

RIVERWALK QUILTERS GUILD

By-Laws

Article I. Name

- Section 1.01 This not-for-profit organization, which is incorporated under the Illinois General Not-for-Profit Corporation Act, shall be known as the Riverwalk Quilters Guild (hereinafter known as “the Guild”).
- Section 1.02 The registered office of the Guild shall be P.O. Box 5092, Naperville, Illinois 60567. The location of the principal office may be changed by the Board of Directors. The Guild may also have offices in such other places as the Board of Directors may from time to time designate.

Article II. Purpose

- Section 2.01 The purpose of the Guild shall be to:
- a) develop interest in the art of quilting,
 - b) work with other groups with similar objectives,
 - c) encourage philanthropic quilting for the benefit of the community, and
 - d) provide educational opportunities through programs and workshops.
- Section 2.02 The Guild shall be organized for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. All activities of the Guild shall be conducted in such a manner that no part of the net income shall inure to the benefit of any individual member except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered.

Article III. Membership

- Section 3.01 Membership is open to anyone with an interest in quilts. The Board of Directors may establish a membership limit if necessitated by space limitations. If membership is at its maximum, the membership committee shall maintain a waiting list.
- Section 3.02 Regular Members:
- a) DEFINITION – Regular Members, having paid full membership dues, may participate in all activities of the Guild.
 - a) RIGHTS – All regular members are entitled to receive a Guild newsletter and to attend all meetings at no additional fee. In addition, they are entitled to receive a copy of the Guild membership list, the Guild By-Laws and the Policies and Procedures on an annual basis. Each regular member in attendance at a general meeting shall be entitled to one vote.
- Section 3.03 Subscription Members:
- a) DEFINITION – Individuals who pay a reduced annual membership fee to receive the monthly Guild newsletter.
 - b) RIGHTS – A Subscription Member shall be entitled to receive the Guild newsletter, attend meetings at the rate established for guests and be eligible for workshops only after Regular Members have had a first opportunity to sign up. Subscription Members are not entitled to vote on Guild matters.

Section 3.04 Annual Membership Dues: Dues shall be paid by all members in accordance with policies established by the Board of Directors. Membership dues are non-refundable.

Section 3.05 Nonpayment of Dues: The membership committee may drop members whose dues are unpaid based on guidelines established by the Board and outlined in the Policies and Procedures.

Article IV. MEETINGS

Section 4.01 General Meetings: These meetings shall be held monthly. The meeting location, dates and times shall be published in the Guild newsletter and calendar and on the Guild website. Minutes from Board meetings shall be available to the membership at general meetings. All Regular Members at a general meeting shall constitute a quorum.

Section 4.02 Board meetings:

- a) These meetings shall be held as agreed upon by the Board of Directors.
- b) Board meetings are open to the general membership.
- c) Meeting locations, dates and times shall be published in the Guild newsletter and calendar.
- d) A majority of Board members presently serving shall constitute a quorum for the transaction of business. All matters brought before the Board shall be decided by a majority vote
- e) The June meeting shall be a Transition Board Meeting attended by both newly elected and retiring Board members. During that meeting, the calendar for Guild meetings, Board meetings and newsletter frequency shall be determined. In addition, outgoing Board members shall forward all information, records and files pertinent to their positions to their successors, if they have not previously done so.
- f) At the March Board meeting, the Board of Directors may determine a membership limit as circumstances require and shall establish the amount for the annual dues and the fee for joining after January 1 for the upcoming year.

Section 4.03 Guests: A guest fee may be charged for guests at any program so designated by the Board of Directors. Anyone who is not a Regular Member will be considered a guest.

Article V. Board of Directors

Section 5.01 The property, affairs and business of the Guild shall be managed by or be under the direction of the Board of Directors.

Section 5.02 The Board of Directors is comprised of the executive officers and the standing committee chairs (or co-chairs). Each office and standing committee is entitled to one vote on the Board. The Board of Directors shall be elected by a majority of those regular members in attendance at an annual meeting.

Section 5.03 The executive officers of the Guild shall be the President, Vice President, Secretary and Treasurer. The Standing Committees are: Programs, Contracts, Membership, Newsletter Editor, Philanthropy, Hospitality, Library, Special Events and Public Relations

Section 5.04 General duties of the Board of Directors shall include

- a) Terms of Office: The term of office for each Board member corresponds to the Guild fiscal year, July 1 through June 30 of the following year. New and retiring Board members shall

attend a June transition Board meeting conducted by the outgoing President. Any unfilled term of office will be filled by appointment of the Board.

- a) Information/Records Transfer: It is the duty of outgoing Board members to forward all information, records and files pertinent to their position to their successor.
- b) Attendance: It is the duty of each Board member to have regular attendance at monthly Guild meetings and Board meetings.
- c) Resignation: Board members who are unable or unwilling to fulfill their duties may submit their resignations to the President.

Section 5.05 Executive Officers: Duties of officers are as follows:

- a) **PRESIDENT**:
 - 1) Coordinates activities and ideas of members and the Board of Directors.
 - 2) Prepares Board meeting agendas.
 - 3) Oversees fundraising and other Guild events.
 - 4) Presides over the monthly meetings and Board meetings.
 - 5) May appoint special committees and committee chairs as approved by the Board
 - 6) Shall perform any other duties incidental to the position.
- b) **VICE PRESIDENT**:
 - 1) Presides over meetings in the absence of the President.
 - 2) Assists with the membership drive as necessary.
 - 3) Chairs the By-Laws Committee and maintains the Guild By-Laws and Policies and Procedures with help from the President.
 - 4) Editor of the Sunshine and Shadows column for the newsletter.
 - 5) Assists the President in overseeing fundraising activities.
 - 6) Is in charge of finding locations for monthly Board meetings.
 - 7) In alternate years secures the location for the Quilt Gathering.
 - 8) Shall perform any other duties incidental to the position.
- c) **SECRETARY**:
 - 1) Shall record minutes of all Board meetings and the annual meeting.
 - 2) Shall maintain the guild calendar.
 - 3) Shall be responsible for any correspondence that does not relate specifically to an activity or responsibility of another Board position.
 - 4) Shall maintain a file of the minutes, correspondence, By-Laws, and all other non-financial records relating to the Guild.
 - 5) Shall maintain a file of reports and correspondence from Board members and special committee chairs.
 - 6) Shall maintain a listing of all guild equipment and its physical location.
 - 7) Shall perform any other duties incidental to the position.
- d) **TREASURER**:
 - 1) Acts as custodian of the Guild's assets.
 - 2) In accordance with the Policies and Procedures established by the Board of Directors, is responsible for:

- a. Deposits and disbursements of Guild funds.
- b. Complete and accurate financial record keeping
- c. Financial reporting
- d. All other duties pertinent to the office.

Section 5.06 Standing Committees: Each committee chair shall, in accordance with the Policies and Procedures established by the Board of Directors, have the following responsibilities:

a) PROGRAM PLANNING:

- 1) Serves a two-year term. The first year shall be as Program Planning Chair and as the second as Program Chair.
- 2) Plans programs and workshops for the upcoming Guild year and submits them to the Board for consideration and review.
- 3) Prepares and follows up on speakers' contracts and letters of confirmation.
- 4) Presents program plans for the upcoming Guild year at the year-end Transition Board Meeting.
- 5) Provides information on upcoming programs and workshops for the Guild newsletter and website.
- 6) In alternate years, the Program Planning Chair will secure the speaker for the next Quilt Gathering.

b) PROGRAMS:

- 1) Administers all programs and workshops for the current Guild year.
- 2) Provides information on programs for the newsletter.
- 3) Serves as liaison to speakers and workshop presenters.
- 4) Works with other committees on workshops and programs as necessary.
- 5) Arranges for housing, meals and transportation of guest speakers as needed.
- 6) Publicizes and promotes workshops and Guild programs.

c) HOSPITALITY:

- 1) Sets up refreshment table prior to meetings, prepares liquid refreshments such as coffee and soft drinks and oversees prompt clean-up of beverages and snacks following the meeting.
- 2) Recruits and organizes volunteers to help with set-up and take-down of meeting room chairs and tables if needed.
- 3) Plans and implements the January New Year's party, coordinating activities as necessary with the Programs Chair(s).

d) LIBRARY:

- 1) Maintains and organizes library material for use by the members.
- 2) Keeps a list of all materials and loans.
- 3) Notifies members of overdue material and collects fines.
- 4) Selects and purchases new material according to guidelines established by the Board.

e) MEMBERSHIP:

- 1) Maintains, updates and distributes the membership list.
- 2) Maintains a membership waiting list as necessary.
- 3) Collects dues and distributes membership cards and any informational materials provided for new members.

- 4) Works with the Public Relations Chair on updating and reprinting any informational materials provided for members.
 - 5) Supplies mailing labels to the Newsletter Editor.
 - 6) Provides the Newsletter Editor with additions and corrections to the membership list on a regular basis.
 - 7) Performs other membership related activities as deemed appropriate by the Board.
- f) NEWSLETTER:
- 1) Publishes and mails newsletters to the paid membership.
 - 2) Obtains current mailing labels.
 - 3) Maintains a library of back issues of Guild newsletters.
 - 4) Solicits articles from the membership.
 - 5) Supplies appropriate updated copy for the Guild website.
 - 6) Acts as liaison to the website maintainer.
- g) PHILANTHROPY:
- 1) Identifies, organizes, and inspires participation in philanthropic projects for the Guild.
 - 2) These may include but are not limited to, charity quilts, food drives, clothing drives or other special projects for the benefit of the community.
- h) SPECIAL EVENTS
- 1) Develop, plan and facilitate special programs and activities
 - 2) Coordinate Guild quilting bees
- i) PUBLIC RELATIONS
- 1) Prepare and distribute news releases
 - 2) Produce, update and distribute Guild brochures and flyers
 - 3) Maintain the Guild scrapbook
 - 4) Maintain and update the new member packet

- Section 5.07 Ad Hoc Committees: Temporary ad hoc committees may be formed and established by the Board as deemed necessary. Such committees include, but are not limited to, the Nominating, Gathering, Audit, Bylaws, and Budget committees. Specific duties of the committees are outlined in the Policies and Procedures.
- Section 5.08 Eligibility: No member shall hold the same Board position for more than two consecutive one-year terms. However, an individual who is appointed to complete an elected Board member's unfinished term of office is deemed eligible to hold the same position for two additional consecutive one-year terms. It is recommended that individuals nominated for President, Program Planning Chair and Program Chair be past or present Board members.
- Section 5.09 Nominating Procedures: Individuals nominated for office shall be contacted by the Nominating Committee to verify acceptance until a minimum of one and a maximum of three members for each position are offered as a slate to the general membership. This slate of officers will be presented at the April meeting, when nominations will be accepted from the floor. The final slate will be published in the May newsletter and voted on by the membership at the May meeting.

Article VI. PROGRAMS AND WORKSHOPS

- Section 6.01 Fees: The cost of each workshop will be determined by the Program and/or Special Events chairs according to guidelines established by the Board. Payment must be made at the time of reservation. Members are given priority over non-members. All workshop expenses should be covered by the fees for that workshop unless specifically approved by the Board.
- Section 6.02 Workshop Refunds: Refunds are issued only if someone else is willing and able to take the vacated workshop space. Any changes or substitutions must be made through the Programs Chair. If there is a waiting list for the workshop, individuals on the waiting list have the right of first refusal.
- Section 6.03 Workshop Supplies: Any purchase of supplies, handouts or equipment needed for workshops or programs can be made by the Program Committee chair(s) in accordance with general guidelines established by the Board.
- Section 6.04 Speaker/Teacher Payments: All speakers and teachers will be paid through the Programs Chair(s) as contractually agreed upon by the speaker and approved by the Board. The Treasurer will issue these payments by Guild check, which the Programs Chair will present after all contractual obligations have been fulfilled.

Article VII. NEWSLETTERS AND MAILINGS

- Section 7.01 Newsletter: A Guild newsletter will be published and mailed to the paid membership at a frequency determined by the Board. Deadlines for contributed materials shall be set by the Newsletter Editor.
- Section 7.02 Other Mailings: All other mailings to the general membership for any other purpose must be approved by the Board. No membership or attendance list may be used for any purpose other than Guild communications, except special uses considered by the Board that directly benefit the Guild as a whole and have been approved by the membership.

Article VIII. AMENDMENTS

- Section 8.01 These By-Laws may be amended by a simple majority of total members present at any regular meeting. Any proposed changes shall be announced at a regular meeting one month prior to a vote on any change.
- Section 8.02 These By-Laws shall be liberally interpreted, keeping the general welfare of the Guild in mind.
- Section 8.03 Items not specifically covered by these By-Laws shall be outlined in the Policies and Procedures. The Policies and Procedures may be added to, amended or repealed by a majority vote of the Board.

Article IX. FINANCIAL ACCOUNTABILITY

- Section 9.01 Fiscal Year: The fiscal year of the Guild shall be July 1 through June 30.
- Section 9.02 Budget:
- 1) Budget proposals for the following operating year are due from all officers and committee chairs by the April Board meeting.

- 2) A Budget Committee, which is composed of the President, Vice President and Treasurer, will be responsible for preparing a budget for the upcoming operating year for approval by the Board at the May Board meeting.
- 3) This budget shall become effective upon approval by the regular membership at the June general meeting.

Section 9.03 Audit: The financial books and records of the Guild shall be subject to an annual audit after the close of the fiscal year and at any other time deemed necessary by the Board of Directors.

Article X. DISSOLUTION OF ORGANIZATION

Section 10.01 The membership may vote to dissolve the Riverwalk Quilters Guild. at any general meeting of the Guild by a simple majority vote, provided that a motion to dissolve has been submitted in writing at the previous general meeting.

Section 10.02 The Guild shall be considered dissolved if there are an insufficient number of nominees for the Guild Board election to fill all executive offices and the membership, program, newsletter and program planning committee chair position. If other committee chairs are not filled, that function will not be available to the Guild for that year.

Section 10.03 Should the Guild be dissolved, the Board will decide where to distribute the assets, with the provision that it select only from organizations that are organized and operated exclusively for charitable and educational purposes and which have established status under Section 501(c)(3) of the Internal Revenue Code.