

COASTAL PRAIRIE QUILT GUILD OF TEXAS

By-Laws and Standing Rules

ARTICLE I – Name

Section 1

The name of this organization shall be the Coastal Prairie Quilt Guild of Texas, hereinafter Guild.

ARTICLE II – Purpose

Section 1

The Guild is organized and will be operated primarily for educational purposes with the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision or provisions of any subsequent United States revenue law.

Section 2

The purpose of this Guild shall be to preserve the heritage of quilting, to promote the knowledge and understanding of all aspects of quilting, and to provide opportunities of continuing education among those interested in the art of quilting.

Section 3

To increase the knowledge of traditional and contemporary techniques of quilting and to provide an encouraging environment in which quilters can practice and exchange ideas.

Section 4

To serve the community through charitable activities involving quilting.

ARTICLE III – Non-Profit

Section 1

The Guild shall be a non-profit organization. No part of its earnings shall be used to the benefit of any member but shall be used solely for the purpose of the organization.

Section 2

All officers and board members shall be unpaid volunteers and no profit shall accrue to them. However, reimbursement for expenditures made or reasonable compensation for services rendered shall not be deemed to be distribution of income or principal as designated in the Articles of Incorporation.

Section 3

The fiscal year of the Guild shall be from September 1 through August 31.

ARTICLE IV – Membership

Section 1

Membership status shall be conferred upon receipt of a completed application and payment of organizational dues. Any member who has paid current annual dues shall be a member in good standing.

Section 2

The Guild shall have three classes of members. The designation of such classes and the qualification of the members of such classes shall be as follows:

1. **Active Member:** An active member shall be an individual 18 years of age or older who has an interest in quilts.
2. **Junior Member:** A junior member shall be an individual 13 to 17 years of age who is sponsored by an adult member and who has an interest in quilts.
3. **Business Member:** A business membership is to be held in the name of the business and shall not be representative of any individual person.

Section 3

The amount of annual dues shall be determined by the recommendation of a majority vote of the Board of Directors and shall be subject to a vote of the members at a regular meeting. Annual dues shall be due each year on September 1. Dues for new members (new members are those who have never been a member previously) joining after March 31, shall be reduced.

Section 4

Membership in this Guild is not transferable or assignable. Dues are not refundable.

Section 5

Members who have not renewed their memberships yearly on or before September 30 shall be automatically dropped from membership in the Guild with their voting rights suspended.

Section 6

The Board of Directors, after an appropriate hearing, may suspend or expel any member for cause, after a two-thirds vote of all members of the Board followed by a majority vote of active members, cause having been stated.

Section 7

A person may attend two general meetings of the Guild as a guest before being required to join.

ARTICLE V – Bill of Rights

Section 1

- 1. Active Member:** An active member shall be entitled to one vote on each matter submitted to a vote and shall be allowed to introduce motions for discussion of any issue placed before the membership for discussion or action by the membership. In addition, active members have the right to:
 - a.** Attend and participate in any regular board, regular business or evening meeting monthly.
 - b.** Receive an annual Membership Directory which shall include a current copy of the By-laws and Standing Rules.
 - c.** Receive an electronic copy of the monthly newsletter. This Right may be waived and the member may receive a printed copy if she/he chooses. If the member chooses to receive a printed copy, the cost of making and mailing a copy must be absorbed by the member.
 - d.** Participate in organization activities on a priority basis.
 - e.** Cast a vote in the election of officers.
 - f.** Approve organization activities, policies and by-laws and by-law amendments, standing rules, budgets and activities such as fundraisers.
 - g.** Hold office and serve as committee chairmen.

- 2. Junior Member:**
 - a.** Junior members, age 13 to 17, shall have the right to:
 1. Attend regular business or evening program meetings.
 2. Participate in Show and Tell
 3. Have their names listed in the Directory
 4. Attend workshops with their paying sponsor according to the rules stipulated in the Standing Rules.

 - b.** Junior members may not:
 1. Vote
 2. Hold Office
 3. Participate in/on committees

4. Attend Retreats

3. **Business Member:**

- a. A business membership shall have no voting rights.
- b. Shall receive a monthly electronic copy of the newsletter.
- c. Shall have the business listed in the Directory in alphabetical order.

ARTICLE VI - Meetings

Section 1

Regular business and board meetings shall be held each month. The meeting time and place shall be set by the Board.

Section 2

Written notice stating the place, date, and time of the regular business meetings, board, and evening meetings (when instituted) shall be delivered to members no less than 10 days prior to the scheduled meeting.

Section 3

In the event that any meeting should fall during a holiday period, the place, date and time of these meetings shall be set by the Board. Members shall be notified of the change no less than 30 days prior to the scheduled meeting.

Section 4

Special meetings may be called by a majority vote of the Board of Directors or right of petition by 20% of members entitled to vote. Members shall receive notice no less than 10 days prior to the meeting.

Section 5

Two-tenths (20%) of the members entitled to vote at a general meeting shall constitute a quorum at such meeting.

Section 6

The President, if necessary, may call special board meetings to make a decision about a specific topic. Only the stated topic will be on the agenda for the special called meeting. Voting board members and committee chairmen shall be given seven (7) days notice of such meetings.

ARTICLE VII – Board of Directors

Section 1

The Board of Directors consists of ten elected officers: President, First Vice President-Programs, Second Vice President-Membership, Secretary, Treasurer, Workshop Chair, Editor, Representative-at-Large, Program Chair Elect and Workshop Chair Elect.

1. A majority of board members shall constitute a quorum for the transaction of business at board meetings.
2. Board members shall forward all information, records and files pertinent to their position to their successors at a joint meeting before the September regular business meeting each year.
3. No board member may serve on the audit committee.
4. Any board member who misses two consecutive board meetings without a board-approved excuse shall relinquish office.
5. The Board of Directors shall meet monthly to plan and coordinate Guild activities. Any major activity decisions shall be brought before the membership for approval.

Section 2

Duties of Officers are as follows:

1. President
 - a. Presides at daytime, board and special called meetings.
 - b. Appoints special committees except the nomination, election and audit committees or any other committee where a conflict of interest may occur.
 - c. Serves as an ex-officio member of all committees except the nomination, election and audit committees or any committee in which there may be a conflict of interest.
 - d. Performs all other duties pertinent to the office.
2. The First Vice President – Programs
 - a. Chairs the Program Committee and is responsible for the current year's programs.
 - b. Presides at daytime, board and special called meetings in the absence of the President.
 - c. Secures all information regarding the speaker's visit, including, but not necessarily limited to, transportation needs, arrival time, housing preferences, and lecture topic.
 - d. Secures speaker's payment from the Treasurer.
 - e. Coordinates the end-of-term appreciation for the President according to the current Standing Rules.
 - f. Acts as liaison between speakers in regards to program, contracts, and workshops.
 - g. Performs all other duties pertinent to the office.
3. The Second Vice President – Membership
 - a. Collects dues.
 - b. Maintains a current data base for membership.
 - c. Submits a current membership roster to the Directory Committee for publication.
 - d. Prints nametags for meetings and newsletter labels.
 - e. Prepares a current election roster in the event of a ballot election.
 - f. Performs the duties of the President in the absence of the President and First Vice President
 - g. Performs all other duties pertinent to the office.

- 4. The Secretary**
 - a. Keeps an accurate record of proceedings of all regular business, board and special meetings.
 - b. Maintains a file of all official meeting records pertaining to the Guild
 - c. Submits the board minutes for board approval each month.
 - d. Publishes the board and regular business meeting minutes in the newsletter and on the website, if available.
 - e. Performs all other duties pertinent to the office.
- 5. The Treasurer**
 - a. Receives all monies and deposits same in the bank.
 - b. Disburses all monies as authorized by the membership.
 - c. Maintains an accurate record of all receipts and disbursements.
 - d. Submits a financial statement to be published monthly in the newsletter and approved by the membership at each regular business meeting.
 - e. Submits the books for an annual audit.
 - f. Chairs the Budget Committee and as such presents the annual budget and mid-term budget report for board and membership approval.
 - g. Files a 9.01 report with the Texas State Controller's Office listing the officers of the Guild, together with the appropriate filing fee every three years.
 - h. Issues a 1099 each year to any individual employee who earns over \$600 per year.
 - i. Files a 1096 transmittal form with the IRS to report the 1099 by February 28.
 - j. Files a 990 form with the IRS by May 15 in any given year in which the guild earns more than \$25,000.
 - k. Performs all other duties pertinent to the office.
- 6. The Workshop Chair**
 - a. Chooses a location for workshops and may select workshop subject matter if it has not been previously selected.
 - b. Collects fees for the workshop and submits a Request for Deposit form with the Treasurer.
 - c. Supervises the workshop and acts as an assistant to the teacher. Provides any items requested by the teacher such as a slide projector, design walls, etc.
 - d. Provides nametags and other items needed for participants such as ironing boards and irons, etc.
 - e. Keeps track of scheduling the complimentary workshop for any hostess or host who houses a speaker.
 - f. Performs all other duties pertinent to the office.
- 7. The Editor**
 - a. Publishes the newsletter digitally. Coordinates delivery to the Circulating Committee for assembling and mailing newsletters required in hard copy.
 - b. Sends e-mail copies of the newsletters to those members agreeing to receive an electronic copy rather than a printed copy of the newsletter.
 - c. Performs all other duties pertinent to the office.
- 8. The Representative-at-Large**
 - a. Greets guests at meetings.
 - b. Distributes and collects nametags at meetings.
 - c. Distributes door prize tickets at meetings.
 - d. Acts as liaison to the Board of Directors, presenting membership concerns in an objective manner.
 - e. Performs all other duties pertinent to the office.
- 9. The Program Chair Elect**

- a. Plans, schedules and contracts speakers and programs for the following year.
 - b. Assists the Program Chair (First Vice President-Programs) when needed.
 - c. Moves up to the First Vice President-Programs position the following year.
 - d. Acts as liaison between speakers in regards to program, contracts, and workshops.
 - e. Performs all other duties pertinent to the office.
- 10. The Workshop Chair Elect**
- a. Chooses workshops, working in conjunction with the Program Chair Elect to coordinate and schedule the following year's workshops.
 - b. Assists the Workshop Chair when needed.
 - c. Moves up to the Workshop Chair position the following year.
 - d. Performs all other duties pertinent to the office.

Section 3

Method of Nominating Officers is as follows:

- 1.** A nominating Committee made up of five members, one from the Board of Directors (excluding the president) and four from the Membership, shall be nominated and elected by the membership at the April regular business meeting and may not be eligible to run for office.
 - a. The Nominating Committee shall prepare a slate of at least one nominee for each office.
 - b. Publish this slate, together with a brief biography of each nominee, in the July newsletter.
 - c. Accept any additional nominations submitted by Guild members at the regular June meeting, provided the nominee has agreed to serve in that capacity.

Section 4

Method of Electing Officers

- 1.** An Election Committee of three members nominated and elected by the membership at the June meeting shall conduct and coordinate the election of officers.
- 2.** Election of officers shall be by written ballot only if there is more than one candidate running for any office. If a nominated slate runs unopposed, the election will be by "viva voce" (by voice) at the August regular business meeting.
- 3.** The procedure for election by written ballot is as follows:
 - a. Only those members in good standing shall be eligible to vote at the August regular business meeting.
 - b. Members unable to attend this meeting may request an absentee ballot from the Election Committee and return the ballot to the Election Committee by the August regular business meeting.

Section 5

Terms of Office

- 1.** Term of office shall be one year, commencing September 1 and terminating August 31 of the next year.
- 2.** Elected Officers may serve no more than two consecutive terms in the same office or four consecutive years on the Board of Directors.
- 3.** Partial terms, appointed or elected, shall not count as a term.
- 4.** Vacancies occurring due to resignation or other reasons within the first six months of term of office shall be announced by the presiding officer at the first regular business meeting following

resignation and published in the newsletter. Nominations from the floor and voting shall be conducted at the second regular business meeting following resignation.

5. The board may approve by vote, at a regular meeting, a substitute to serve in an open position before the new officer is elected by the membership at the second regular business meeting following resignation.
6. The board shall appoint and approve by vote, at a regular meeting, a substitute for any vacancy occurring less than 6 months before the close of term.

Section 6

Any member over the age of eighteen (18), and in good standing, is eligible to run for office.

ARTICLE VIII – Standing Committees

Standing Committees shall consist of positions or groups that function every year.

ARTICLE IX – Special Committees

Section 1

Special Committees are those committees that are required to confirm that the procedures of the Guild continue to meet the standards and requirements of the State of Texas and the Federal Government requirements for a non-profit 501 (c)(3).

Section 2

Special Committees shall consist of the following groups:

1. Audit Committee
 - a. The Audit Committee is made up of three (3) members nominated from the floor and elected at the September meeting to audit all books of the Treasurer and other funds of the guild. All books shall close August 31.
 - b. The Audit Committee may call for a professional audit. If no professional audit is called the committee shall present their report at the October regular business meeting.
2. Budget Committee
 - a. The Treasurer, President and First Vice President-Programs prepare an annual budget for approval by the membership at a regular business meeting. This proposed budget will be published prior to the meeting at which the general membership vote is taken.
3. By-laws Committee
 - a. The Parliamentarian, one voting member of the Board, and four members at large, nominated from the floor and elected by the majority of general members in attendance, shall review the Guild's By-laws yearly to determine any revisions to recommend to the membership.

ARTICLE X – Parliamentary Authority

The parliamentary authority in all matters not covered by these By-laws shall be the Robert's Rules of Order, Newly Revised. This authority shall be implemented at all regular, board and special meetings of the Guild.

ARTICLE XI – Amendment of By-Laws

Section 1

Proposed changes to the Guild's By-laws shall be presented for Board discussion and approval prior to submission to the membership for approval.

Section 2

Proposed changes to the Bylaws shall be published in the two newsletters immediately prior to the regular business or special meeting at which the vote is taken.

Section 3

Discussion of proposed changes to the bylaws, by the general membership, shall be allowed at two regular business meetings before the vote is taken.

Section 4

The Bylaws of the Guild may be amended by a majority vote of guild members present at a regular business or special meeting if a quorum (20%) is present.

ARTICLE XII -- Indemnity

Section 1

To the extent permitted by law, every person who is or was a Board member, employee or committee member of the Guild shall have a right to be indemnified by the Guild against all reasonable action, suit, or proceeding in which she or he may become involved as a party or otherwise by reason of her or his being or having been a Board, employee or committee member of the Guild.

Section 2

The Guild releases members storing guild property or equipment of all financial liability in the case of fire, theft by others, or loss due to other natural disasters.

ARTICLE XIII – Dissolution

In the event of the liquidation, dissolution or winding up of the Guild, whether voluntary or involuntary, or by operation of law, the property or other assets of the Guild, or any proceeds thereof, shall be distributed to such non-profit organizations, which shall have received notice of exemption from federal income taxes under section 501 (c) (3) of the Code or the corresponding section of any future tax code as the members of the Guild, by majority vote thereof, shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the members of the Guild.