

RAINSHADOW QUILTING ARTS GUILD BYLAWS

San Juan Island, Washington

ARTICLE I: NAME & PURPOSE

1.1 Name

The name of the organization shall be Rainshadow Quilting Arts Guild.

1.2 Purpose

The purpose of the Rainshadow Quilting Arts Guild is to foster an appreciation and understanding of quilts as a traditional needlecraft medium or expressive art form; share talents and knowledge to promote excellence in needlecraft; educate and encourage our members and the public in traditional quilts and quilt art through workshops, guest teachers and speakers, and quilt shows. The Guild shall provide opportunities to exhibit examples of traditional quilts and quilt art; donate to charitable organizations; and provide information to all members with regard to Guild programs, retreats, shows and meetings.

1.3 Limitations

No part of the net earnings of the RQAG shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the RQAG 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 Article 1.2. No substantial part of the activities of the RQAG shall be attempting to influence legislation, and the RQAG shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the RQAG shall not carry on any other activities not permitted to be carried on by a RQAG exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II: MEMBERSHIP AND DUES

2.1 Membership

Membership is open to all persons who pay annual dues as specified in the Standing Rules.

2.2 Dues

A. Dues are payable on September 1 and become delinquent after October 31st. Dues paid after October 31 are not prorated for the remainder of the year.

- B. Members must be in good standing to register for and participate in Guild activities.
- C. Non-members who wish to participate in Guild activities must pay an equivalent amount to the annual dues for each activity they participate in.

ARTICLE III: MEETINGS

3.1 Annual Business Meeting

The Annual Business meeting shall be held yearly in September or October. A quorum for the Annual Business Meeting shall be 20% of the membership or 20 members, whichever is less.

3.2 Special Meetings

Special meetings may be called by the President, the Executive Committee or the Board of Directors.

3.3 Notice

Notice of each meeting shall be given to each voting member electronically or by mail, not less than ten days before the meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Board Role, Size and Compensation

4.1.1 Role

The Board is responsible for overall policy and direction of the Guild.

4.1.2 Elected Officers

The elected officers shall include President, Vice President Elect, Secretary, and Treasurer. This comprises the Executive Committee.

4.1.3 Standing Committees

There shall be three standing committees: Programs, Service and Communications. Each Standing Committee shall have a chairperson appointed by the President.

4.1.4 Number

The Board shall consist of seven members. The Board shall be composed of all the four elected Officers (President, President Elect, Secretary, & Treasurer), and the three Standing Committee Chairpersons (Programs, Service and Communications)

4.1.5 Compensation

The Board receives no compensation for service.

Section 2: Meetings

4.2.1 Board Meetings

The Board shall meet quarterly or at the discretion of the Executive Committee. Special meetings of the Board shall be called at the request of the Chair, the Executive Committee or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member two weeks in advance.

Parliamentary Authority: Rules shall be according to Robert's Rules of Order.

Section 3: Board Elections

4.3.1 Elections

Elections shall be held at the Annual Business meeting as the first order of business after a report of the Nominating Committee has been made.

4.3.2 Nominating Committee

The Nominating Committee will present nominees to the general membership via the newsletter or e-mail at least two weeks prior to the Annual Business meeting.

Section 4: Terms

4.4.1 President and President Elect

The President Elect shall be elected to a two year term and serve as President in the second year. The President may not be re-elected for a consecutive term in the same position.

4.4.2 Secretary and Treasurer

The Treasurer and Secretary shall be elected to a one year term. The Treasurer and Secretary may be re-elected to a successive term, not to exceed three years consecutively.

4.4.3 Standing Committees

The Standing Committee Chairpersons shall be appointed to a one year term. Each Standing Committee Chairperson may be reappointed to a successive term, not to exceed three years consecutively on the same Committee.

Section 5: Quorum

A quorum must be attended by at least 50 percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice

An official Board meeting requires that each Board member have written or e-mail notice two weeks in advance.

Section 7: Conflicts of Interest

RQAG shall maintain a Conflict of Interest Policy.

Each Board member shall sign a Conflict of Interest statement at the beginning of their term each year. The Secretary shall keep a permanent file of this record.

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 8: Officers and Duties

4.8.1 The President shall:

- A. Convene regularly scheduled Board Meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: President-Elect, Secretary and Treasurer.

- B. Establish the agenda for meetings and send the agenda to the Board of Directors at least one week prior to the meeting.
- C. Call for a Board meeting two weeks prior to the Annual Business meeting and any additional meetings, as the Executive Committee deems necessary.
- D. Convene and preside over the Annual Business Meeting; shall establish the agenda and distribute it to the membership at least two weeks prior to the meeting.
- E. Appoint Standing committees chairpersons.
- F. Establish special committees as necessary and appoint a chairperson.
- G. Be an ex-officio member of all committees.

4.8.2 The President Elect shall:

- A. Attend the Annual Business meeting and Board meetings.
- B. Preside in the absence of, or at the request of, the President.
- C. Fulfill the duties of the President, in the event the President cannot complete the full term of office.
- D. Assist the President as needed.
- E. Serve as Membership Chairperson: receive membership dues; maintain and distribute membership roster; Mail membership cards and provide membership packets to new members; and provide membership forms to prospective guild members.
- F. Serve as chairperson of the Nominating Committee and other specially appointed committees as designated by the Board.
- G. Be alternate signatory on all checks issued on behalf of the Board.

4.8.3 The Secretary shall:

- A. Keep minutes of the Annual Business meeting and Board meetings and present them at subsequent meetings.
- B. Provide a copy of the minutes of each meeting to the President and the Newsletter Chairperson.
- C. Take care of all general correspondence and thank you notes as directed by the Board.

D. Keep a permanent record of Guild activities.

4.8.4 The Treasurer shall:

A. Deposit all incoming funds and disburse them in accordance with the budget approved by the Board.

B. Keep accurate records of all funds and transactions.

C. Prepare a written financial report and present at Annual Business meeting and Board meetings.

D. Prepare annual budget for consideration by the Executive Committee.

E. Ensure that all state and federal reports are filed in a timely manner. This includes, but is not limited to, the filing of annual taxes and the annual business renewal with the Secretary of State.

F. Be signatory on all checks issued on behalf of the Board.

Section 9: Vacancies

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 10: Resignation, Termination and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE V: COMMITTEES

Section 1: Executive Committee

5.1.1 Composition

The four elected officers serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meeting of the Board of Directors. The President is the chair of the Executive Committee.

5.1.2 Duties:

1. **Financial Oversight:** The Executive Committee establishes the Annual Budget and presents it to the Board no later than November 1 each year. The Executive Committee is responsible for developing and reviewing fiscal procedures. The Executive Committee reviews and approves all requests for special disbursements including scholarships, financial assistance and other items not included in the approved Budget. Annual reports are required to be submitted to the Board showing income and expenditures. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.
2. **Bylaws Review:** The Executive Committee will review the Bylaws annually. The membership will be notified prior to review by newsletter. The Executive Committee will make recommendations for changes to the Bylaws and present them to the Board. The President-Elect is the chair of the Bylaws Review Committee. Updates to the Bylaws will be made in accordance with Article VI of the Bylaws.
3. **The Standing Rules will be reviewed annually by the Executive Committee. Recommendations will be made to the Board for their approval.**

Section 2: Standing Committees

5.2.1 Permanent Committees

There shall be three Standing Committees: Program, Service and Communication as per Article IV, Section I of these Bylaws.

5.2.2 Duties

A. The Program Committee is responsible for establishing all classes, sewcials, quilt camps, quilt shows and other planned and organized activities and events. The Program Committee plans all aspects of the event including contracting with a venue, teacher, meals/hospitality and other event details.

B. The Service Committee is responsible for researching, selecting and presenting service projects to the membership. The Service Committee will identify and select individuals and organizations that would be benefited by the services, gifts and activities of the organization.

C. The Communication Committee is responsible for sending out all written communication from the Board and Committees. The Communication Committee shall be responsible for compiling a newsletter, either electronic or printed, on a quarterly or more frequent basis. The Communication committee shall maintain a website for the Guild and be responsible for promoting the Guild and Guild activities to the community.

Section 3: Special Committees

- A. The Board may create additional committees as needed. The Board President appoints all committee chairs except as designated in the Bylaws. All special committee chairs are assigned to report to one of the Board members. Special committees are not voting members of the Board.
- B. The Nominating Committee is comprised of the President-Elect and at least two members at large. The Nominating Committee gathers volunteers or nominations for the elected officers and provides a list to the Board at the meeting scheduled prior to the Annual Business meeting, but no later than August 15th. The list of nominees is to be provided to the membership two weeks prior to the Annual Business Meeting. The President Elect is the chairperson for the Nominating committee.

VI. BYLAWS

- A. The Bylaws of the organization may be amended at the Annual Business meeting, or any special meeting, including a mail-in vote, called by the Board. Amendments must be approved by a 2/3 vote of those present, provided the amendment has been published in the newsletter or other printed material including a special e-mailing two weeks prior to the meeting at which voting is to occur. In the case of a mail-in vote, amendments must be approved by a 2/3 vote of ballots returned, provided the amendment has been published in the newsletter or other printed material including a special e-mailing, and sufficient time, (two weeks following mailing of amendments), is allowed for the return of said ballots.
- B. The Board will review the Bylaws and Standing Rules of the Guild every year prior to the Annual Business Meeting.
- C. The board will consider written concerns of the membership at any time.
- D. The revised Bylaws and updated Standing Rules shall be made available to the membership prior to the next Board Meeting or Annual Business Meeting, whichever comes first.

VII. DISSOLUTION

Upon the dissolution of the Guild, its governing body shall, after paying or making provisions for the payment of all of the liabilities of the Guild, dispose of all the assets of the Guild exclusively for the exempt purposes of the Guild in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Code, as the Guild's governing body shall determine. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

These By-Laws were approved at a meeting of the Rainshadow Quilting Arts Guild on March 12, 2012.