

## **PENN OAKS QUILTERS BY-LAWS**

### **ARTICLE I - Name**

The name of this non-profit organization shall be Penn Oaks Quilters. The logo of this organization shall be the Oak Leaf and Reel Quilt Pattern and shall not be used for any commercial purposes unless there is written approval by the Executive Board.

### **ARTICLE II - Purpose**

The purpose of this organization shall be to create, stimulate, maintain and record an interest in all matters pertaining to the making, collecting, and preservation of quilts, and to establish and promote educational and philanthropic endeavors through the art of quilting.

### **ARTICLE III - Membership**

**Section 1** Membership in Penn Oaks Quilters is open to any person upon timely payment of annual dues. Honorary members of Penn Oaks Quilters are those members who are unable to attend meetings due to matters approved by a majority vote of the Executive Board.

**Section 2** Upon admission to membership, active members shall receive new member materials as outlined in the Guild Policies.

#### **Section 3 Active members shall be:**

1. eligible to vote on issues presented to the membership except those on which the person has a conflict of interest
2. eligible to make motions, second motions and debate motions
3. eligible to nominate people for office
4. eligible to be nominated for office after fulfilling one year of membership in the guild
5. eligible to be appointed as a committee chair after fulfilling six months of membership in the guild
6. eligible to participate in all activities; e.g. workshops, quilt getaway, etc

**Section 4** Participation by others who are not active members shall be determined by a majority vote of the Executive Board.

**Section 5** If disciplinary action against a member is deemed necessary, the Executive Board has the right to ask the member to appear before the Executive Board. The Disciplinary Committee shall act in accordance with Roberts' Rules of Order.

**Section 6** If it becomes necessary to limit the total membership, for whatever reason, a wait list will be established and new members will be drawn from that list to maintain full membership.

#### **ARTICLE IV - Meetings**

**Section 1.** Meetings of the Chapter shall be held monthly with the exception of July and August.

**Section 2.** Guests may attend as many general meetings as they wish. They will be charged the current's guest fee for each meeting they attend.

**Section 3.** When a holiday or other conflict occurs on a regular meeting night, the meeting will be rescheduled if possible. An announcement will be made at least one month prior to that meeting date.

**Section 4.** In order to transact business at a general meeting, a quorum of 1/4 of the paid membership should be present. A motion is carried by the affirmative vote of a simple majority of the quorum.

#### **ARTICLE V - Dues and Finances**

**Section 1.** The fiscal and membership years shall be July 1 through June 30 of the next year.

**Section 2** Books and accounts of the Guild shall be kept in accordance with sound accounting practices. Chapter financial records shall be audited annually at the close of a fiscal year as authorized by the Executive Board

**Section 3.** The membership of the Guild, upon recommendation of the Board, approves such dues as are appropriate to accomplish the purpose of the Guild. A dues change shall be proposed by the President, approved by the Executive Board and voted on by the membership.

**Section 4.** Dues for the following year shall be collected at the regular meeting in May and June or may be mailed to the membership chairperson before the end of the fiscal year. Anyone who has not renewed or joined by that day will be considered a guest and

must pay a guest fee when attending a meeting. Guild members whose dues are not received by the June General Meeting will be dropped from the Guild if the membership is full.

**Section 5.** After December 31, dues for new members will decrease to one-half the amount set for the year.

**Section 6.** If an officer or board member has not paid his/her dues within the time period outlined in Article V, Section 3, the individual shall no longer be a member of the guild and his/her name will be dropped from the membership list. The President shall appoint another member to fill the vacancy with approval of the Board.

**Section 7** Board approval is required for any non-budgeted expenditure.

## **ARTICLE VI - ELECTED OFFICIALS**

**Section 1.** The elected officers of the Chapter shall be President, Program Chairperson, Assistant Program Chairperson, Membership Chairperson, Recording Secretary, Corresponding Secretary, Ways and Means Chairperson and Treasurer. The office of President may be held by two Co-Presidents; if there are 2 Co-Presidents, the Office of President still has only one vote. The Assistant Program Chairperson is a non-voting position.

**Section 2.** 1. A term of office shall be one year, July 1<sup>st</sup> to June 30<sup>th</sup> of the following year, except the Treasurer whose term shall be two years.

**Section 3.** All officers, with the exception of the Treasurer, may succeed themselves for a maximum of one year, if elected. Thereafter there must be an interval of at least one year between a repeat of term for the same office. The office of Treasurer may be repeated after a two year absence.

**Section 4.** If an office should become vacant, it shall be filled by a recommendation of the President and approval by the Executive Board.

**Section 5.** Each office has a "Book of Office" which lists information from prior years, a job description of the office, a copy of the By-Laws, and copies of the yearly reports. This will provide guidelines for the newly elected chairperson. Each chairperson will update it as needed.

## **ARTICLE VII - EXECUTIVE BOARD**

**Section 1.** The eight or nine elected chairpersons shall comprise the Executive Board.

**Section 2.** All chairpersons must be active members in good standing of Penn Oaks Quilters Guild for at least one year prior to nomination.

**Section 3.** Two thirds (2/3) of the Executive Board membership comprises a quorum. A motion is carried by the affirmative vote of a simple majority of the quorum. The Office of President has only one vote in the event of Co-Presidents. The Assistant Chairperson is a non-voting position.

**Section 4.** The Executive Board as a governing body shall handle all day to day internal affairs of the Guild as well as serving as the Disciplinary committee of the Guild.

**Section 5.** If there is cause for disciplinary actions against a chairperson for failure to perform her duties in a proper and satisfactory manner, that chairperson may be removed from that position following a two-thirds (2/3) vote of the entire Board. This disciplinary action shall be performed in accordance with a current edition of Robert's Rules.

**Section 6.** The Budget Committee shall establish a working budget for the coming year and submit it to the Board at the September meeting. The Budget Committee consists of the President, Treasurer, Program Chairperson and Ways and Means Chairperson.

**Section 7.** All Chairpersons shall serve without compensation of any form.

**Section 8.** All Chairpersons shall prepare and submit a written yearly report to the President. This report shall be done prior to June 30<sup>th</sup> of each year. A copy of the report shall be put in the Book of Office held by each chairperson.

**Section 9.** Meetings of the Executive Board shall occur quarterly, or more often, when deemed necessary by the President.

**Section 10 .** When, between Executive Board meetings, matters arise requiring a vote of the Executive Board, motions and votes may be done via email.

### **Section 11. Termination of Elected Officials**

Any member of the Board who is absent from three (3) consecutive regular meetings of the Board shall lose membership on the Board at the next regular Board meeting, unless excused by the President or a vote of the Board. The Board may also take necessary action to remove a member for cause/non performance. Said member shall be notified by the President of impending termination by written notice or emailed not less than five(5) days before the next regular Board meeting.

## **ARTICLE VIII - DUTIES OF ELECTED CHAIRPERSONS**

Expanded Executive Board job descriptions can be found in the Guild's Policy and Procedures Document.

**A. PRESIDENT AND/OR CO-PRESIDENTS** shall preside at all meetings and shall perform such duties as required under parliamentary procedures and the By-Laws of the Guild. The President may delegate responsibilities.

**B. PROGRAM CHAIRPERSON** shall make program and workshop arrangements including contacting and negotiating fees for each monthly meeting to be held in the following guild year. Is responsible for maintaining the cost of all programs within the budget submitted at the beginning of each year.

**C. ASSISTANT PROGRAM CHAIRPERSON** shall assist the Program Chairperson in all facets of the work of that office for one year. Shall assume the Program Chairperson position for the following year. This is a non-voting board position.

**D. MEMBERSHIP CHAIRPERSON** shall be responsible for preparing and collecting membership forms and dues, keeping a current membership list; publishing and distributing the yearly Guild membership directory.

**E. RECORDING SECRETARY** shall record and maintain minutes of all Executive Board Meetings and the General Meetings and shall provide copies of all minutes to the President. Copies of Guild Meeting minutes shall be available to the members electronically.

**F. CORRESPONDING SECRETARY** shall work closely with the President and shall be responsible for Guild correspondence and notification, including but not limited to U.S. mail, and email. Shall write thank you notes to speakers/teachers as soon as possible after the event.

**G. TREASURER** shall act as custodian of all Guild funds and keep an accurate itemized record of all receipts and expenditures in the format specified by the Board. The Treasurer shall be ready to present an account of monies to date when asked.

**H. WAYS & MEANS CHAIRPERSON** shall devise and oversee various means of fundraising subject to approval of the Executive Board. Shall oversee any fund raising committees that may be formed including shows, bazaars, silent auctions, etc.

## **ARTICLE IX – ELECTIONS**

**SECTION 1.** The annual election of officers shall be by a simple majority vote of the quorum voting at the May General meeting. In the event that there is only one nominee for each office, a motion can be made to cast a unanimous ballot by acclamation at the April General meeting. This vote will replace voting at the May General meeting. Voting at the May General meeting shall be determined by a show of hands.

**SECTION 2.** All nominations made by the membership shall be submitted to the Nominating Committee before the April meeting.

**SECTION 3.** At the April General meeting the Chairman of the Nominating Committee will present a slate of nominees. Additional nominations for any office may be made from the floor by Guild members in good standing.

**SECTION 4.** A nominee must be cognizant of and be agreeable to her name being submitted.

**SECTION 5.** A nominee must be a Guild member in good standing that has been a member of the organization for at least one year.

**SECTION 6.** All incumbent officers shall continue in office through June 30 at which time the newly elected officers shall assume their duties.

**SECTION 7.** There shall be a joint Executive Board meeting of the present and the next year's Board, for the purpose of establishing familiarity, maintaining continuity, and passing on all information and materials at the June General meeting.

## **ARTICLE X - AMENDMENTS TO BY-LAWS**

**Section 1.** A change in the By-Laws may be proposed in writing to the Executive Board, by a member or by the Ad Hoc Bylaws Committee.

**Section 2.** The President may appoint an Ad Hoc Committee to study the By-Laws and recommend amendments. After approval of the Executive Board, the proposed revision shall be published in the newsletter and announced at the General Meeting with voting to take place in thirty days at the next General Meeting. A motion is carried by the affirmative vote of a simple majority of the quorum.

## **Article XI - Policies and Procedures**

Policies are set by the Guild Board of Directors to define the operations and management of the Guild within the guidelines of Guild bylaws. Committees, programs, special projects, involvement in community activities and other matters related to the operation of the Guild are set out in the Guild Policies. Policies are a practical way of management and are as binding as are the bylaws. They include the Duties, Procedures and Guidelines. Any guild member may propose changes to the Policies and Procedures. Policies changes do not need to be voted on by the Guild general membership. Changes may be made by the Executive Board.

A Policy and Procedures Manual will be maintained to document the policies and operating rules to be followed by elected and appointed officers in the day-to-day operations of The Guild.

## **ARTICLE XII - DISSOLUTION**

### **Section 1.**

Any action to dissolve the Guild must be approved by two-thirds (2/3) vote of Members present at a meeting called by the Board to specifically consider such an action or by two-thirds (2/3) vote of Members present at a general meeting. In either case, notice must be sent 10 days before the meeting to the general membership that a dissolution vote will occur.

**Section 2.** Upon dissolution, the Executive Board shall, after paying or making provisions for payment of all liabilities of the Guild, dispose of all assets of the Guild to organizations that operate exclusively for charitable and/or educational purposes. The recipient organization(s) shall qualify as a tax-exempt Organization under the guidelines of the Internal Revenue Code, Section 501(c)(7).

I hereby certify that the above Bylaws have been adopted by the Membership on this 9th day of April, 2018. Penn Oaks Quilters. By: Leslie O'Brien, Secretary Revised: April 9, 2018