

Cincinnati Modern Quilt Guild

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BYLAWS

## Article I. Name

The name of this associate shall be the Cincinnati Modern Quilt Guild, hereinafter referred to as CMQG, the Guild, or the organization.

## Article II. Purpose

The mission of the Guild shall be to provide an atmosphere of fellowship for persons interested in the art and craft of quilt making and related arts by the sharing of skills and knowledge in the field of quilt making. The Guild shall:

- a. Encourage quilt making and collecting.
- b. Provide educational activities, such as speakers and demonstrations, special interest workshops and lectures.
- c. Support and sponsor quilting activities, such as community events that provide the opportunity to share the art and enjoyment of quilting.
- d. Serve the community through charitable activities involving quilting.
- e. Enlighten the public as to the substantial history of quilting as an art form as well as a continuing craft.

## Article III. Tax Status

### Section III.01

The organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

### Section III.02

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 Section 3.01 of this constitution.

### Section III.03

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or

intervene in (including publishing or distribution statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### Section III.04

Notwithstanding any other provision of these articles, the organization 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, or the 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 the corresponding section of any future federal tax code.

#### Section III.05

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### Article IV. Membership

#### Section IV.01 Open Membership

Membership shall be open to any person interested in quilts and quilt making.

#### Section IV.02 Members

- a. New members may join at any time.
- b. Membership shall be recognized upon payment of annual dues.
- c. Visitors may attend two meetings/events free of charge. At the third meeting/event, a visitor must become a member by paying the appropriate annual dues.
- d. Members may participate in and support the projects and activities of the Guild, including the privilege of voting, holding office and serving on committees. They shall be entitled to Executive Board-approved preferential placing in any Guild sponsored function, receive a membership roster, have access to minutes of the business and general meetings, have access to treasurer's reports, place pre-approved items on the agenda, and be informed of all decisions of the Executive Board.

### Article V. Dues / Fees

### Section V.01 Dues

- a. The annual dues amount will be set by the Executive Board.
- b. Annual dues are payable at the December meeting and become delinquent on January 31<sup>st</sup>. A member whose dues remain unpaid by February 1<sup>st</sup> shall be dropped.
- c. New members joining before July 1<sup>st</sup> shall pay the full amount of annual dues; new members joining after July 1<sup>st</sup> shall pay 50% of the annual dues amount.
- d. Dues are not refundable.

### Section V.02 Fees

- a. Fees may be charged for special classes, presentations, and/or events as established by the Executive Board.
- b. Fees will be published on the website and announced at the general meetings.

## Article VI. Meetings

### Section VI.01 General Membership Meetings

The date for meetings of members is the second Wednesday of every month. The meetings will be in the evening—times may vary depending on the needs of the meeting space, guest speakers, cooperating guild, or programming. Meeting times will be communicated on the website, calendar, and via email to members. Any special meeting may be called by the Executive Board.

### Section VI.02 Executive Board Meetings

Executive Board meetings shall be called by the President as needed throughout the calendar year.

### Section VI.03 Minutes

Minutes of all meetings shall be available to all members upon request.

## Article VII. Financial Administration

### Section VII.01

The fiscal year shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

### Section VII.02

The annual budget shall be adopted by the Executive Board no later than March 1<sup>st</sup>.

### Section VII.03

The Treasurer shall prepare a quarterly report for the Executive Board, detailing income received and expenses paid, as well as showing current assets of the Guild.

## Article VIII. Nominations and Elections

### Section VIII.01

Executive Board members shall serve for one year.

### Section VIII.02

A list of the duties and descriptions for each position shall be made available in September. Nominations may be made at any time before final call of nominations at October's meeting.

### Section VIII.03

Nominations must be made with the consent of the nominee. All nominees must be members of the Guild at the time of the nomination.

### Section VIII.04

The names of the nominees and the position for which the member is nominated shall be announced at October's meeting and published in meeting minutes provided to the Guild members.

### Section VIII.05

The election shall take place at the General Meeting in November.

## Article IX. Executive Board: Officers and Member at Large

### Section IX.01

The Executive Board shall be elected by the general membership and shall include the Officers (4) and the Member at Large (1), all of whom shall be members of the Guild at the time of their election.

### Section IX.02

The Officers of the Executive Board shall be President, Vice President, Secretary, and Treasurer.

### Section IX.03 Term of Office

- a. Officers and the Member at Large shall assume their respective positions in December and shall serve for one year or until successors are elected and installed or appointed, as the case may be.
- b. No person shall serve in the same position for more than two consecutive terms and one year must pass before serving in the position again.
- c. The President and Vice-President shall serve one-year terms. The Vice-President shall become President after serving one year as Vice-President.

### Section IX.04 Vacancies

In the event of a vacancy on the Executive Board, the remaining members of the Executive Board shall appoint a member to fill the term vacated. That person can then be elected for two consecutive terms.

## Article X. Duties of Officers and Member at Large

### Section X.01

The President shall:

- a. Preside at all general, special, and Executive Board meetings.
- b. With approval of the majority of other Officers, appoint all Standing Committee Chairpersons. Standing Committees include, but are not limited to, Membership, Hospitality, Philanthropy, Education/Programming, and Meeting Space/Sew-Ins/Retreats.
- c. Attend, as desired, committee meetings as an ex officio member of the committee.
- d. Oversee the Chairpersons of the Standing Committees.
- e. Perform other duties as required, as official spokesperson for the Guild.
- f. Serve as co-signer with Treasurer on checks issued by the Guild or co-approver with Treasurer for any disbursement made by the Guild.

### Section X.02

The Vice-President shall:

- a. In the absence of the President, conduct Guild meetings and/or Executive Board meetings.
- b. Oversee the review of the Guild bylaws as necessary.
- c. Become President after serving one year as Vice-President.

### Section X.03

The Secretary shall:

- a. Keep minutes of the general meetings, or arrange for a substitute in his/her absence.
- b. Post the minutes of the general meeting on the Guild website.
- c. Keep minutes of the Executive Board meeting or arrange for a substitute in his/her absence.
- d. Provide the minutes of the Executive Board meeting to the President.
- e. Maintain a record of all minutes for the term of office.

### Section X.04

The Treasurer shall:

- a. Receive and hold all Guild monies.
- b. Maintain bookkeeping records of all funds.

- c. Disburse funds as authorized.
- d. Serve as co-signer with President on checks of the Guild or co-approver with the President for any disbursement made by the Guild.
- e. Make a financial statement available for the members on an annual basis. Provide a quarterly financial statement to the Executive Board.

#### Section X.05

The Member at Large shall:

- a. Serve in an advisory role on the Executive Board.
- b. Perform such other duties as requested by the President.

### Article XI. Policies

The membership roster is for use by members only and is not for distribution to non-members, for sale, or for commercial use.

### Article XII. Amendments

These bylaws may be amended at any time. Any such amendment must be approved by a majority of the members of the Guild before the amendment is effective.