

## Quilt Guild of Metro Detroit Corporate Bylaws

### ARTICLE I NAME

Section 1: The name of this nonprofit corporation is the Quilt Guild of Metropolitan Detroit, a nonprofit Michigan corporation. The principal office is presently P.O. Box 806091, St. Clair Shores, MI 48080 and such office may be changed from time to time by the Executive Board in accordance with the applicable provisions of law. Meetings of members and directors may be held at such places within the State of Michigan as may be designated by the Executive Board from time to time.

### ARTICLE II PURPOSE

Section 1: The purpose of the Quilt Guild of Metropolitan Detroit (Guild) shall be;

- A. To promote cooperation and interchange of ideas among those who are engaged or interested in quilting.
- B. To stimulate an interest in quilting
- C. To promote and advance the art of quilting;
- D. To present educational programs and services in the design and techniques of quilt making.
- E. The Guild shall be a nonprofit corporation.

### ARTICLE III MEMBERSHIP

Section 1: Eligibility Membership is open to any person who has an interest in quilting.

- A. Members in good standing shall have paid all required fees.
- B. Dues shall be assessed on an annual basis. Dues shall be payable upon joining the Guild and due thereafter before the first meeting in September.
- C. Membership dues shall be determined by the Executive Board.

Section 2: Each member in good standing is entitled to one vote at any membership meeting.

Section 3: A person may attend as a guest without becoming a member.  
Guest fees will be collected as designated by the Executive Board.

Section 4: Membership in the Guild may be terminated by the Executive Board;

- A. If the member is not in good standing;
- B. For good cause germane to the purpose of the Guild, that shall be determined by the Executive Board in its sole discretion.
- C. Any member who is terminated has the right to submit a written appeal to the Executive Board and then appear before the Executive Board.
- D. Should membership be terminated because the member is not in good standing, the member shall forfeit all monies paid to the Guild;
- E. In the case of termination for other reasons, the Executive Board may, in its sole discretion, determine whether to refund the member's membership dues and other fees on a prorated basis.

ARTICLE IV  
OFFICERS AND ELECTIONS

Section 1: The annual meeting of the membership shall be held in May of each calendar year.

- A. At the annual meeting the members shall elect the President, First Vice President, Second Vice President, Recording Secretary and Corresponding Secretary to one year terms.
- B. In even numbered years, the members shall elect the Treasurer to a two year term, and in odd numbered years the Budget/Finance Director shall be elected to a two year term.
- C. Members at large shall be elected to three year terms, on a rolling three year basis.
- D. If a vacancy occurs during an Executive Board member's term, the Executive Board may appoint a replacement to serve the time remaining in the vacant term.
- E. The terms of office shall be concurrent with the fiscal year ending May 31.

Section 2: The Audit Committee shall consist of three members; the Budget/Finance Director of the Executive Board shall chair the committee and two members from the general membership shall be elected at the annual meeting.

- A. One member from the general membership shall be elected for a two year term on the Audit Committee in even numbered years, and one member shall be elected to a two year term on the Audit Committee in odd numbered years.
- B. The committee shall report to the membership.

Section 3: Each November the Executive Board shall appoint a Nominating Committee consisting of the First Vice President (Chair), another Executive Board member, and two members in good standing of the general membership of the Guild.

- A. The Nominating Committee shall meet within 15 days of appointment to begin the process of preparing a slate of proposed candidates to present at the annual meeting.
- B. The Chair will prepare a nominating form to be placed in the next newsletter listing all the positions which are open for election.
- C. At the annual meeting nominations will be accepted from the floor. A person need not be in attendance to be nominated; however, that person shall indicate in writing consent to the nomination.

Section 4: The Executive Board shall provide written reports to the membership in connection with the annual meeting.

Section 5: Written notice of the time, place and purpose of the annual meeting and special meetings shall be communicated to each member in good standing not less than ten (10) no more than sixty (60) days prior to the date of the meeting.

- A. Written notice may include mail, email, newsletter or posting at a meeting.

Section 6: Special meetings of the membership may be called in any of the following instances:

- A. By the President
- B. By the Executive Board
- C. By request to the Corresponding Secretary by ten (10) per cent of the membership with the purpose stated.

Section 7: The general business of the organization may be conducted at the membership meetings.

- A. The membership at those meetings may perform any of the duties and powers conferred in these bylaws on the Executive Board.
- B. Parliamentary procedure for conducting meetings shall be Robert's Rules of Order, current edition.

Section 8: Fifty-one per cent of those members in good standing who are present at an annual, special, or regularly scheduled membership meeting shall constitute a quorum for the transaction of business.

Section 9: All members in good standing at the time a notice of membership meeting is given, or, if it is a regularly scheduled meeting without special notice, shall be entitled to one vote at said meeting.

- A. All votes must be in person.
- B. Proxy and in absentia votes shall not be allowed.

## ARTICLE V

### EXECUTIVE BOARD AND DUTIES

Section 1: The Executive Board shall consist of the following officers: President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Budget/Finance Director and three members at large. All shall be voting members of the Executive Board.

Section 2: President

- A. Shall preside at membership and Executive Board meetings.
- B. Shall set the agenda for all meetings.
- C. Shall be the general executive officer of the Quilt Guild of Metro Detroit.
- D. Shall make necessary arrangements for a meeting place.
- E. Shall make appointments to the following positions subject to approval of the Executive Board:
  - a. Historian
  - b. Hospitality chairperson
  - c. Librarian
  - d. Membership chairperson
  - e. Newsletter editor
  - f. Program chairperson
  - g. Website administrator
  - h. NQA representative
  - i. MQN representative
- F. Shall make appointments to the following standing committees subject to approval of the Executive board:
  - a. Quilt Show Committee
  - b. Storybook Quilt Committee
- G. Shall make appointments to special committees subject to the approval of the Executive Board.
- H. Shall be an ex-officio member of all committees.

### Section 3: First Vice President

- A. In the absence of the President, shall preside at general membership and Executive Board meetings:
- B. Shall chair the Nominating Committee and conduct the annual election:
- C. Shall conduct a yearly survey of the Guild membership:
- D. Shall be responsible for purchasing or arranging for gift for outgoing President.

### Section 4: Second Vice President

- A. In the absence of the President and First Vice President, shall preside at general membership and Executive Board meeting.
- B. Shall be responsible for special projects.
- C. Shall research, propose and implement charity projects for the Guild including suggestions from the general membership.
- D. Shall maintain copies of forms and issue receipts for all charitable donations.
- E. Shall maintain an inventory of all Guild property and records of Guild property on loan. (See Appendix A)

### Section 5: Recording Secretary

- A. Shall be responsible for keeping the minutes of Executive Board and general membership meetings and copies of Treasurer's report , budgets (Guild and Quilt Show) and of the slate of officers:
- B. Shall maintain an updated copy of the Bylaws to be distributed to members as requested
- C. Shall provide the Webmaster copies of the minutes of all general membership meetings.
- D. Shall provide a hard copy of minutes to any member requesting 10 days in advance of regularly scheduled meeting.
- E. All minutes of the Executive Board and general membership meetings shall be retained for the period of the elected position and then transferred to the next person elected to that position.

### Section 6: Corresponding Secretary

- A. Shall be responsible for maintaining the P.O. Box as the Guild's official address and seeing that all current fees are paid as due:
- B. Shall be responsible for the annual filing of the State of Michigan incorporation form annually by October 1<sup>st</sup> and submitting request form to the Treasurer for reimbursement of fee.
- C. Shall be responsible for the general correspondence of the Guild.
- D. Shall maintain a file of all such correspondence.
- E. Shall be responsible for publicity of the Guild, including promotional materials.
- F. Shall fill in for Recording Secretary upon request.

### Section 7: Treasurer

- A. Shall be custodian of the Guild's funds subject to the direction of the Executive Board.
- B. Shall maintain records and pay regular expenses of the Guild as provided for in the budget of the current fiscal year.
- C. Shall deposit Guild funds within 5 business days of receipt.
- D. Shall provide IRS form 1099 to contracted individuals in accordance with IRS regulations.
- E. Shall E-file IRs Form 990 within six months after completed audit.
- F. Shall provide a copy of the monthly Treasurer's report to the President, Recording Secretary and Finance/Budget Director within 10 days of the membership meeting.

- G. Shall surrender the books and records at the end of the fiscal year to an elected Audit Committee.
- H. Shall receive all dues and forward membership information to the membership chair when warranted.
- I. Shall retain all financial records for the period of that elected position and then transfer to the next person elected to that position.

Section 8: BUDGET/FINANCE DIRECTOR

- A. Shall prepare and present a proposed annual budget for the next fiscal year to the Executive Board for approval before the annual meeting.
- B. Shall oversee and enforce the approved budget and present a financial report at each Executive Board meeting.
- C. Shall administer any contingency fund for non-budgeted expenses and shall report such expenditures to the Executive Board at the next meeting.
- D. Shall oversee any fund raising activities and appropriate accounting reports.
- E. Shall retain all financial records for the period of that elected position and then transfer to the person next elected to that position.

Section 9: Members-at-large

- A. Shall attend and participate in Executive Board meetings.
- B. Shall set up and take down audio equipment for all general membership meetings.
- C. Shall welcome new members and provide them with a tour of the facility.
- D. Shall recruit members to assist program speaker and manage the Show and Tell programs.
- E. Shall perform any other duties as requested by the Executive Board.

Section 10: Vacancies

- A. The Executive Board is empowered to accept the written resignation of an Executive Board member and to appoint a member to fill the position until the next annual meeting.
- B. For the positions of Treasurer, Budget/Finance Director and Members-at-large in midst of a term, the appointment shall terminate when a nominee is elected to complete the term.
- C. The Executive Board may fill vacancies which occur under Article V: Section 15

Section 11: The Executive Board shall have the following powers in addition to those enumerated elsewhere in the Bylaws:

- A. To conduct the lawful business of the Guild.
- B. To appoint and terminate such committees as the Executive Board deems necessary to assist in carrying out the business of the Guild.
- C. To expend monies as the Executive Board deems necessary and advisable.
- D. The Executive Board shall not commit the Guild to any non-budgeted project, program or expenditure that totals over five hundred (\$500.00) dollars without authorization of the general membership.
- E. No Executive Board member may sign a check written to him or her self.
- F. To contract in the name of the Guild for the lease or purchase of property, facilities, goods and services.
- G. To authorize any committee of the Guild to perform any of the duties or powers given to the Executive Board, provided that the Executive Board has oversight of the work of the committee.
- H. To hold property of the Guild as representatives of the Guild.

- I. In the event of dissolution of the Guild, to distribute all assets to an organization chosen in accordance with Section 501(c) (3) of the Internal Revenue Code.

Section 12: The Executive Board shall meet at least three times each calendar year.

- A. All meetings shall be open to members in good standing.
- B. No business shall be conducted at a meeting of the Executive Board unless a quorum consisting of sixty per cent of the members of the Executive Board are present.

Section 13: Special meetings of the Executive Board may be called in any of the following instances:

- A. By the President.
- B. By any three members of the Executive Board.
- C. By request in writing to the Corresponding Secretary by ten (10) per cent of the members in good standing with the purpose stated

Section 14: The President shall send an agenda to all Executive Board members at least five (5) business days in advance of each regularly scheduled or special meeting of the Executive Board.

Section 15: The Executive Board may dismiss any member of the Executive Board who has more than three consecutive absences from Executive Board meetings that have not been excused by the President and the vacancy filled in accordance with the Bylaws.

Section 16: No part of the net earnings of the Guild shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the Guild shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

- A. No substantial part of the activities of the Guild shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Guild shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- B. Notwithstanding any other provision of this document, the Guild shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE VI STANDING COMMITTEES

Section 1: Standing Committee members shall be appointed by the President subject to approval of the Executive Board and have the following duties:

- A. Shall attend Executive Board meetings when appropriate to present business concerning their committees.
- B. Shall not have a vote at Executive Board meetings.
- C. Shall provide a written report for their respective committees ten (10) days prior to the annual meeting.

ARTICLE VII  
APPOINTED POSITIONS

Section 1: The President shall appoint members to the following positions subject to approval of the Executive Board. The duties of the appointed positions shall be as follows:

- A. Shall provide the Executive Board with information concerning their positions when appropriate.
- B. Shall fulfill the duties of the office as outlined in the Policies and Procedures of the Quilt Guild of Metro Detroit.
- C. Shall submit receipts and written request to Treasurer for expenses .
- D. Shall operate within the budget approved by the Executive Board and overseen by the Budget/Finance Director.
- E. Shall submit a written report for their position ten (10) days prior to the annual meeting.

ARTICLE VII  
AMENDMENTS

Section 1: These Bylaws shall be amended only by a 2/3 majority vote of the general membership present at a meeting, provided that notice of the content of the proposed Bylaw amendments and the meeting, time, date and place shall have been communicated to each member at least fourteen (14) days and no more than sixty (60) days prior to the meeting. Written notice may include mail, e-mail, newsletter or posting at a meeting.

Bylaws restated 2013:  
Pat Quenneville  
Susan Richter  
Jill Stiger  
Nancy Swartz