

Quilters Unlimited of Tallahassee Bylaws
Revised November 2019

Article I – Name

The name of this organization shall be Quilters Unlimited of Tallahassee, Inc., hereafter referred to as the organization or Guild.

Article II – Purpose

Section 1. The purpose of this organization is to:

- (a) promote knowledge of and interest in quilting and the art and history of quiltmaking to members of the organization and to the community at large;
- (b) provide educational activities such as speakers and demonstrations, special interest workshops and lectures;
- (c) provide opportunities for members to engage in group quilting events;
- (d) host and/or participate in events and activities that promote the art of quiltmaking; and
- (e) serve the community through charitable activities involving quilting.

Section 2. This Guild shall be a non-profit corporation. As a non-profit corporation, the activities of the Guild shall be conducted in such a manner that no part of the net income shall benefit any individual member of the Guild. Notwithstanding the above, the following activities, neither of which violates the above requirement of a 501(c)(3) tax exempt organization pursuant to the Internal Revenue Code, are permitted: A member may be hired as a principle lecturer/teacher/or quilter by the Steering Committee. The Guild may sell items at quilt shows and craft shows for fund-raising to support the Guild.

Section 3. No part of the activities of the Guild 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.

Article III -- Governance

Section 1. These Bylaws shall govern the operations of the Guild, and shall be supplemented by Policies and Procedures.

Section 2. These Bylaws can be amended at any regular meeting of the organization by a two-thirds vote of the members present, providing previous written or electronic notice has been given.

Section 3. Policies and Procedures can be amended by the Steering Committee in accordance with Roberts Rules of Order Newly Revised.

Article IV – Officers

Section 1. The elected officers of this organization shall be the President, President-Elect, Membership Vice-President, Secretary, and Treasurer.

Section 2. The officers shall be elected to serve for one year. No officer may hold the same office for more than three consecutive years.

Section 3. No officer shall hold more than one office at a time, although an officer may chair a committee in conjunction with an office.

Section 4. If the office of President becomes vacant, the President-Elect shall automatically become President for the remainder of the term. Any other vacancies shall be appointed by the Steering Committee.

Section 5. The resignation of the President shall be submitted in writing to the Secretary, with verbal notification to the President-Elect and the Secretary. All organization records in the President's possession shall be transferred to the President-Elect or other member of the Steering Committee as soon as possible. The resignations of other elected officers shall be submitted in writing to the Secretary, with verbal notification to the President.

Section 6. Officers for the upcoming year shall be solicited by a Nominating Committee. A nominee must have been a member of the organization for at least one year and must give prior consent to the nomination.

Article V – Duties of Officers

Section 1. The President shall preside at all meetings of the organization and the Steering Committee. In consultation with the other officers, the President shall appoint all Committee Chairpersons. The President shall be an ex-officio member of all committees except the Nominating Committee. The President may appoint Ad Hoc Committees as needed.

Section 2. The President-Elect shall assist in such duties as the President may direct and shall serve in the absence of the President. The President-Elect shall chair the Nominating Committee.

Section 3. The Membership Vice-President shall serve in the absence of the President and President-Elect, keep a current list of membership, collect all membership dues, and publish the Membership and Information Directory for distribution.

Section 4. The Secretary shall keep accurate records of the decisions and actions of the General and Steering Committee meetings of the organization.

Section 5. The Treasurer shall deposit all monies received and pay all bills approved in the annual budget. The Treasurer shall keep an accurate, itemized record of all receipts and expenditures in the format specified by the Steering Committee. The Treasurer shall present a financial report at each Steering Committee meeting.

Unless other arrangements have been made, the Treasurer shall be responsible for filing any required documents to the Internal Revenue Service, State of Florida's Dept. of Agriculture & Consumer Services, Dept. of Revenue, and the Secretary of State/Division of Corporations.

Article VI – Steering Committee

Section 1. The elected officers, the immediate past president, and the appointed chairpersons of Standing Committees, Support Committees and Ad Hoc Committees shall constitute the Steering Committee. The committee chairpersons shall serve for a term corresponding to the President who appointed them. Chairpersons may be members of other Committees, and chair more than one Committee.

Section 2. The Steering Committee shall conduct the affairs of the organization, including approval of the budget. The Steering Committee will meet upon the call of the President.

Section 3. It shall be the responsibility of all officers and Standing Committee chairpersons to attend the meetings of the Steering Committee, to present reports to the organization, and to support the organization in its activities.

Section 4. One half of the elected officers, immediate past president, and Standing Committee members, either present at a committee meeting or submitting their votes by electronic or written means, shall constitute a quorum.

Section 5. All Steering Committee members are required to submit a written annual report to the President. The report shall cover the activities of the year, recommendations for continuing and improving projects and programs, and budget recommendations for the upcoming year.

Article VII –Committees

Section 1. Committees and responsibilities are outlined in Guild Policies and Procedures.

Section 2. Support Committee Chairpersons are not required to attend Steering Committee meetings, but if in attendance, they may participate in votes on motions put forward for Steering Committee approval.

Section 3. Ad Hoc Committees may be designated to assist the President in carrying out responsibilities and activities of the Guild. The Chairpersons of Ad Hoc Committees are not required to attend Steering Committee meetings unless they have a report or are on the agenda. If in attendance, they may participate in votes on motions put forward for Steering Committee approval.

Article VIII – Membership

Section 1. Membership is open to all persons interested in the purpose of this organization.

Section 2. 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 preferential placing in any guild-sponsored function; may place items on meeting agendas; be informed of all decisions by the Steering Committee; and have access to the membership roster, the minutes of business meetings, and the treasurer's reports.

Section 3. The Steering Committee shall set policies regarding the attendance of non-members at guild-sponsored lectures and workshops.

Article IX – Monthly Meetings

Section 1. The time and place of the monthly meeting shall be established by the Steering Committee.

Section 2. One fourth of the yearly membership at a monthly meeting shall constitute a quorum.

Article X – Fiscal Administration

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

Section 2. The Treasurer and President individually shall have signature authority for the organization's bank account.

Section 3. The President, in conjunction with the Treasurer, shall review the budget recommendations of the Committee Chairpersons and propose a Budget for the following year to present to the Steering Committee no later than the end of November.

Section 4. An audit of the Guild financial records will be done every year after the close of the fiscal year. The President will appoint an Audit Committee which will present a report to the Steering Committee.

Section 5. Annual dues for the upcoming year may be established at any regular meeting by a simple majority of the membership present, based on the recommendation of the Steering Committee.

Section 6. Annual dues for the coming year shall be paid no later than the January meeting. A member whose dues are in arrears after the January meeting shall be dropped from the membership roster. The Steering Committee may, at its discretion, establish reduced fees for new members joining at times other than the beginning of the year.

Section 7. The Steering Committee may, at its discretion, establish fees for of non-members at guild-sponsored lectures and workshops.

Section 8. The title for all property, funds, and assets of the Guild, whether incorporated or not, shall at all times be vesting 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 property.

Article XI – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and other rules of order that the organization may adopt.