

Seattle Modern Quilt Guild Bylaws

ARTICLE I. NAME The name of this organization shall be the Seattle Modern Quilt Guild, a Washington non-profit corporation, hereinafter referred to as the Guild. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable, educational and public purposes.

ARTICLE II. PURPOSE

Section 2.01 The Seattle Modern Quilt Guild is formed exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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.

Section 2.02 The Seattle Modern Quilt Guild shall be operated as a non-profit corporation according to these Bylaws and any Standing Rules.

ARTICLE III. MEMBERSHIP

Section 3.01 Individual Members Membership shall be open to any person interested in quilts and quilt making. The corporation shall have one class of members consisting of those people who support The Guild's purposes and who have paid the annual dues. New members may join at any time. Membership shall be recognized upon payment of annual dues.

Section 3.02 Affiliate Members Affiliate members shall be a place of business and/or community organization wishing to support the Guild, but without voting authority.

Section 3.03 The membership shall evaluate the performance of the Officers of The Guild according to the guidelines described in these Bylaws and Standing Rules.

ARTICLE IV. FINANCES

Section 4.01 Annual dues shall be determined by the Board of Directors. Dues shall be payable according to a schedule set by the Board and delineated in the Standing Rules.

Section 4.02 Failure to pay dues within the schedule set by the Board and delineated in the Standing Rules shall result in loss of membership and its privileges.

Section 4.03 The fiscal year shall be from January 1 through December 31.

Section 4.04 The annual budget shall be adopted by the Board of Directors for approval by the membership.

Section 4.05 The board shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state and local laws.

Section 4.06 Financial records shall be audited each year by a committee consisting of two or more General Members appointed by the Executive Board.

Section 4.07 Funds/Revenue collected for a specific event, activity, presentation, or class shall be identified, reported, and audited consistent with the general budget records.

Section 4.08 The Treasurer shall prepare an annual report for the Board.

ARTICLE V. MEETINGS AND ELECTIONS

Section 5.01 General Membership Meetings

- a. Meetings of members shall be held on a date and at a place as designated by the Board of Directors.
- b. Meetings shall be announced on the Guild website
- c. Minutes of all meetings shall be available to all members.

Section 5.02 Annual Meeting

- a. The Board of Directors will determine the date of the Annual Meeting which will be held for the purpose of hearing reports of officers and committee chairs, and for any other business that may arise.
- b. The date and time of the meeting shall be posted on the Guild website in 30 days advance.

Section 5.04 Voting

- a. Every act or decision brought to a General Meeting shall be decided by a majority of members present at the meeting.
- b. Each member is entitled to one vote on each matter. Voting shall be by voice, show of hands,

electronic polling or by ballot.

c. The persons entitled to vote at a meeting of the members of the Guild are all persons who are members in good standing of the Guild as of the date of the meeting.

ARTICLE VI. OFFICERS

Section 6.01 The Guild shall have the following elected officers: President, Vice President, Program Director, Membership Director, Treasurer, Secretary, and Communications Director. These officers shall perform the duties prescribed by the Standing Rules.

Section 6.02 The Officers shall be elected at the Annual Meeting to serve a term of one year.

Section 6.03 Vacancies in an office, excepting that of the Presidency, shall be filled from the membership by a two-thirds vote of the Board of Directors for the remainder of the term. A vacancy in the office of the President shall be filled by a Vice President.

Section 6.04 In addition to general duties prescribed in these Bylaws, particular officers shall have specific rights and duties as delineated in The Standing Rules.

a. President: Shall be responsible for the administration of The Guild, acting with the advice and consent of the Board members as described in the Standing Rules.

b. Vice President: Shall assist the President in the accomplishment of her or his duties; shall assume the President's responsibilities in her or his absence.

c. Program Director: Shall be responsible for The Guild's programs including monthly meetings as detailed in the Standing Rules.

d. Membership Director. Shall be responsible for the various tasks associated with the membership as delineated in the Standing Rules.

e. Treasurer. Shall administer and keep accurate records of the Guild's finances; shall deposit the Guild's funds in a bank designated by the Board; shall pay bills on behalf of the Guild and have the power to approve bills for payment; shall prepare an annual financial report and the budget for presentation to the Board and shall provide interim reports upon direction of the Board.

f. Secretary. Shall record minutes at all monthly membership meetings, board meetings and annual meetings, keep them in order for referral, as well as perform other duties as stated in the Standing Rules.

g. Communications Director. Shall be responsible for maintaining and posting information to The Guild's social media accounts.

Article VII. BOARD OF DIRECTORS

Section 7.01 The Board of Directors shall have full power and authority over the affairs of The Guild, excepting those matters specifically reserved to the membership under these Bylaws. This includes setting policies, fixing the hour and place of Board and General Meetings, control of the Guild funds and establishment of Standing Rules.

Section 7.02 Officers and Directors shall be elected annually according to the Bylaws and Standing

Rules and will comprise the Board along with the immediate past President.

Section 7.03 The immediate past President shall be a non-voting Board position and serve only one year.

Section 7.04 A quorum of the Board shall be a majority of its members.

Section 7.05 The Board shall follow procedures as defined by the Standing Rules.

Section 7.06 Meetings: The Board of Directors shall meet no fewer than 6 times a year.

- a. Each Board Member is to receive a specific job description at the beginning of each term of office.
- b. Board Members are required to attend Executive Board Meetings unless excused by the president.
- c. Special Meetings may be called by the President, or by written request of three (3) Members of the Board or five (5) members from the General Membership.
- d. Executive Board Meetings are open to the General Membership.

Section 7.07 The Board of Directors may amend the Standing Rules as they see fit at any board meeting attended by a quorum, with a simple two-thirds majority vote.

ARTICLE VIII. POLICIES

Section 8.01 A Policies manual will be maintained by the Officers of the Guild and shall accompany the Bylaws. This manual shall serve to enhance details of the Bylaws, contain any Standing Rules determined by the Guild to ensure smooth operation of the corporation, and will reflect decisions affecting the membership. The manual shall be retained by the President.

Section 8.02 The title for all property, funds and assets of the Guild, whether incorporated or not, shall at all times be vested in the Guild for the joint use of members and no member or group of members shall have any severable right to all or any part of such Guild property.

Section 8.03 The Membership Roster is for use by members only and is not for distribution to non-members, for sale, or for commercial use.

Section 8.04 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 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.

Section 8.05 All proceedings of the Guild shall be fair and open.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Section 9.01 The rules of Robert's Rules of Order, Newly Revised, shall govern in all cases where they are not inconsistent with these Bylaws or any Standing Rules of The Guild when the person chairing the meeting or the membership finds it necessary.

ARTICLE X. AMENDMENT OF BYLAWS

Section 10.01 These Bylaws may be amended at any General Meeting of the Guild by a majority vote of the General Membership present. Any proposed amendment must be submitted in writing and must have been presented at a previous General Meeting prior to voting.

ARTICLE XI. REQUIREMENTS TO BE EXEMPT AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE

Section 11.01 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 federal tax code.

Section 11.02 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 1 hereof and in Article II of this constitution.

Section 11.03 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 the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 11.04 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 11.05 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.

Date Summary of Changes

1/14/2013 Bylaws Approved

10/2/2013 Amendment: Article XIV Approved

9/10/2014 Approved as amended

10/14/20. Sections VII, VIII, and IX consolidated into one section to reduce redundancies. Subsequent sections renumbered accordingly. Positions of Vice President and Communications Director added. VP-Programs and VP-Membership renamed Program Director and Membership Director. Option to vote electronically at virtual meetings added. Detailed description of officers' duties moved to Standing Rules. Approved by membership at general meeting on 10/14/20. For future consideration: Suggestion made to change to gender neutral language where possible during next revision. Also recommended that all ballots/voting mechanisms have an option for abstaining.