



Bylaws

Updated May 2023

Article I: Name, Purpose, and General Matters

1.1 Name: The name of the organization will be the Tacoma Modern Quilt Guild also referred to as “The Guild” or TacMQG.

1.2 Purpose:

The Guild is an affiliate member of the Modern Quilt Guild, Inc. Through a group exemption with the Modern Quilt Guild, Inc., the Guild is a 501(c)(3) tax-exempt organization.

Within the scope of these purposes, the Guild is organized and operated to:

- Develop and encourage the art of modern quilting
- Work with other guilds and groups with a similar purpose
- Encourage new quilters and other fiber artists interested in non-traditional and non-art fiber projects.
- Offer educational opportunities through classes, workshops and sharing of information.
- Support and provide opportunity for “charity” or other works that provide back to the community through the use of modern quilting skills

1.3 Location and office: The Guild will maintain a PO Box mailing address within the state of Washington and a registered contact.

1.4 Powers: Members and directors of The Guild are subject to adherence to these Bylaws.

1.5 Fiscal Year: The fiscal year begins on January 1 and ends on December 31 of each year. The Budget is presented for approval of members, with the President and/or Treasurer delivering reports.

1.6 Annual Meeting: The June meeting of The Guild will be considered the Annual Meeting and is when board elections are held.

1.7 Privacy: Member information is for the purpose of The Guild business only and every effort will be made to protect the privacy of individual members. Personal information of members will never be offered for sale or otherwise to non-authorized parties.

1.8 Robert's Rules of Order: Voting in general meetings and Executive Council meetings will be conducted in accordance with Robert's Rules of Order unless specifically excluded by these Bylaws.

1.9 Non-Discrimination: No person may be denied membership to The Guild or be denied participation in any Guild events or activities because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital or parental status, sexual orientation or physical, mental, emotional or learning disability.

Article II: Members

2.1 Membership: Membership is granted to anyone 18 years or older upon completion of membership application and payment of dues. Paid members in good standing receive a single vote in Guild matters. Members must adhere to the code of conduct to remain in good standing and maintain membership.

2.2 Dues: The annual dues amount will be set by the Executive Council. If a member withdraws from The Guild, dues will not be prorated or refunded. Annual dues are payable by the January meeting, and must be received by the February meeting to remain in good standing. The Executive Council has the authority to authorize payment arrangements on a case-by-case basis. Prospective members or visitors may attend the first two meetings at no charge. New members must pay dues by the third meeting. For members joining after June 1st dues will be ½ dues.

2.3 Meetings: The Guild will hold a monthly meeting. The timing of the meeting will be determined by the Executive Council. The time of the meeting will not change in a fiscal year unless special circumstances are determined by the Executive Council.

2.4 Voting: Each member in good standing receives one vote towards Guild matters.

2.5 Revoking of Membership: Membership may be revoked in cases of actions that threaten the non-profit status of The Guild. Membership may also be revoked for violating policies set by the hosting meeting space or by participating in any activity related to The Guild that is blatantly criminal.

Article III: Officers

3.1 Officers: The Executive Council shall consist of President, Vice President(s), Secretary, and Treasurer.

Each officer must be a member in good standing for the entire term. Candidates must understand and adhere to The Guild's purpose. Officers must attend 80% of the general and Executive Council Meetings.

3.2 Nominating Committee: A nominating committee will be formed under supervision of the Executive Board no later than 30 days prior to elections. The committee will solicit nominations from the Members and Members may offer themselves as candidates. The Committee may consider offers of co-officers for any position or committee.

3.3 Election of Officers: Officers will be elected to a one-year term by a majority of the members present. Term will be July 1st through June 30th. Voting is by paper or electronic ballot and will be tallied by 2 members in good standing who are not in consideration for an officer position.

3.4 Installation of Officers: Officers will be installed immediately following the election for the term of one year unless they resign or are removed from office or membership. All books and papers regarding The Guild shall be delivered to the new Officer prior to, or by the July Meeting.

3.5 Filling of Vacancies: An Officer may resign at any time. Any Officer position with the exception of President can be appointed by the Executive Council. A Vice President will fill in for President until Elections can be held.

3.6 Powers and Duties: The Officers are listed below. Each Officer is responsible for one or more committees. Any elected officer may co-sign reimbursement forms to authorize payment by the treasurer.

a. President. The President shall lead General and Executive Board meetings and act as agent for service in legal matters. The President may delegate meeting responsibilities, as necessary to the Vice President(s) or another officer. The President may delegate execution of documents and contracts, and serve as co-signer with Treasurer on checks of the Guild.

In conjunction with the Vice President of Programs, the President will plan and organize General Membership meetings and provide input and assistance on other events including special events, guest speakers, workshops, retreats and field trips. This position will oversee the following committees: Nomination, Audit and the review of the Guild Bylaws as necessary.

b. Vice President of Programs. The Vice President of Programs, in the absence of the President, may conduct General Membership meetings and/or Executive Board meetings. The V.P. may assume the responsibilities of President in the event the President cannot complete the term of the elected office.

This position will maintain a record of proposed Guild activities, including, but not limited to: meeting topics, challenges, charity projects, and social events. Duties include assisting the President in planning and organizing the General Membership meetings, and

taking the lead on organization and planning of other other events, including special events, guest speakers, workshops, retreats and field trips. The VP of Programs will oversee the following committees: Education; Events; Community Quilts.

c. Vice President of Technology and Communications. The Vice President of Technology and Communications, in the absence of the President, may conduct General Membership meetings and/or Executive Board meetings. This position will maintain and update the website, newsletter and blog posts, manage Zoom and in-person meeting set up and configuration. This position will oversee the following committees: Communications/Technology; Media; Block of the Month; Swaps and Challenges.

d. Secretary: The Secretary shall record minutes during Executive Board and General Membership meetings. This position will maintain a current membership contact list and lead and facilitate meetings when the President and Vice President are unable to attend general meetings. The Secretary will assist the VP of Technology and Communications as needed and oversee the following committees: Sunshine (proposed for greeters, cards, birthday list; birthday raffle) and assist with the Membership committee as needed.

e. Treasurer: The Treasurer will maintain a bookkeeping record of all funds and disburse funds using the TMQG reimbursement form which have been authorized by an elected officer. This position will serve as co-signer with other authorized TMQG Officers. The Treasurer will make a financial statement available for the members and provide a financial statement to the Executive Board. The treasurer shall make payments as directed by the Executive Board and maintain the Google member distribution list. The treasurer is also responsible for filing annual tax reporting and filing Profit and Loss documents with the Modern Quilt Guild and oversee the following committees: Membership and Fundraising.

Article IV: Executive Council

4.1 Members: The Executive Council shall consist of the elected Officers of The Guild.

4.2 Powers: As directed by these Bylaws, the Executive Council will be responsible for managing the business and affairs of The Guild.

4.3 Meetings: The Executive Council shall meet at least four times per year on a schedule that is agreed upon by the members. The Executive Council may invite other persons as guests to these meetings.

4.4 Quorum: At all meetings of the Executive Council, 50% of the members must be present to constitute a quorum for the transaction of business. If the quorum is not met, the meeting may be immediately adjourned and rescheduled.

4.5 Voting: A majority of the Executive Council members present at a meeting where the Quorum is met will constitute an affirmative vote.

4.6 Electronic Meeting: Executive Council members are allowed to electronically attend meetings.

Article V: Committees

5.1 Committees: Committees are created to assist the Executive Council in carrying out activities and responsibilities to The Guild. Any member can suggest committees and the Executive Council may officially create or dissolve a committee.

5.2 Chairpersons and Members: Any member of The Guild in good standing can belong to one or more committees at any one time. Chairpersons will be appointed by a member of the Executive Council.

5.3 Chairperson Responsibilities: The Committee Chairperson is responsible for the general supervision of the committee and its membership. The Committee Chairperson reports to its respective Executive Council officer. The Committee Chairperson is responsible for providing the President monthly reports of pertinent information and for notifying the Executive Council immediately of any concerns or issues.

5.4 Term: The Annual term for committee chairpersons shall follow the fiscal year of January to December.

5.5 Resignation and Removal of Committee Chairpersons: The Executive Council may remove a Committee Chairperson no longer in good standing. In the event of removal or resignation, the Executive Council may appoint a replacement Committee Chairperson.

5.6 Meetings: Each Committee may meet as needed and set its own rules for quorums and voting.

5.7 Financial Affairs: Each committee will work with the Treasurer. At no time should the committee be considered to be independent of The Guild nor fail to submit money or expenses to the Treasurer.

5.8 Standing Committees (may be included but not limited to):

- a. Membership
- b. Fundraising
- c. Communication/Technology
(Assist with newsletter content, blog posts, website updates)
- d. Media
(Social media and photo posting)
- e. Community Service

- f. Challenges, Swaps
- g. Block of the Month
- h Nominating
- i Education
- j. Events

Article VI: Execution of Documents

6.1 General: The Executive Council will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.

6.2 Contracts: The Executive Council has the power to execute contracts on behalf of The Guild and to delegate such power to others on a case-by-case basis.

Article VII: Guild Funds

7.1 Bank Account: All funds delivered to The Guild will be deposited in The Guild bank account. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of The Guild. A member of the Executive Council will be designated as the back up to the Treasurer.

7.2 Petty Cash on Hand: The Treasurer will maintain a Petty Cash Fund not to exceed \$50.

7.3 Treasurer Review Committee: A Treasurer report will be given at each meeting.

7.4 Budget Adoption: Executive Council will approve a budget every 6 months for the first year of The Guild operation and on a yearly basis after that.

Article VIII: Indemnification and Insurance

8.1 Indemnification of Officers, Members, and Volunteers: The Guild may purchase indemnity insurance as needed for Guild business.

8.2 Insurance: The Guild may purchase and maintain D&O (Directors and Officers) insurance for any member of the Executive Council.

8.3 Fidelity Bond: The Guild may purchase and maintain a Fidelity Bond when non-profit status is achieved.

Article IX: Amendment

9.1 Amending the Bylaws: The Executive Council may propose an amendment to these Bylaws at any time.

The proposed amendment must be electronically proposed via The Guild's website 2 weeks prior to a regular meeting. Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

Article X: Dissolution

10.1 In the event The Guild is dissolved, the money in The Guild's bank accounts will be donated to the Modern Quilt Guild.

End of Document - 05/2023