

BYLAWS OF PRAIRIE STAR QUILTERS GUILD, INC.

Approved April, 2017

Article 1. Name and Purpose

Section 1. This organization shall be known as the Prairie Star Quilters Guild, Inc., hereafter called the “Guild.” The Guild shall be divided into the Daytime Chapter and the Evening Chapter, hereafter called “Chapter” or “Chapters.”

Section 2. This Guild is incorporated as a not-for-profit educational corporation under the laws of the State of Illinois. No one may profit financially from membership in the Guild; however, members providing professional services for the Guild’s programming and operations may be hired with approval from the Board and fairly compensated.

Section 3. The mission of the Guild shall be to foster the art and craft of quilting by providing **Education, Fellowship, Inspiration, and Service** to the community.

Section 4. The Guild shall be nonpartisan and nonsectarian.

Section 5. The Guild’s official logo shall be the “Prairie Queen” quilt block, #3047, from Brackman’s *Encyclopedia of Pieced Quilt Patterns* (1993, American Quilters’ Society).

Section 6. The fiscal year for the Guild shall be June 1 to May 31.

Article II. Meetings of the Guild

Section 1. Meetings of the Chapters shall be held each month from June through November and January through May.

Section 2. Combined meetings of the Chapters may be held with the cooperation of the Chapter Vice-Presidents, Programs Vice-President and the approval of the Board of Directors, hereafter known as the “Board.” These combined meetings may include the Guild’s Annual Banquet in May and the Guild’s annual social meeting in the summer.

Section 3. The Chapters shall meet jointly for the Guild’s Annual Meeting, which shall be held in April of each year to elect the new Board, approve the budget for the next year, and conduct such other business as may be deemed necessary. The quorum for this meeting shall consist of 20% of the current membership.

Section 4. If a Chapter meeting needs to be cancelled due to emergency or inclement weather, the membership will be notified as soon as possible.

Article III. Membership

Section 1. Any person over the age of 14 with an interest in the art of quilting shall be eligible for membership in the Guild.

Section 2. Membership dues shall be recommended by the Board and approved by the membership at the Annual Meeting. Membership entitles the member to attend all meetings, have priority registration for workshops, and exhibit quilts in the guild's quilt show. The membership year shall run from June 1 through May 31.

Section 3. Annual dues are due by June 1st. Failure to pay dues will result in the loss of membership.

Article IV. Elections

Section 1. The elected members of the Board for this Guild shall be elected at the Annual Meeting of the membership in April of each year. All board positions with the exception of Quilt Show chair are elected positions.

Section 2. Each candidate must be an active member in good standing and agree to accept the responsibilities of that position. A candidate for the office of President shall have had previous experience serving as a member on the Board.

Section 3. Contracts/Program Vice-President and Treasurer shall serve two-year terms. All remaining elected Board members shall serve one year terms. President, Contracts/Program Vice-President and Treasurer shall not be elected to a third consecutive term.

Section 4. Nominations for the full slate of elected officers shall be published in the Guild's newsletter at least 30 days before the election.

Section 5. Additional nominations may be made from the floor at the Annual Meeting with the consent of the person nominated. Any nominee must be an active member in good standing (*Roberts Rules of Order*).

Section 6. Any elected position that becomes vacant before the completion of the term of office will be filled as soon as possible by the Nominations Chair with the approval of the Board. That person will serve until a successor is elected.

Article V. Boards and Officers

Section 1. The **Executive Board of Directors**, hereafter called the "Executive Board," consists of the following elected officers: President, Programs Vice-President, Daytime Vice President, Evening Vice President, Secretary, and Treasurer. They shall meet annually to renew the charter of the corporation.

Section 2. The **Board** shall consist of the Executive Board and the chairperson of the following Committees: Activities, Beekeeper, Education, Community Service, Contracts, Library, Media, Membership, Newsletter, Nominating and Quilt Show. The Board shall meet monthly except in December to manage the affairs of the Guild. The term of office will begin on June 1st. A quorum for conducting business at a Board meeting is a simple majority of the Board.

Section 3. It is the responsibility of Executive Board members to attend all Board meetings. It is the responsibility of Board members to attend Board meetings or submit a written report.

Section 4. Each Board member is allowed one vote in conducting the business of the Guild.

Section 5. No Board member may hold two Board positions simultaneously.

Article VI. Duties of the Executive Board Officers

Section 1. **The President** shall preside at all Board meetings, Executive Board meetings, the Annual Meeting, the Guild Annual Banquet joint meeting, any other joint Chapter meetings and at Chapter meetings in the absence of the Chapter Vice President. The President shall be an ex-officio member of all Committees except the Nominating Committee and shall perform such duties as are necessary to the office. The President shall appoint any committee chair not otherwise provided for in these Bylaws. The President shall co-sign, with the Contracts Chair, all contracts relating to guest speakers. Any other contracts must be co-signed by the appropriate Board member and the President. The President casts a vote only to break a tie in Board decisions. If the President cannot preside over a Board meeting or a joint meeting for the Guild, the Programs Vice-President shall preside over that meeting.

Section 2. The **Programs Vice-President** has completed a year as Contracts Chair and shall have the primary responsibility for producing the monthly meeting programs and workshops, when offered.

Section 3. The **Chapter Vice-Presidents** shall preside at all meetings of their respective Chapter and recruit members to assist at chapter meetings as needed.

Section 4. The **Secretary** shall keep minutes for the Executive Board, the Board, and Annual meetings. The Secretary will present the minutes of each at the next Board meeting for acceptance or correction. The Secretary will keep the corporate records, as noted in Article X, Section 2. The Secretary shall conduct all Board correspondence for the Guild as required.

Section 5. The **Treasurer** shall act as custodian of the dues, fees and funds of the Guild. The Treasurer shall distribute financial statements to Board members at least 24 hours prior to each Board meeting. Financial statements will be made available to Guild members upon request. The Treasurer shall prepare an annual budget for the following fiscal year to be presented to the Board for review in March. This proposed budget shall include estimated program, operating and contract costs for the coming fiscal year. This proposed budget will be presented to the membership for their approval at the April Annual Meeting. The Treasurer shall follow State and Federal tax regulations, including an annual audit of the books, with respect to the operation of a not-for-profit educational organization. Checks will be signed by the Treasurer, and all checks over \$1,000 must have prior written approval from the President or the Board. The Treasurer shall deposit all funds to the credit of the Guild in such banks or other depositories as the Executive Board shall approve.

Article VII. Duties of Board Members

Section 1. Each committee shall have one chairperson as a voting member of the Board of Directors. The committee Chair can appoint additional committee members and a Co-Chair as needed. In the case of a Chair's absence, another committee member can attend the Board meeting, present the committee report, and vote.

Section 2. The **Activities Chair** shall be responsible for coordinating arrangements for retreats, venues for the May banquet joint meeting and other activities as requested by the Board. Fees collected for activities shall be submitted to the Treasurer.

Section 3. The **Beekeeper** shall facilitate the formation of new bees, encourage the participation of current bees in Guild projects and help place members into Bees.

Section 4. The **Community Service Chair** is responsible for maintaining a relationship and donation program between the membership and community organizations that would benefit from donations of quilts or quilt-related materials.

Section 5. The **Contracts Chair** shall be elected to a two-year term. The first year shall be served as Contracts Chair and the second year as Programs Vice-President. The Contracts Chair shall be responsible for corresponding and contracting with speakers, and preparing the program schedule. With Board approval, the Contracts Chair may book a speaker requiring more than two years' advance notice and assist the programs Vice-President for that speaker's arrangements in that year.

Section 6. The **Education Chair** shall be responsible for presenting new activities, products and publications concerning quilting to the membership at Chapter meetings.

Section 7. The **Librarian** shall be responsible for the purchasing, cataloging, inventorying and storing materials within Guild storage facilities and for providing for a

check-out system to be used at Chapter meetings. All late fee monies collected shall be submitted to the Treasurer.

Section 8. The **Media Chair** shall be responsible for informing members and the public about the activities and accomplishments of the Guild and creating a liaison with other quilt guilds and other similar organizations. The Media Chair shall be or coordinate with the Guild's Webmaster.

Section 9. The **Membership Chair** shall keep a roster of members, collect dues and guest fees and enroll new members at monthly chapter meetings. The Membership Chair shall be responsible for creating and maintaining a membership list and submitting all receipts to the Treasurer.

Section 10. The **Newsletter Editor** shall prepare the newsletter and arrange for its printing, distribution and website posting.

Section 11. The **Nominating Committee Chair** may not be a candidate for an Executive Board position on the slate chosen by the Committee. The Nominating Committee Chair shall work with the Chapter Vice Presidents to appoint one member from each Chapter to the Committee. The Nominating Committee shall consist of the Chair and at least two members. The slate of nominees must be approved by the Board prior to publication in the Guild's newsletter at least thirty days before the election in accordance with Article IV, Section 4.

Section 12. The **Quilt Show Chair** shall be responsible for the overall planning and execution of the biennial Quilt show. The Quilt show committee should also have a Co-Chair who will assume the responsibility of the Chair of the next show. Both Chair and Co-Chair shall be appointed by the President with the approval of the Board. Other members of the committee will be appointed by the Quilt Show Chair as needed. They shall be responsible for planning and executing the Guild's biennial Quilt Show. This committee shall be in effect from appointment until the completion of the Quilt Show for which they are responsible.

Article VIII. Non-Board Committees

Section 1. The President shall appoint other committee chairs, including but not limited to Bylaws Review Committee, Policy Review Committee and Audit Committee. These chairs shall report to the Board as needed and will not be voting members of the Board.

Section 2. The **Bylaws Review Committee** shall consist of a Chair and at least three members appointed by the President and approved by the Board. They shall be responsible for reviewing the Bylaws for clarity and efficacy every five years or when deemed

necessary by the Board. Proposed revisions shall be presented to the Board no later than the January Board meeting. Notification of proposed changes should be made to members 20 days in advance of the Annual Meeting. These Bylaws may be altered, amended or repealed by new Bylaws adopted with a majority vote at the Annual Meeting. Approved Bylaws shall be made available to members on the Prairie Star Quilters Guild website by June 1st of the year in which they were revised.

Section 3. The **Policy Review Committee** shall consist of the President and two members of the Board. This committee shall review policies annually for clarity, accuracy and relevance in conducting the business of the Guild and compliance with the Bylaws. They shall make recommendations to the Board for approval. In years that the Bylaws are reviewed, the Bylaws Review Committee shall also review the Policies and make recommendations to the Board for approval.

Section 4. The **Audit Committee** shall consist of three members appointed by the President and approved by the Board. This Committee shall audit the books of the Guild within 90 days after the end of the Guild's fiscal year and present a written report at the following Board meeting.

Article IX. Meetings of the Boards

Section 1. The Executive Board shall meet annually to renew the corporation charter, but may also meet when the President or two members of the Executive Board request an emergency meeting.

Section 2. The Board shall meet monthly except in December.

Section 3. In June, following the election of officers, there shall be a joint crossover meeting of the outgoing and incoming Boards to effect a smooth transition. This meeting shall be convened by the outgoing President and turned over to the incoming President.

Article X. Record Keeping

Section 1. All elected members of the Board and chairs of Non-Board Committees shall write an annual report at the close of each year. This report shall consist of the highlights of the year's activities, procedures, and any other pertinent information to aid the incoming position holders. Reports from the Board and Non-Board Committees shall be given to the President and Secretary to be included in the minutes at the joint crossover meeting.

Section 2. The corporate records shall be the responsibility of the Secretary of the Board. These shall include the written records of the meetings of the Board, the Executive Board, the Annual Meeting, Special Joint Meetings called for transacting business of the Guild, contracts entered by the Guild, and the Treasurer's reports.

Article XI. Parliamentary Authority

The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary authority.

Article XII. Dissolution

Section 1. This Guild may be dissolved by a vote of two-thirds of a quorum present at a joint meeting of the Chapters called to consider dissolution. Notice of the meeting must be emailed or postal mailed to Guild members for receipt at least thirty (30) days prior to the meeting.

Section 2. Upon completion of the dissolution vote, all remaining funds and property shall be distributed within 30 days to an organization or organizations deemed eligible by rules of the IRS for a non-profit educational organization. The determination of the eligible recipient(s) of the property and/or funds will be made by a majority vote of the members present to vote for dissolution.