members of the Board are offered the chance to participate. The action must be evidenced by email consents describing the action taken, signed by each participating Director, and filed with the minutes of the proceedings of the Board in the Guild's corporate records.

#### **ARTICLE V: Executive Committee**

- 5.1 Members:** The Executive Committee will comprise the officers of the Guild, the immediate Past President, and the chairpersons of all committees listed in Article VI.
- 5.2 General Powers:** Subject to these Bylaws, the Executive Committee will be responsible for managing the business and affairs of the Guild, under the direction of the Board of Directors.
- 5.3 Meetings:** The Executive Committee will meet at least five (5) times a year, on a schedule determined by the President. Special meetings may be held if called by the President or any five (5) or more members of the Executive Committee. Notice of such meetings will be given electronically or by publication in the newsletter at least 14 calendar days before a regular meeting and five calendar days before a special meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting need be specified in the notice. Executive Committee meetings are open to all Guild members. The Executive Committee may invite other persons as guests to its meetings.
- 5.4 Quorum:** At all meetings of the Executive Committee thirty percent (30%) of the members in office immediately before the meeting begins will constitute a quorum for the transaction of business. A person holding two or more positions that qualify for membership on the Executive Committee will have only one vote and will be considered one person for the purpose of determining the quorum and counting votes. If there is less than a quorum present, a majority of those present may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum is present.
- 5.5 Voting:** The affirmative vote of a majority of the Executive Committee members present at any meeting at which there is a quorum will be the act of the Executive Committee, except as might be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.
- 5.6 Electronic Meeting:** Any action required or permitted to be taken by the Executive Committee may be taken without a physical meeting if all members of the Executive Committee are given the opportunity to participate. The action must be evidenced by email consents, describing the action taken, signed by each participating member and filed with the minutes of the Executive Committee.

#### **ARTICLE VI: Committees**

- 6.1 Appointment of Chairpersons:** The President will appoint chairpersons for the committees described below, except for those committees chaired by an officer of the Guild in accordance with the Bylaws. Each committee chairperson will serve on the Executive Committee unless otherwise specified below.
- 6.2 Term:** Committee chairpersons and committee members will serve concurrently with the officers, beginning immediately after the December Annual Meeting.
- 6.3 Resignation and Removal of Committee Chairpersons:** A committee chairperson, other than an officer, may resign at any time by giving notice to the President, and such resignation will be effective when the notice is delivered, unless a later date is specified. Any committee chairperson, other than an officer, may

be removed by the vote of a majority of the members of the Board of Directors. The President may appoint chairpersons to fill any vacant committee chairmanship, regardless of cause.

- 6.4 Meetings:** Each committee may meet as needed and set its own rules for quorums and voting.
- 6.5 Committee Responsibilities:** To aid in the completion of the duties described below, each committee chairperson will keep a notebook detailing the administration of the committee's responsibilities and update as necessary their committee job description in the format provided.
- 6.6 Financial Affairs:** All committees handling money will maintain records of receipts and expenses and turn over all money received to the Treasurer, except for the Quilt Show Committee as described below. Also, the Treasurer may establish procedures under which specific committees may collect and deposit Guild funds. All committees will submit a proposed budget to the Treasurer for the next year following the schedule and requirements set by the Treasurer.
- 6.7 Ad Hoc Committees:** The President, with the approval of the Executive Committee, may establish additional committees at any time during the year and for any duration of time. Once established, ad hoc committees will operate with the same responsibilities as standing committees.
- 6.8 Standing Committees:** The following committees will be established each year, unless the Executive Committee determines otherwise:
- a. Bee Group:** The Bee Group Committee will help organize and coordinate Bee Groups from among the members, including the NewBee group for new members and others wishing to join.
  - b. Bulletin Board:** The Bulletin Board Committee will set up a display at each general meeting of information of interest to the membership.
  - c. Bylaws:** The Bylaws Committee will be chaired by the First Vice President. It will review the Guild's Bylaws, job descriptions and privacy policy at least annually and make recommendations to the Board of Directors regarding any proposed amendments.
  - d. Challenge:** The Challenge Committee will be responsible for setting the rules for the Guild's annual challenge to the members, as well as any exhibition or display of the quilts submitted. In the case of overlap between annual challenges, the Committee Chairperson is the one with the active challenge currently being worked on by the members. The immediate past challenge quilts may be submitted for exhibition outside the guild by the past Chairperson, who originally presented that challenge.
  - e. Community Service:** The Community Service Committee will manage community service projects approved by the Executive Committee and undertaken by the Guild.
  - f. Door Prize:** The Door Prize Committee will obtain door prizes and hold drawings at general meetings to determine prize winners.
  - g. Evening Meeting:** The Evening Meeting Committee will arrange dates, times and activities for evening meetings of the Guild. The President will appoint a Liaison from the members who attend the evening meeting to represent the Evening Meeting members at general membership meetings and serve on the Executive Committee.
  - h. Golden Scissors:** The Golden Scissors Committee will make awards to Guild members whose quilts meet the requirements approved by the Executive Committee.
  - i. Hospitality:** The Hospitality Committee will welcome guests at Guild meetings.
  - j. Library:** The Library Committee will display books at meetings, maintain and purchase inventory, and manage the loaning of books and materials, and follow up on overdue books.
  - k. Membership:** The Membership Committee will maintain a current record of members, distribute Guild information to new members, and compile and publish an annual Directory of Members.
  - l. Newsletter:** The Newsletter Committee will compose, publish and distribute the Guild's periodic newsletter, which may include advertising at rates approved by the Executive Committee.
  - m. Nominating:** The Nominating Committee will be chaired by the Secretary and include the First Vice President, Third Vice President and at least two (2) Guild members appointed by the President who do not currently serve on the Executive Committee. The Nominating Committee will invite each Bee Group to designate a representative to serve on the Nominating Committee. The Nominating Committee is responsible for assembling a slate of officers and for recommending to the incoming President a list of chairpersons for committees. See Article 3.2 for additional information about the election of officers.
  - n. Photographer:** The Photographer will take pictures at Guild meetings and activities for posting on the Guild website or the internet.

- o. Program:** The Program Committee, chaired by the Second Vice President, will arrange for and administer general meeting programs and workshops during the year and schedule speakers for future years. The Program Committee is also responsible for arranging for meeting space for the general meetings.
- p. Publicity:** The Publicity Committee will disseminate information to the community at large regarding the Guild's activities.
- q. Quilt Show:** The Quilt Show Committee will be responsible for all arrangements for a Guild sponsored Quilt Show, including the production and marketing of a raffle quilt if desired. The Quilt Show Committee must have, at a minimum, a chairperson and a Treasurer.
- r. Refreshments:** The Refreshment Committee will be responsible for coordinating the provision of refreshments at Guild meetings.
- s. Show and Tell:** The Show and Tell Committee will facilitate the Show and Tell section of the Guild meeting and make a report for the Newsletter Editor of all quilts presented.
- t. Sunshine:** The Sunshine Committee will send cards to members and friends of the Guild.
- u. Website:** The Website Committee will design, manage and update the Guild website. The Webmaster will send information to the membership via email, at the request and approval of the President.

#### ARTICLE VII: Execution of Documents

- 7.1 General:** The Board of Directors will, by proper resolution, provide for the method of signing checks, notes, drafts, bills of exchange or other instruments for the payment of money, for the transfer and sale of property, for the endorsement and registration of securities, for the assumption of liabilities, for the voting of stock held in other corporations, and for the execution of all other legal documents.
- 7.2 Contracts:** With the approval of the Board of Directors or the Executive Committee, the President will have the power to make and execute contracts on behalf of the Guild, and to delegate such power to others.
- 7.3 Contracts for Programs and Teachers:** The Second Vice President will have the power to execute contracts for speakers, teachers and facilities.
- 7.4 Contracts for the Quilt Show:** The Quilt Show Committee Chairperson will have the power to execute contracts related to the Quilt Show, and to delegate that power to others.
- 7.5 Duration:** All contracts executed under the powers granted in this section are binding on the Guild, and therefore, must be honored by future officers and committee chairpersons.

#### ARTICLE VIII: Guild Funds

- 8.1 Bank Accounts:** All Guild funds not otherwise employed will be deposited to the credit of the Guild in a general or special account in such banks, trust companies, or other depositories as the Board may from time to time select or as may be selected from time to time by any officer, officers, agent, or agents of the Guild to whom such power has been delegated by the Board for the purpose of such deposit. The Treasurer, President and First Vice President may endorse, assign, and deliver any check, draft, or other order for the payment of moneys which are payable to the order of the Guild. The Quilt Show Committee Chairperson, Quilt Show Treasurer and the Guild Treasurer may exercise these same powers with respect to the Quilt Show funds.
- 8.2 Awards and Prizes:** From time to time, the Guild may enter members' quilts into various shows or contests. All awards for these entries, monetary or otherwise, will be retained by the Guild.
- 8.3 Treasurer Review Committee:** The President will appoint a three person committee to review the Treasurer's books each year. In addition, this committee and the Guild Treasurer will review the Quilt Show Treasurer's books each year.

- 8.4 Budget Adoption:** Each year the Treasurer will coordinate the adoption of a budget for the coming year.
- a)** Each committee chair and officer will submit an estimate of any expenses and income for the coming year according to the process and schedule set by the Treasurer.
  - b)** The Treasurer will compile this information and present it to the Board of Directors for their review.
  - c)** The Board of Directors will recommend a proposed budget to the Executive Committee for its approval.
  - d)** Upon the approval of the Executive Committee, the proposed budget will be submitted to the members by inclusion in the newsletter immediately prior to the December Annual Meeting. The members will approve or disapprove and/or amend such budget at the Annual Meeting.
- 8.5 Budget Management:** The current budget may be revised at any time upon approval of the members. The Executive Committee may authorize the expenditure of non-budgeted funds provided that no such expenditure will exceed \$1,000 without the prior approval of the membership. In regards to the Quilt Show, this provision will be applied to the total amount budgeted for expenses.

#### **ARTICLE IX: Corporate Seal**

- 9.1 Corporate Seal:** The Guild's corporate seal will be in such form as the Board of Directors may from time to time determine. The signature of the Guild, followed by the word "Seal" enclosed in parentheses or scroll, will be deemed the seal of the Guild, if affixed by the Secretary or any other person or persons as may be designated by the Board of Directors.

#### **ARTICLE X: Waiver of Notice, Approval and Consent**

- 10.1 Waiver of Notice:** Any notice required by these Bylaws to be given to any officer or director or other person may be waived in writing, either before or after the event to which it relates and will be deemed waived with respect to any meeting, along with any objections to the time or place of such meeting, by appearance at such meeting, except when such person attends a meeting solely for the purpose of stating at the beginning of the meeting, any objection to the transaction of business.
- 10.2 Approval:** Written approval of the minutes of any meeting, either before or after the meeting, will be deemed waiver of notice of such meeting or will be deemed an appearance at such meeting.
- 10.3 Consent:** Any action required to be taken or which may be taken at a meeting of the Board of Directors or Executive Committee may be taken without a physical meeting, unless otherwise stated in these Bylaws, if all Board of Directors or Executive Committee members (as applicable) are given an opportunity to participate. The action must be evidenced by written email consents signed by the members of the Board or the Committee, as the case may be. Such consents will be filed by the secretary of the Guild with the minutes of the Board or the Executive Committee, as appropriate.

#### **ARTICLE XI: Indemnification and Insurance**

- 11.1 Indemnification of Directors, Officers, Employees, Members and Volunteers:** The Guild may purchase indemnity and advance expenses to a Director or to any officer, employee, agent, member or volunteer who is not a Director to the extent permitted by the Articles of Incorporation, these Bylaws or any Bylaw.
- 11.2 Insurance:** The Guild may purchase and maintain insurance, at its expense on behalf of an individual who is or was a director, officer, employee, agent or member or volunteer of the Guild, is or was serving at the request of the Guild as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee, benefit plan, or other enterprise, against liability asserted against or incurred by her in any such capacity or arising from her status as a director, officer, employee or agent whether or not the Guild would have power to indemnify her against the same liability under this Article.

#### **ARTICLE XII: Amendment**

**12.1 Amending these Bylaws:** At the recommendation of the Executive Committee, these Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the members present at any general meeting. A summary must have been published in the most recent newsletter preceding the vote and a full text of the amendment(s) made available to all members. The members may approve or reject any such amendment(s) or may table such proposed amendment and refer to the same back to the Bylaws Committee for further study. A subsequent vote must be taken within six (6) months of the tabling of a proposed amendment(s).

#### **ARTICLE XIII: Dissolution of the Guild**

**13.1 Dissolution:** In the event that dissolution of the Guild appears desirable for any reason the reasons will be published in the newsletter and discussed at the next general meeting of the Guild. Approval by a majority of the members is required for dissolution. Members not in attendance at the meeting may file a proxy with the Secretary, showing their approval or rejection of the proposal to dissolve the Guild. Any assets remaining will be applied and distributed first to the final payment and discharge of any liability or obligation of the Guild. Any remaining assets will be distributed to a nonprofit quilting related organization recommended by the Board, upon approval by a majority of the members in attendance at the general meeting considering such dissolution.