**Riverwalk Quilters Guild Bylaws  
Revised February 2023**

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| **Article I**  **Name** | **Section 1.01** This not-for-profit organization, 501(c)(7), incorporated under the Illinois General Not-for-Profit Corporation Act, is known as Riverwalk Quilters Guild (hereinafter known as the “Guild”).  **Section 1.02** The registered office of the Guild is P.O. Box5092, Naperville, IL 60567. The location of the principal office may be changed by the Board of Directors (hereinafter known as the “Board”). The Guild may also have offices in such other places as the Board from time to time designates. |
| **Article II**  **Purpose** | **Section 2.01** The purpose of the Guild is to:   1. Develop interest in the art and pleasure of quilting. 2. Work with other groups with similar objectives. 3. Encourage philanthropic quilting for the benefit of the community. 4. Provide educational opportunities through programs and workshops. 5. Provide opportunities for personal contact, comingling, and fellowship among members who share an interest in quilting.   **Section 2.02** The Guild is organized for social and recreational purposes within the meaning of section 501(c)(7) of the Internal Revenue Code. All activities of the Guild must be conducted in such a manner that no part of the net income inures to the benefit of any individual member except that the Guild is authorized and empowered to pay reasonable compensation for services rendered. |
| **Article III**  **Membership** | **Section 3.01** Membership is open to anyone age 18 or older; interested in quilts; completes an application form; and pays the specified dues. The organization does not discriminate on the basis of race, color, religion, gender, or sexual orientation.  **Section 3.02** Individuals who have paid full membership dues are considered members and may participate in all activities of the Guild. All members are entitled to have access to the Guild Newsletter and to attend all general meetings at no additional fee. They are entitled to receive a Guild membership list, Guild Bylaws, and Policies and Procedures. Each member in attendance at a general meeting is entitled to one vote.  **Section 3.03** The Membership Committee may drop members whose dues are unpaid, based on guidelines established by the Board and outlined in Policies and Procedures. |
| **Article IV**  **Meetings** | **Section 4.01** General meetings are held monthly. The Board may decide to hold meetings virtually rather than in person, due to inclement weather, health conditions, or other circumstances. The meeting location, dates, and times must be published in the Guild Newsletter and the Guild Website. Minutes from Board meetings must be available to the membership. All members in attendance at a general meeting constitute a quorum.  **Section 4.02** Board Meetings   1. Meetings are held as agreed by the Board. 2. Meetings are open to the general membership. 3. Meeting locations, dates, and times are published in the Guild Newsletter. 4. A majority of Board members presently serving constitute a quorum for the transaction of business. All matters brought before the Board are decided by a majority vote. 5. A transitional meeting is held in June, attended by both newly elected and retiring members. During that meeting, dates for Guild meetings, Board meetings, and Newsletter frequency will be determined. Outgoing members forward to their successors all information, records, and files pertinent to their positions. 6. At the March meeting, the Board may determine a membership limit as circumstances require; establish the amount for the annual dues; and set a fee to join after January 1 for the remainder of the fiscal year.   **Section 4.03** A fee is charged for guests at any program so designated by the Board. Anyone who is not a member is considered a guest. Guests are not allowed to attend virtual meetings due to the difficulty of collecting fees and speakers not wanting non-members to attend presentations. Non-member income must not exceed 15% of the Guild's gross membership income. |
| **Article V**  **Board of Directors** | **Section 5.01** The property, affairs, and business of the Guild are managed by or under the direction of the Board.  **Section 5.02** The Board is comprised of the executive officers and the standing committee chairs. The Board is elected by a majority of those members in attendance at the general meeting.  **Section 5.03** The executive officers of the Guild are President, Vice President, Secretary, and Treasurer. The standing committees are Contracts, Programs, Membership, Newsletter, Philanthropy, Hospitality, Library, Special Events, Video Communications, Social Media, and Website.  **Section 5.04** General Duties   1. Terms of Office: The term of office for each Board member corresponds to the Guild fiscal year, July 1 through June 30. New and retiring Board members attend a June transition meeting conducted by the outgoing President. Any unfilled term of office will be filled by appointment of the Board. 2. Information/Records Transfer: Outgoing Board members must forward to their successor all information, records, and files pertinent to their position. 3. Attendance: Board members are expected to regularly attend monthly Guild meetings and Board meetings. 4. Resignation: Board members who are unable or unwilling to fulfill their duties may submit their resignation to the President. |
|  | **Section 5.05** Duties of Executive Officers   1. President 2. Coordinates activities and considers ideas of members and of the Board. 3. Prepares the Board meeting agenda. 4. Oversees fundraising and other Guild events. 5. Presides over general meetings and Board meetings. 6. Appoints special committees and committee chairs as approved by the Board. 7. Responds to the Website “contact form” addressed to the Guild President via email and maintains copies of related correspondence. 8. Verifies that the Treasurer files the appropriate version of the IRS Form 990 prior to the deadline (the 15th day of the 5th month following the end of the fiscal year). 9. Performs any other duties incidental to the position. 10. Vice President 11. Presides over meetings in the absence of the President. 12. Assists with membership as necessary. 13. Chairs the Bylaws Committee and maintains the Guild Bylaws and Policies and Procedures. 14. Assists the President with overseeing Guild activities. 15. Finds locations for general meetings and Board meetings. 16. Performs any other duties pertinent to the position. 17. Secretary 18. Records minutes of all Board meetings and the annual meeting. 19. Maintains the Guild calendar. 20. Is responsible for any correspondence that does not relate specifically to an activity or responsibility of another Board position. 21. Maintains a file of the minutes, correspondence, Bylaws, and all other non-financial records relating to the Guild. 22. Maintains a file of reports and correspondence from Board members and chairs of special committees. 23. Maintains a list of all Guild equipment and locations. 24. Performs any other duties pertinent to the position. 25. Treasurer 26. Acts as custodian of the Guild’s assets. 27. Maintains records of deposits and disbursements of Guild funds. 28. Keeps complete and accurate financial records including tracking of revenue from non-members for use of Guild services such as Newsletter advertisement, attendance at Guild meetings, and participation in Guild workshops. 29. Prepares financial reports and shares with members at a frequency established by the Board. 30. Coordinates with other Board members, including the President and those responsible for Membership, Programs, and Newsletter, to ensure that, on an annual basis, the revenue from non-members for the use of Guild services does not exceed 15% of gross revenue. 31. Files the appropriate version of IRS Form 990 prior to the deadline, the 15th day of the 5th month following the end of the fiscal year. 32. Performs any other duties pertinent to the position. |
| **Standing Committees** | **Section 5.06** Each committee chair, in accordance with the Policies and Procedures established by the Board, has certain responsibilities.   1. Contracts 2. Serves a two-year term, the first as Contracts and the second as Programs. 3. Arranges programs and workshops for the coming Guild year and submits plans to the Board for consideration. 4. Presents program plans for the coming Guild year at the transitional Board meeting. 5. Obtains and signs contracts with fees charged for speakers and workshops. Sends copies of these contracts with addresses and contact information to the Treasurer. 6. Provides information on coming programs and workshops for the Guild Newsletter and Website. 7. Performs any other duties pertinent to the position. 8. Programs 9. Administers all programs and workshops for the current Guild year. 10. Provides information on programs for the Newsletter. 11. Serves as liaison to speakers and workshop presenters. 12. Coordinates with Video Communications to ensure smooth running programs. 13. Arranges housing, meals, and transportation of guest speakers. 14. Publicizes and promotes workshops and Guild programs. 15. Coordinates with the Treasurer to ensure that participation of non-members in workshops does not cause the Guild to exceed the allowed non-member revenue. 16. Performs any other duties pertinent to the position. 17. Membership 18. Maintains a membership list, including a wait list if necessary. 19. Notifies members when dues are due, collects the dues, and gives all money to the Treasurer to deposit. 20. Maintains, updates, reprints, and distributes informational materials provided to new members. 21. Updates all relevant parties with corrections, adds, and drops to the membership list. 22. Coordinates with the Treasurer to ensure that attendance of non-members at meetings does not cause the Guild to exceed the allowed non-member revenue. 23. Provides the moderator with the membership list in order to admit members to virtual or hybrid meetings. 24. Performs any other duties pertinent to the position. 25. Newsletter 26. Publishes and distributes issues to members. 27. Maintains back issues. 28. Solicits articles from Board members. 29. Supplies a current copy for the Website. 30. Acts as liaison with the Webmaster. 31. Coordinates with the Treasurer to ensure that advertising by non-members does not cause the Guild to exceed the allowed non-member revenue. 32. Performs any other duties pertinent to the position. 33. Philanthropy 34. Organizes and inspires participation in philanthropic projects. 35. Distributes quilts and other quilted projects to worthy non-profit organizations. 36. Coordinates one Guild general meeting a year. 37. Provides information about events for the Website. 38. Performs any other duties pertinent to the position. 39. Hospitality 40. Prepares refreshments and oversees prompt clean up. 41. Recruits volunteers to help with set-up and take-down. 42. Plans and/or assists with the annual party and other activities as needed. 43. Performs any other duties pertinent to the position. 44. Library 45. Maintains and organizes books. 46. Makes books available at in-person meetings. 47. Keeps a list of all books that members check out. 48. Notifies members of overdue books. 49. Selects and purchases new books. 50. Performs any other duties pertinent to the position. 51. Special Events 52. Develops, plans, and facilitates special programs and activities, including planning and/or assisting with the annual party. 53. Coordinates the quilting bees. 54. Provides information about events for the Website. 55. Performs any other duties pertinent to the position. 56. Video Communications 57. Sets up the internet account. Establishes the user name, password, defaults, and payments for the account. Sets up a virtual process for general meetings, Board meetings, and other Guild related usage. 58. Maintains a schedule of meetings. 59. Coordinates with Programs to establish a schedule for moderating virtual or hybrid meetings. 60. Invites and trains a moderator for Board and other virtual or hybrid meetings. 61. Develops a schedule and agenda for training sessions for attendees as needed. 62. Submits articles to the Newsletter. 63. Performs any other duties pertinent to the position. 64. Social Media 65. Posts items of interest to members about speakers, events, show-and-tell pictures, and quilt shows. 66. Performs any other duties pertinent to the position. 67. Website 68. Maintains the Guild Website ([www.riverwalkquilters.com](http://www.riverwalkquilters.com)) by posting newsletters, programs, Bylaws, etc. 69. Maintains a list of Board positions and their Gmail alias accounts. 70. Updates and verifies changes to alias email accounts when a new Board is elected. 71. Assures that server domain fees and Website hosting service fees are paid when due. 72. Performs any other duties pertinent to the position. |
| **Ad Hoc Committees** | **Section 5.07** Ad Hoc Committees: Ad hoc committees may be formed and established by the Board as deemed necessary. Such committees include, but are not limited to, Bylaws, Nominating, and Audit (see Policies and Procedures for the duties of committees).  **Section 5.08** Eligibility: No member may hold the same Executive 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 is deemed eligible to hold the same position for two additional consecutive one-year terms.  **Section 5.09** Nominating Procedures: Members nominated for office are contacted by the Nominating Chair or Committee to verify acceptance until a minimum of one (or a maximum of three) is reached for each position. The completed slate is presented at the April meeting, when nominations may be accepted from the floor. The final slate is 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 is determined by Programs according to guidelines established by the Board. Member payment should 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 another individual is willing and able to take the vacated workshop space or if the workshop is canceled. Any changes or substitutions must be made through Programs. Individuals on a wait list have the right of first refusal.  **Section 6.03** Speaker Payments: All speakers are paid through Programs as contractually agreed on by the speaker and approved by the Board. The Treasurer will issue payment by Guild check after all contractual obligations have been fulfilled. |
| **Article VII Newsletter and Other Mailings** | **Section 7.01** Newsletter: The Guild Newsletter is published and sent to members at a frequency determined by the Board. Deadlines for contributed materials will be set by the Editor.  **Section 7.02** Other Mailings: All mailings 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. |
| **Article VIII Amendments** | **Section 8.01.** These Bylaws may be amended by a simple majority vote of total members present at any general meeting. Proposed changes are announced at a general meeting one month prior to a vote on any change.  **Section 8.02** These bylaws will be liberally interpreted, keeping the general welfare of the Guild in mind.  **Section 8.03** Items not specifically covered by these bylaws will be outlined in Policies and Procedures, which may be added to, amended, or repealed by a majority vote of the Board. |
| **Article IX Financial Responsibility** | **Section 9.01** Fiscal Year: The fiscal year of the Guild is 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. The Budget Committee, comprised of the President, Vice President, and Treasurer, is responsible for preparing a budget for the coming fiscal year, for approval by the Board at its May meeting. 3. This budget will become effective after approval by the membership at the June general meeting.   **Section 9.03** Audit: The financial books and records of the Guild will be subject to an annual audit after the close of the fiscal year and at any other time deemed necessary by the Board. |
| **Article X Dissolution**  **of the Organization** | **Section 10.01** The membership may vote to dissolve the Guild at any general meeting by a simple majority vote, provided that a motion to dissolve was submitted in writing at the previous general meeting.  **Section 10.02** The Guild will consider dissolving if an insufficient number of nominees are available to fill the positions of President, Vice President, Secretary, Treasurer, Contracts, Programs, Membership, and Newsletter.  **Section 10.03** If the Guild is dissolved, the Board decides where to distribute its assets. The only organizations to consider must be operated exclusively for charitable and educational purposes and have established status under Section 501(c)(3) of the Internal Revenue Code. |

BJP  
2/14/23