

# **By-Laws of Quilters by the Sea Guild of Wilmington, North Carolina**

## **Article I Name**

This Corporation shall be known as Quilters by the Sea Guild of Wilmington, here referred to as the Guild.

## **Article II Non-Profit Organization**

Quilters by the Sea Guild of Wilmington is a non-profit organization. No part of the Guild income shall inure to the benefit of any member, director (however styled) or officer of the Guild or any private individual. Reimbursement for expenditures or the reasonable compensation for services rendered shall not be deemed to be distribution of income of principle.

## **Article III Purpose**

It shall be the purpose and goal of the guild to promote and perpetuate the art of quilting. The work of the Guild is designed to benefit and educate all persons interested in preserving, continuing and advancing this art. The Guild shall encourage a high standard of design and technique in all forms of quilting and shall promote the art of quilting by teaching and sponsoring exhibits.

## **\*Article IV Location**

The Guild shall be located in the city of Wilmington, North Carolina.

## **\*Article V Membership**

A person may become an Active Member of the Guild upon payment of full dues. A person under 18 years of age may become an Active Member of the Guild on payment of half the dues. A person may become an honorary member (Amendment 4) of the Guild with non-payment of dues at 80 years of age and 30 years of continuous membership.

## **Article VI Officers**

**Section 1:** Any person in good standing is eligible to become an officer.

**\*Section 2:** The officers of the Guild shall be President, Vice President, Secretary, Treasurer, Assistant Treasurer, Membership, Workshops (Amendment 5), Newsletter Editor, and three Members-at-Large. These persons shall constitute the Executive Board. In addition, the immediate past President shall serve as an ex-officio member of the

Executive Board for one year following her term as President. The Executive Board shall act as representatives of the members in administering the policies and programs of the Guild. The Executive Board shall meet as necessary, making regular reports to the Guild and will involve the members through votes on major activities.

**\*Section 3:** All officers' terms of office shall be for one year beginning in January and ending in December, or until successors have been elected. Officers may be re-elected to serve consecutive terms, total not to exceed 3 years in the same office (Amendment 3).

## **Article VII Duties of Officers**

**\*Section 1:** The **President** shall be the official representative of the Guild and shall preside at all meetings. The President has the authority to execute funds on behalf of the Guild. The President shall perform the duties of the Treasurer in the absence or disability of the latter. (Amendment 6)

**\*Section 2:** The **Vice-President** shall serve as Chair of the Program Committee and shall perform the duties of the President in the absence or disability of the latter.

**\*Section 3:** The **Secretary** shall keep a record of all proceedings of the Guild and of the Executive committee, to include taking and recording minutes. The Guild Secretary shall edit the Bylaws as necessary in order to capture any change in them as approved by the Guild membership (Amendment 6), and handle routine correspondence of the Guild. Executive Board minutes shall be distributed to Board members after each meeting.

**\*Section 4:** The **Treasurer** shall have charge of the funds of the Guild and has the authority to disperse funds on behalf of the Guild. In the absence of the Treasurer, the Assistant Treasurer may share this authority. The Treasurer shall keep an accurate record of all receipts and disbursements, and make all disbursements approved by the Executive Board. The Treasurer shall make a monthly report of all financial transactions to the Executive Board and an annual report to the Guild members. If required by the Executive Board, bond shall be furnished for the Treasurer.

**\*Section 4a:** The **Assistant Treasurer** shall assist the Treasurer and is responsible for the sale of raffle quilt tickets.

**\*Section 5: Membership** shall be concerned with services to members: welcoming new members and guests, collecting yearly dues, maintaining an accurate membership roster,

and distributing the roster to the members electronically quarterly.

**\*Section 6:** The **Newsletter Editor** shall prepare and distribute the Guild's newsletter to members electronically and put it on the Guild's website.

**\*Section 7:** The **Members-at-Large** shall represent the Guild membership as a whole and shall assist with special projects at the request of the Executive Board. In addition, they are responsible for setting up and taking down the chairs and tables used at the monthly Guild meetings.

**\*Section 8: Workshops** person fills in for VP as needed at Guild meetings. Works with VP to coordinate programs that correspond with featured instructor. Finds venue for all classes. Collects money for workshops as students sign up and gives the money to the Treasurer. Reads and signs all contracts with national instructors, plans visit, schedules hotel accommodations, arranges and pays hotel fees, and miscellaneous instructor expenses, provides transport back and forth to the airport, plus finds local instructors.  
(Amendment 5)

**\*Section 9:** Committees, as required, will be appointed by the President with the approval of the Executive Board. Committee Chairs shall be invited to Executive Board meetings as long as the committee is active.

## **Article VIII Election**

**Section 1:** A Nominating Committee consisting of three members in good standing shall be elected by the Guild members at the July meeting. The slate of officers shall be published in the September newsletter. The slate chosen by the Nominating Committee should be recommended to the membership at the September Guild meeting. Nominations from the floor will also be accepted at the September Guild meeting. Election of officers will occur at the October Guild meeting and newly elected officers will begin their duties January 1.

**\*Section 2:** Should a vacancy occur in any office, the Executive Board, by majority vote, shall appoint someone to fill the term.

## **Article IX—Meetings**

**Section 1:** The Guild shall hold a minimum of 5 meetings per year.

**Section 2:** A quorum for the transaction of business shall be 20% of the membership.

### **Article X—Finances**

**Section 1:** The fiscal year for the Guild shall begin January 1 and end December 31.

**Section 2:** Membership of the Guild shall pay yearly dues in an amount to be determined by the Executive Committee. Dues are payable in December.

**\*Section 3:** If dues are not paid by January 31, then such individuals shall lose their membership. In order to rejoin, they will be obligated to pay not only membership dues, but also repeat the initiation dues. (Amendment 4)

**Section 4:** Members joining on or after July 1 shall pay half the amount of dues for the year; on or after October 1, one-quarter the amount.

### **\*Article XI—Dissolution**

In the event that dissolution of the Guild appears desirable for any reason, approval of the membership shall be obtained by majority vote. Any assets remaining shall be applied and distributed by the Executive Board to a 501c(3) organization whose purposes are similar to this Guild.

### **Article XII Amendments**

**\*Section 1:** Proposals for amendments of these by-laws shall be submitted in writing to the Executive Board not less than thirty days prior to the next scheduled Executive Board meeting.

**Section 2:** Notice of the Proposed Amendments of the by-laws as recommended by the Executive Board shall be included in the newsletter which precedes the next regular scheduled meeting.

**Section 3:** Amendments to these by-laws may be approved at any meeting of the Guild by a majority of a quorum of the membership. Approved amendments shall be in effect from the date of adoption, unless otherwise specified.

### **Amendments:**

**1. \*Amended June 26, 2000**

**2. \*Amended November 26, 2007** (Revise the Member at Large duties to include setting up and taking down the chairs at the meetings; Change the distribution of

Membership Books from January to February; Change the newsletter delivery to e-mail; and add the Assistant Treasurer position to the Executive Committee, and assigned responsibility for raffle quilt ticket sales)

3. **\*Amended May 4, 2015** (free membership if 80 years of age and member for 30 years)
4. **\*Amended July 25, 2016** (A Board member may serve 3 consecutive years; and change last date for membership renewal to January 31)
5. **\*Amended March 26, 2018** (Workshop Chair to be an elected Board Member position)
6. **\*Amended November 19, 2018** (Edit By Laws for consistency and clarity)