

UPCOUNTRY QUILTERS GUILD, INC.

ORGANIZED AUGUST 1, 2017

CONSTITUTION, BYLAWS AND STANDING RULES

ARTICLE 1 - NAME

- A. This organization shall be known as the UPCOUNTRY QUILTERS GUILD, INC.
- B. Hereinafter it will be known or referenced to as the "Guild."
- C. The address will be: P. O. Box 1493, Pickens, SC 29671

ARTICLE II - PURPOSE

- A. To foster the art of quilting.

ARTICLE III - GUIDELINES

- A. The Guild shall be nonprofit, nonpartisan, and nonsectarian.
- B. Net income received from activities conducted or sponsored by the Guild or assets given it shall be applied to the operation of the Guild and the support of its purpose. No part of any net earnings or resources from the Guild shall incur to the benefit of any individual (director, officer, or any member of the Guild) except that of which the membership has secured with limitations as deemed necessary and purposed that reasonable compensation may be paid for services rendered to or for the Guild affecting on its purposes. No director, officer, or member of the Guild or any private individual shall be entitled to share in the distribution of any of the Guild's assets on the dissolution of the Guild.

ARTICLE IV - MEMBERSHIP

- A. Any persons with an interest in the art of quilting and the purpose and objectives of this Guild shall be eligible for membership upon payment of the annual dues.
- B. Additional classes of membership may be established if necessary by the Board of Directors with the approval of the Guild membership present at any regular meeting.
- C. Business Members - Given the ongoing support that many area quilt shops provide to the Guild, membership of shops to the Guild will be allowed at no cost. The "Shop" is the member, not an individual. This would entitle member shops to receive, on a monthly basis, the Guild newsletter. However, this would not entitle them to voting rights or the right to hold active operating positions within the Guild.

ARTICLE V - DUES

- A. Annual dues for membership shall be recommended by the Board and approved by a majority of the members present.
- B. Annual dues shall be payable by the January meeting.
- C. Annual dues will be discounted by fifty percent (50%) for the new members joining after July 1st.
- D. Two complimentary visits are allowed to non-members. A guest fee of \$5.00 will be charged for each meeting attended by non-members after two complimentary visits.

ARTICLE VI - OFFICERS

- A. The elected officers shall consist of President, Vice-President, Secretary and Treasurer.
- B. Qualifications: A candidate for an elected office shall have been an active member of the Upcountry Quilters Guild for a period of at least six months prior to nomination. Officers shall be elected for a term of one year, serving from January 1st to December 31st. President and Vice-President shall be elected for no more than two consecutive terms. Secretary and Treasurer shall be elected for no more than four consecutive terms. An officer shall be elected to only one office per term.

ARTICLE VII - STANDING CHAIRS

- A. The Standing Chair positions shall consist of Newsletter Editor, Membership, Quilt Show, Presentation Quilt, Hospitality, Block of the Month, Show and Tell, Tea & Sympathy, Community Service, Public Relations, Activities and Webmaster.
- B. Qualifications: A candidate may hold more than one chair if circumstances make it advisable or necessary. All other qualifications shall be the same as an elected officer, as listed in Article VI (B).

ARTICLE VIII - ELECTION OF OFFICERS AND STANDING CHAIRS

- A. Two months before the Annual Meeting, the President shall appoint a Nominating Committee of three members, of whom one shall be the Vice-President, who shall serve as its chair. From the membership in good standing, this committee shall select one member for each of the offices and standing chairs, and from each shall obtain his/her acceptance of nomination. Names of the nominees shall be announced at the meeting prior to the election.
 - 1. Special Timing:
 - a. September - Nominating Committee is appointed by the President, one of the members to be the Vice President and two other members of good standing.
 - b. September to October Meeting - Nominating Committee develops a slate of nominees to be presented to the Guild membership.
 - c. October Meeting -Slate of nominees is presented to Guild membership and other nominees are solicited.
 - d. November Meeting - Elections are to be held per section VIII (D) and Article XII. New positions are assumed in January.
- B. The Nominating Committee shall contact each person nominated and obtain his/her agreement to serve in that position if elected. Each nominee shall receive a written list of duties for the position for which they were selected.
- C. After the slate of nominees has been introduced to the members, the President shall open the floor for nominations for any position to be filled.
- D. Voting shall be by secret ballot. Ballots shall be tallied by tellers appointed by the President. Each winning candidate must receive a majority of votes cast for that office.
- E. A vacancy on the Board or Standing Chairs shall be filled by a nominee recommended by the Board with the approval of the Guild membership present at the next regular meeting.

- F. The slate of officers and chair persons are to be elected each year. Those officers and chair persons having served a one year term may be asked if they would like to serve an additional term. The only exception is the Quilt Show Chair. This position does serve a two year period. Note Article IX(B)(d), the Vice President shall assume the duties of the President the following year, if willing and able to do so. This is meant to be at the end of the President's term.

ARTICLE IX - DUTIES OF THE OFFICERS AND STANDING CHAIRS

- A. President:
- a. Shall preside at meetings of the Guild in an orderly, speedy, and courteous manner.
 - b. Shall preside at Board meetings.
 - c. Shall attend committee meetings at his/her discretion as an ex officio person, voting only in the case of a tie.
 - d. Shall appoint committees as necessary to carry on the Guild's business.
 - e. Shall sign checking account signature card.
 - f. Shall work closely with the officers for the benefit of the Guild.
- B. Vice-President:
- a. Shall, in the absence of the President, perform all duties of the President.
 - b. Shall be Program Chair for the Guild, as which he/she:
 1. Shall be responsible for the monthly program of the Guild.
 2. Shall also schedule a program for January of the following year and subsequent months if possible to provide a transition period for the incoming Vice-President.
 3. Shall solicit Guild members' input on subjects for programs and participation in programs.
 - c. Shall plan special programs and workshops of interest to the membership.
 - d. Shall plan the above within the budget set by the Constitution, By-Laws, and Standing Rules, and shall inform the Treasurer of expenses to be incurred.
 - e. Shall be the director of Special Projects when needed.
 - f. Shall assume the duties of the President the following year, if willing and able to do so.
- C. Secretary:
- a. Shall keep minutes of each Guild meeting and Board meeting and keep these organized in a permanent record.
 - b. Shall present written minutes orally or by newsletter for membership approval at the next regular meeting.
 - c. Shall collect mail from the Guild post office box for general distribution or correspondence if required.
 - d. Shall conduct general correspondence, including thank you notes, etc.
- D. Treasurer:
- a. Shall act as custodian of the funds.
 - b. Shall keep regular accounting records including ledger accounts and check register.
 - c. Shall present an itemized account of receipts and disbursements at each regular meeting.
 - d. Shall render payment to individuals engaged by the Guild for services, lectures, workshops, etc. (Supplies purchased as needed for committee programs.)
 - e. Shall follow the regulations of the IRS, as well as local regulations.

- f. Shall assure that all forms necessary to the operation of an educational organization including the tax filing requirements are filed. The forms may be prepared by an accountant if the Guild deems it necessary.
- E. Newsletter Editor:
 - a. Shall be responsible for publication of a periodic newsletter for the membership.
 - b. Shall publish as many announcements or reports from the Board as possible, provided a deadline (established by the editor) has been met.
 - c. Shall publish the Block of the Month outline as directed by the Block of the Month Chair.
 - d. Shall publish a calendar of quilt events including as many upcoming events as possible such as seminars, workshops, and quilt shows, patterns, and suggested descriptive material supplies.
 - e. Shall mail or electronically forward newsletters to Guild members.
 - f. Shall establish a mailing deadline in agreement with the Board.
 - g. Shall publish new members' names and addresses.
- F. Membership:
 - a. Shall maintain an accurate list of members eligible to vote.
 - b. Shall maintain a directory of all Guild Members present at each meeting.
 - c. Shall maintain a directory of all guests attending each meeting.
 - d. Shall introduce new members and guests at Guild meetings.
 - e. Shall provide name tags for guests or visitors.
 - f. Shall keep receipt book for dues and all other receipts.
 - g. Shall submit funds to Treasurer.
 - h. Shall distribute membership cards to dues-paying members.
 - i. Shall present each new member a copy of the Constitution, Bylaws, and Standing Rules.
- G. Quilt Show:
 - a. Shall oversee the general functions related to the quilt show and appoint all committees necessary for its operation.
 - b. Shall keep accurate, up-to-date records of the expenditures and income from the quilt show.
 - c. Shall be responsible for planning the Guild Quilt Show.
- H. Hospitality:
 - a. Shall serve as host at Guild meetings, greeting members and guests.
 - b. Shall supervise the serving of refreshments at special meetings and arrange, with members, a menu in accordance with the planned occasion.
 - c. Shall open and close meeting place.
 - d. Shall reserve meeting place.
- I. Block of the Month:
 - a. Shall plan and present the Block of the Month to the membership (at each meeting and by newsletter).
 - b. Shall assist each member participating with registration of each block turned in, if necessary.
 - c. Shall hold a drawing for presentation of blocks featured as required.
- J. Show and Tell:
 - a. Shall be responsible for planning and presenting the monthly show and share items.
- K. Tea and Sympathy:
 - a. Hospitalization or death of a Guild member.
 - 1. May send flowers or memorial, as appropriate, at a cost not to exceed \$40.
 - 2. Send card.

- b. Death of spouse
 - 1. Send card.
- L. Community Service:
 - a. Shall be responsible for the selection, collection and distribution of yearly project quilts.
- M. Public Relations:
 - a. Shall arrange for members to loan their quilts for display and arrange pickup and delivery of quilts at various locations.
 - b. Shall be responsible for keeping the public informed about the activities and accomplishments of the Guild.
- N. Webmaster:
 - a. Shall maintain the Guild's online presence.
- O. Activities:
 - a. Position shall be responsible to the Vice President.
 - b. Shall schedule, plan and coordinate bus trips and classes.
- P. Quilt Retreat:
 - a. Shall schedule, plan and coordinate the Guild Retreat. Has the discretion to convene the needed ad hoc committees to help execute this event.
 - b. Shall be responsible for fundraising activities to raise monies for teachers for the retreat. Shall be responsible for fundraising projects to be sold on the off year of the Presentation Quilt.

ARTICLE X - COMMITTEES

- A. Committee members shall be selected by each standing chair to serve the term of duration in that year.
- B. The President shall appoint any other committees deemed necessary.
- C. Written records shall be maintained for all committee meetings and passed on to the new chair or the President each year.

ARTICLE XI - BOARD OF DIRECTORS

- A. The Board of Directors shall consist of all elected officers.
- B. The Board:
 - a. Shall oversee the affairs of the Guild.
 - b. Shall present all recommendations for the approval of the membership.
- C. Written records shall be kept of all Board Meetings.
- D. Board meetings shall be called by the President at least two times yearly and announced to the membership in advance.
- E. All Board members shall be present before a Board meeting shall be held.
- F. Any member of the organization may attend any Board meeting.
- G. Any member of the organization may submit suggestions or grievances in person or in writing by notifying the President in advance of the meeting.

ARTICLE XII - MEETINGS

- A. Regular meeting of the membership shall be held monthly on the fourth Tuesday of each month at 7:00 p.m. The necessary business of the Guild will be conducted at these meetings under the established rules of order. These meetings shall otherwise consist of such features supportive of the purpose of the Guild.
- B. The Annual Meeting shall be held in November/December of each year and shall provide for the annual reports of the officers, for the election of new officers, and other business as required.

- C. The Board of Directors Annual Meeting shall be held shortly after the annual meeting of the Guild. This will be a joint meeting of the outgoing Board and incoming Board.
- D. A quorum for conducting business shall consist of a simple majority of the total attending membership, unless a subject brought to the attention of the floor has already been clarified by the Constitution, Bylaws, or Standing Rules that a quorum of the membership must vote for a ruling to be approved.
- E. Specific Scheduling of Meetings:
 - a. Mid-May - Working membership meeting to go over specific concerns to the membership on overall Guild operations.
 - b. November/December - Working membership meeting to go over specific concerns to the membership on overall Guild operations. Will serve as "Annual Meeting."
 - c. Mid-December - Combined Officers and Chairpersons transition meeting no later than the middle of December to be scheduled by the President. Will serve as an opportunity for all outgoing chairpersons to turn over their responsibilities to new chairpersons. Additionally, will serve as a Board of Directors meeting.

ARTICLE XIII - FISCAL MATTERS

- A. The fiscal year of the Guild shall start on January 1st, and end on the succeeding December 31st. The bank of the Guild shall be designated by the Board. The President and the Treasurer will conduct all business with the bank.
- B. Dissolution will be conducted per the requirement of section III the 501(c)(3) attachment.

III. Distribution upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (See Article I above) 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 shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation 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.

- C. Budget Process
 - a. After elections take place, each chairperson is to review their current and proposed activities and determine what will be financially required to execute this position. The treasurer will have their current figures available.
 - b. Each chairperson will submit their required budget request to the Treasurer and President by January 5th of each calendar year.
 - c. The President will review these numbers with the Treasurer and determine if there is enough money available in the budget.
 - d. The President and Treasurer will then present an overall budget to the Guild membership at the January meeting for approval by vote.
- D. Transactions
 - a. The Treasurer will maintain computerized accounting records for the Guild.

ARTICLE XIV - AMENDMENTS AND PARLIAMENTARY

- A. Amendments: These Bylaws may be altered, amended, or repealed and new Bylaws adopted at any business meeting of the Guild by a quorum of fifty percent (50%) of the members and must be approved by a majority of the quorum. Notification by mail or electronic means three weeks in advance of all proposed changes to amendments shall be provided for all members prior to the vote.
- B. Parliamentary: The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions or parliamentary procedure when rules are not consistent with the Bylaws of the Guild.

ARTICLE XV - BYLAWS AND OTHER STANDING RULES

- A. The Bylaws and all other Standing Rules shall be established and adopted by the Upcountry Quilters Guild, Inc. for its own government and that of the members and officers.

AMENDMENT I

- A. Any financial expenditure outside of the budgeted expenses shall first be reviewed by the Board to assure that funds are available. After this, the expenditure will be put to the membership for approval. It can be adopted at any business meeting of the Guild by a quorum of fifty percent (50%) of the members and must be approved by a majority of the quorum.

DEFINITIONS

BLOCK OF THE MONTH - The chairperson of this committee will choose a block each month. The pattern will be shown at the meeting before the block is due and also printed in the newsletter. Everyone who wishes to participate will bring as many blocks as they want to make and put their name in the basket for the drawing (one chance for each block made). Each person should also put their name on the back of their block.

PRESENTATION QUILT - This is a quilt made by the members to be raffled at a designated time during the year, usually at the quilt show. This is our main fundraiser. Members are to sell tickets.

CHALLENGE BLOCK/QUILT - The quilt show chairperson will designate a member to be the Challenge Chairperson. This member will specify the rules and requirements for a challenge quilt, usually to include the use of a specific fabric. These challenge pieces will be voted on by the members present at our last regular meeting before our biennial quilt show.

NAME TAG DRAWING - Members are encouraged to make and wear their name tags to every meeting. Those who wear a name tag (including visitors) are eligible to enter their name in the drawing for a door prize.

COMMUNITY SERVICE - This is our opportunity to perform a charitable work for our local communities.

MYSTERY QUILT - The chair of this activity provides a section of the instructions for a quilt at each meeting. The final design is not revealed until the last section of instructions is provided.

RETREAT - A quilt retreat is held in the Spring. The cost varies based on the length of time you stay. The fee includes all accommodations and quilting classes. Patterns or supplies provided by the teacher may be extra.