

CALICO CUTTERS QUILT GUILD, INC. BYLAWS

ARTICLE I – NAME

The name of this non-profit organization shall be Calico Cutters Quilt Guild, Inc., Calico Cutters was chartered by the NQA on April 30, 1987. The logo of Calico Cutters shall not be used for any commercial purpose without the written approval from the Executive Board.

ARTICLE II – PURPOSE

The purpose of this Guild shall be:

1. To gather together persons interested in quilts and quilt making, while promoting fellowship among guild members.
2. To support and encourage the art of quilt making both historically and today.
3. To promote the knowledge and understanding of all aspects of quilting.
4. To establish and promote educational and philanthropic endeavors through quilting.

ARTICLE III – MEMBERSHIP

SECTION 1. Members of the Calico Cutters Quilt Guild Inc. are those who pay annual dues.

SECTION 2. Membership in this organization shall be limited to the capacity set by the meeting facility. Thereafter, a waiting list may be formed for individuals wishing to join the Guild.

SECTION 3. Guests are welcome to attend monthly meetings at the current guest fee.

SECTION 4. Members are eligible to vote at the General Meetings on issues presented to the membership, elect officers, and amend bylaws.

SECTION 5. Members are provided a membership card. Members receive by email a membership list, a copy of the Bylaws, a copy of the Guild Policy and Procedures and will be registered to receive all Guild communications.

SECTION 6. Members must attend 3 meetings per year to remain a member in good standing.

ARTICLE IV – ELECTED OFFICERS

SECTION 1. Terms of Office

- A. The elected officers of the Guild are: President, President-Elect, Membership, Program Chair, Treasurer, Secretary, Ways and Means Chair, Communications Chair and Workshop Chair.
- B. Terms of office shall be one year (July 1 to June 30).

- C. Officers are elected for one-year terms and, except for the President and President-Elect, may succeed themselves, with approval of the Nominating Committee, provided another candidate is not found. No Board Member can retain their position for over five consecutive years.

SECTION 2. Executive Board

- A. The elected officers comprise the Executive Board. Two thirds of the Board membership comprise a quorum. A motion is carried by the affirmative vote of a simple majority of the quorum. Each office has one vote.
- B. All day-to-day affairs of the Guild are handled by the Executive Board as the governing body.
- C. All members of the Executive Board fulfill the duties of their office without compensation.
- D. The elected officers serve as the Disciplinary Committee in that the Board exercises the disciplinary function of the Guild. If disciplinary action against a member is deemed appropriate, the Executive Board has the right to ask said member to appear before it. The Disciplinary Committee shall act in accordance with Roberts' Rules of Order.
- E. Executive Board job descriptions can be found in the Guild's Policy and Procedures Document.

ARTICLE V – MEETINGS

SECTION 1. The Guild year runs from July 1 through June 30.

SECTION 2. In the event that it becomes necessary to change the date of the meeting, the membership must be notified. The Executive Board will implement a procedure to notify members as soon as possible of emergency closings or changes in meeting dates

SECTION 3. A quorum to transact business at General Meetings consists of twenty-five percent (25%) of the paid membership. A motion is carried by the affirmative vote of a simple majority of the quorum.

SECTION 4. All members must be notified of all special meetings and workshops at least one week in advance of the date that they are to be held.

SECTION 5. The Executive Board meets a minimum of four times a year to transact all ordinary business. The Board will set time and frequency of all meetings.

ARTICLE VI – ELECTIONS

SECTION 1. The annual election of officers shall be by a simple majority vote of the quorum voting at the May General meeting. In the event that there is only one nominee for each office, a motion can be made to cast a unanimous ballot by acclamation at the April General meeting. This vote will replace the secret ballot at the May General meeting.

SECTION 2. All nominations made by the membership shall be submitted to the Nominating Committee before the April meeting.

SECTION 3. At the April General meeting the Chairman of the Nominating Committee will present a slate of nominees. Additional nominations for any office may be made from the floor by Guild members in good standing.

SECTION 4. A nominee must be cognizant of and agreeable to her name being submitted.

SECTION 5. A nominee must be a Guild member in good standing that has been a member of the organization for at least six months.

SECTION 6. All incumbent officers shall continue in office through June 30 at which time the newly elected officers shall assume their duties.

SECTION 7. There shall be a joint Executive Board meeting of the present and the next year's Board, for the purpose of establishing familiarity, maintaining continuity, and passing on all information and materials after the May General meeting and before the July meeting, the time to be decided by those involved

ARTICLE VII -- STANDING AND AD HOC COMMITTEES

SECTION 1. Terms of Office

- A. There shall be Standing Committees to advance the Guild's objectives. The committees may be added or deleted with Board approval.
- B. Committee chairpersons are appointed by the President with the approval of the Board and are invited to attend Board meetings, but do not have a vote. Each chairperson:
 - reviews the written by-laws and policies and procedures relevant to her responsibilities with the President, paying particular attention to guidelines about the budget
 - seeks Board approval before changing existing policy or implementing new initiatives
 - is responsible for securing her committee members
 - is responsible for finding a replacement if she is absent from a meeting
- C. Committees perform those duties as outlined by the Executive Board in addition to any listed in the bylaws and policies and procures documents.

- D. Tenure of all standing committees terminates with the installation of the new Executive Board.
- E. Ad Hoc committees are appointed by the President with the approval of the Board, and serve for the time required to accomplish their purpose, not to exceed the current Executive Board's term of office without the consent of the new Board.

SECTION 2. Duties of Standing Committees

- A. Current Standing Committee job descriptions can be found in the Guild's Policy and Procedures Document. Significant responsibilities are outlined below.
- B. Charitable Gifts - The Guild shall regularly plan programs and projects geared to support charitable organizations within the community.

SECTION 3. Duties of the Ad Hoc Committees

A. Nominating Committee

1. Consists of five (5) Guild members appointed not later than March of each election year.
2. Consists of a chairperson appointed by the President and an equal number of
3. Board and non-Board members selected by the chairperson.
4. Prepares a slate of nominees and presents it at the April General Meeting.
5. Is responsible for the election-day tally at the May General Meeting if needed.
6. Service on the nominating committee does not preclude a member from being nominated for office.

B. Audit Committee

1. Consists of two members chosen by the President who are not members of the Executive Board.
2. Audits the fiscal year records submitted by the Treasurer before July 31.
3. Audits the financial records whenever there is a change of the Treasurer or whenever the Board requests.
4. Provides copies of the audit to be filed by the Treasurer and the Secretary for the Guild's records.

C. Budget Committee

1. Consists of five (5) members: the incoming President (who serves as chairperson), the outgoing Treasurer, the incoming Treasurer, the outgoing Ways and Means Chairperson, and the newly elected Ways and Means Chairperson. This committee is to be formed each year after the May election. In the event there are not five (5) members for this committee, the committee shall be filled by alternates from the incoming Executive Board.
2. Makes the proposed budget available to members at the August General Meeting.

ARTICLE VIII– DUES

SECTION 1. Annual dues shall not be assessed for the purpose of building up a treasury but shall be used for such operating expenses as: rent, speakers, office supplies, and member communications. All dues are to be collected by the Membership chairperson, who will then forward them to the treasurer.

SECTION 2. The Executive Board shall adjust annual dues and guest fees to meet the operating expenses of this organization, subject to a simple majority vote of the required Board quorum.

SECTION 3. The fiscal year is July 1 through June 30 of each year. The appropriate dues for the Guild membership shall accompany all new applications and/or renewals. Dues may be paid in person or received by the Membership Chairperson no later than the June General Meeting each year. Guild members whose dues are not received by the June General Meeting will be dropped from the Guild. After December 31, dues will decrease to one-half the amount set for the year.

ARTICLE IX – DISCIPLINE

SECTION 1. The Disciplinary Committee consists of the officers of the Executive Board. Should a Board member be considered for disciplinary action, she is automatically disqualified from membership on the Disciplinary Committee.

SECTION 2. Any member, officer or chairperson not performing her duties in a satisfactory manner may be removed by a majority vote of members of the Disciplinary Committee.

ARTICLE X – AMENDMENTS TO THE BYLAWS

SECTION 1. A change in the bylaws may be proposed in writing to the Executive Board by a member, by the Ad Hoc Bylaws Committee, or by the Executive Board.

SECTION 2. After approval of the Executive Board, proposed revisions shall be emailed to members, and announced at the next General Meeting, with voting to take place at the following General Meeting.

SECTION 3. Amendments are approved by a two-thirds vote of the required quorum.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Parliamentary authority is the current edition of Roberts' Rules of Order.

ARTICLE XII– DISSOLUTION

SECTION 1. The Calico Cutters Quilt Guild Inc. may be dissolved by a two-thirds vote of the entire membership; its assets to be disbursed as provided in Article XIII – Disposition of Properties.

ARTICLE XIII – DISPOSITION OF PROPERTIES

SECTION 1. Upon dissolution, the Executive Board shall pay or make provisions for payment of all liabilities of the Guild.

SECTION 2. In the event of dissolution, the Executive Board shall dispose of all assets of the organization exclusively for the purposes of charitable and/or educational organizations provided they qualify as non-profit organizations.

ARTICLE XIV – LEGAL PROCEDURE

SECTION 1. Said corporation is organized exclusively for educational, charitable, religious, or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any further Federal tax code).

SECTION 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any further Federal tax code).

SECTION 3. Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, 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.

ARTICLE XV – LIMITATION OF LIABILITY AND INDEMNIFICATION

SECTION 1. Limitation of Liability

Directors of this corporation shall not be personally liable for monetary damages as such for any action other than provided in 15 Pa. C.S. Sections 513 & 5713. It is the intention of this Section 1 to limit the liability of Directors of this corporation to the fullest extent permitted by 15 Pa. C.S. Sections 513 & 5713, or any other present or future provision of Pennsylvania law.

SECTION 2. Indemnification

The corporation shall indemnify every Director and officer, and may indemnify any employee or agent, to the full extent permitted by the Pennsylvania Nonprofit Corporation Law of 1988, and any other present or future provision of Pennsylvania law. The corporation shall pay and advance expenses to the Directors and officers for matters covered by indemnification to the full extent permitted by such law, and may similarly pay and advance expenses for employees and agents. This Section 2 shall not exclude any other indemnification or other rights to which any party may be entitled in any other matter.

Revision History

Author	Date of Change	Summary of key Revisions
Kathy Nester	November 2021	Section 3 Article II change membership limit of 160 to capacity set by facility
Sue Peck	May 2020	Added Section 6 to Article III
Sue Peck	May 2020	Changed <i>her</i> to <i>their</i> in Article IV, Section 1 C
Sue Peck	May 2020	Added page numbers to document.
Mary Zoshak	April 2019	Changed further to future Article XIV, Section 2, 2 nd paragraph (suspected typo)
Mary Zoshak	April 2019	Deleted comma Article XIV, Section 3, after the word religious.
Cindy Zencey	December 5 th 2017-June 6, 2018	<ol style="list-style-type: none"> 1) Moved detail of Board responsibilities to Policies and Procedures document. 2) Removed the number eight for all sentences describing Elected Officers.
Cindy Zencey	June/July 2018	Increased the maximum membership to 160 in Article III Section 2.
Pat Barton	September 14 th , 2016	Removed reference to NQA