BYLAWS of
PIECING PARTNERS QUILT GUILD, INC.

(Amendments approved _____, 2026) A Federal 501c (7) Organization

ARTICLE 1 – NAME and OFFICES

1.1 The name of this organization shall be the Piecing Partners Quit Guild, also referred to as the "Guild".

1.2 The principal place of business of the Guild shall be reported as the current President's street address. The mailing address shall be P.O. Box 7572, Colorado Springs, Colorado 80933. The Board of Directors (the "Board", as defined in Article 6) may change the principal place of business at any time.

ARTICLE 2 - PURPOSE AND LIMITATIONS

2.1 The purpose of this Guild shall be to promote and exchange ideas on quilts and quilting in our community.

2.2 This Guild is not organized for personal profit. All activities of the Guild shall be conducted in such a manner so that no part of the net income benefits any individual "Member" (as defined below) except that the Board may hire a Member as a principal lecturer/teacher.

2.3 No substantial part of the activities of the Guild shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Guild shall not participate or intervene in any political campaign on the behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Guild shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above.

2.4 In the event of dissolution, any and all properties owned by the Guild shall be distributed only to quilt related organizations that qualify as nonprofit under the Internal Revenue Service code, and the Board shall select the recipients.

ARTICLE 3 - MEMBERS

3.1 A Member is a person whose current dues to the Guild are paid or waived (see Article 6.1).

3.2 Membership in the Guild ("Membership") shall not be restricted on the basis of race, color, nationality, sex, age, sexual orientation, or religion.

3.3 Annual dues shall be payable in advance, on, or before January 31 each year for the current calendar year. Any Member owing the Guild any unpaid fees or fines shall not be allowed to renew Membership until such fees or fines are paid in full.

3.4 Annual dues shall be established by the Board and submitted to the Guild Members for approval by majority vote of the quorum (see Article 4.2).

3.5 A Member or potential Member seeking financial assistance with the cost of yearly dues may ask for consideration from the scholarship fund to pay for said dues. A Member in good standing may also ask for consideration of financial assistance on costs associated with fees for any Guild workshop. This may be a partial or full cost of a Guild workshop (see Article 6.6 for President responsibilities).

ARTICLE 4 - MEETINGS

4.1 A general meeting will be held monthly, except December, at a date and time set by the Board.

4.2 Quorum. A minimum of 35% of current Membership present at a general meeting shall constitute a quorum, and decisions by a quorum shall be binding.

4.3 The rules contained in "Robert's Rules of Order: Simplified and Applied" shall govern meetings where they are not in conflict with the bylaws, standing rules, or other rules of the Guild.

4.4 Notice of Meetings. Notices regarding the general meeting and Board meetings shall specify the time, place, and purpose of the meeting and shall be delivered, either personally, by mail, or electronically to all embers not less than 10 and not more than 30 days prior to the meeting.

4.5 Voting. All Members in good standing shall have voting privileges. All acts and resolutions of the Members shall be deemed adopted upon a favorable vote of a majority of the votes cast by Members qualified to vote in person at a general meeting or by email ballot in special circumstances.

ARTICLE 5 - ELECTIONS

5.1 The term of the Board shall be one year from January 1 through December 31.

5.2 Election of the Elected Officers (see 6.3.1) shall be every November and conducted as follows:

- 5.2.1 The President shall appoint the Nominating Committee. Members of the Nominating Committee shall understand that they are not eligible for nomination as an Elected Officer.
- 5.2.2 The Nominating Committee Chairperson shall be appointed by August of the current year to select a complete slate of Elected Officer candidates for the following year. The Nominating Committee shall assume that all Elected Officer positions will need to be filled for the following year and focus their recruiting efforts accordingly.
- 5.2.3 The complete slate of Elected Officer candidates will be presented to the Guild Membership through publication in the October newsletter and at the October general meeting.
- 5.2.4 Additional nominations may be made from the floor with the written consent of the nominee.
- 5.2.5 Election of the Elected Officers will be held at the November meeting, after the slate has been presented and nominations from the floor have been closed.
- 5.2.6 Voting shall be by ballot or acclamation.

ARTICLE 6 – BOARD OF DIRECTORS AND DUTIES

6.1 Board of Directors. The Guild shall have a "Board" consisting of at least three Members. The Board shall not be required to be residents of the State of Colorado but shall be Members of the Guild in order to serve. Board members shall serve a term of a minimum of one year or until their successors are elected and qualify. Dues are waived for Elected Officers in their term of office.

6.2 Vacancies. Vacancies on the Board may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining directors at any meeting of the Board.

6.3 Board Positions

- 6.3.1 Elected Officers: President, First Vice President, Second Vice President, Third Vice President, Secretary, Treasurer, and Coordinator positions of Membership, Hospitality, Fundraising, Boutique Fundraising, Community Outreach, Member Activities, and Communications. There shall be one vote per Elected Officer position.
- 6.3.2 Appointed Officers: Corresponding secretary and Parliamentarian and such other positions as the Board shall deem desirable. The President shall be solely responsible for said appointments with Board approval. Appointed Officers shall be advisory (non-voting) positions.
- 6.3.3 The prior year Elected Officers may serve in an advisory (non-voting) capacity on the Board during the year following her/his term.

6.4 Powers and Duties of the Board. The Board shall have control and general management of the affairs, property, and business of the Guild and, subject to these Bylaws, may adopt such rules and regulations as the Board may deem proper. The Board may authorize expenditures in excess of budgeted amounts. Powers of the Board shall include, but not be limited to, the appointment and removal of any Elected Officer of the Guild.

6.5 Board Meetings.

- 6.5.1 Regular meetings of the Board shall be held monthly during the year. Additional Board sessions may be called whenever deemed necessary by the President or a Board member.
- 6.5.2 A majority of Board members shall constitute a quorum, and a quorum shall be required for any action taken during a Board meeting.
- 6.5.3 Board meetings shall be open to all Guild Members as non-voting observers or advisors. Guild Members may voice specific concerns/questions once recognized by the President. The Board may at times hold executive sessions to discuss sensitive or private concerns.
- 6.5.4 Notice of time and place of Board meetings shall be published in the newsletter prior to the meetings. Notice of additional Board sessions shall be made to Membership via email and social media notification.
- 6.5.5 In the event the Board is unable to hold a meeting in person; the President or a Board member may call for a virtual meeting. All business at said virtual meeting shall be considered action by the Board, provided a majority of the Board members are in attendance. The Secretary of the Board shall maintain minutes of said virtual meeting.
- 6.5.6 If immediate action is necessary, the President or a Board member may call for an email discussion, and vote provided a majority of the Board members are active in the email discussion and vote and

provided the email exchange is open for discussion for at least 72 hours. Action taken via email shall be documented at the next Board meeting by the Secretary.

6.6 The President shall:

a. Preside over the general meetings and Board meetings.
b. Coordinate relationships between committees.
c. Appoint chairperson of standing committees and special committees.
d. Be an ex-officio member of all committees except the Nominating Committee.
e. Prepare monthly agenda, supply a copy to the Secretary.
f. Be authorized to write checks on all accounts.
g. Oversee, on a monthly basis, all functions of the treasury.
h. Coordinate with Treasurer for monitoring of post office box.
i. Perform such other duties as may be required or directed by the Board.
j. Prepare a written annual report and provide a copy to the Secretary and Newsletter Editor for inclusion in the January newsletter.
k. Transfer records of office to successor as soon as possible, but no later than the December Board meeting.
l. Coordinate with Facility Liaison use of building and equipment.
m. President will review and approve or deny scholarship fund requests for Membership dues or fees associated with any Guild workshop.

6.7 The First Vice President shall:

a. Perform duties of the President in the absence of the President.
b. Coordinate Guild meeting speakers, workshops, and education programs for the current year.
c. Be responsible for implementation of contractual matters between the Guild and speakers/teachers, including verification that all copyright laws are protected and provision of proper invoices and tax information.
d. Perform hosting responsibilities, such as housing and transportation, as may be needed by a guest speaker.
e. Present list of approved programs and workshops at the January meeting.
f. Notify Facility Liaison of specific needs for each meeting or workshops.
g. Oversee mechanics of workshop registrations and operations for the current year and collect associated fees. Submit to the Treasurer promptly.
h. Perform such other duties as may be required or directed by the Board.
i. Prepare a written annual report and provide a copy to the President, Secretary, and Newsletter Editor for inclusion in the January newsletter.
j. Transfer records of office to successor as soon as possible, but no later than the December Board meeting.

6.8 The Second Vice President shall:

a. Perform duties of the President in the absence of the President and the First Vice President.
b. Initiate and finalize contract(s) with individual(s) for Guild meeting programs, workshops, and education programs for the following year(s) with the approval of the Board.
c. Survey Members for interest and preferences in future programs and workshops.
d. Assist the First Vice President during Guild meetings with workshop registrations and collecting associated fees for the current year programs.
e. Perform such other duties as may be required or directed by the Board.
f. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor for inclusion in the January newsletter.
g. Transfer records of office to successor as soon as possible, but no later than the December Board meeting.
h. This position requires that the officer will automatically be nominated as First Vice President the following year to retain continuity.

6.9 The Third Vice President shall:

a. Facilitate, coordinate, and collaborate with designated committee(s) for event planning to ensure that any tasks related to, but not limited to, venue, contracts, budget, resources, and timelines are tracked . Annual events may include, but not be limited to, annual fundraising, Guild retreats, and holiday party. This will include working closely with Board members and Committee Chairs to promote the mission, membership, and financial goals of the Guild.
b. Compile data and information to ensure viability of events. This may include research and other organization tasks.
c. Coordinate and communicate with event venue representatives as needed.
d. Oversee mechanics of planning, including committee meeting scheduling, maintaining meeting notes and committee decisions, and other tracking as required.
e. Serve as backup to Second Vice President, First Vice President and President and coordinate with others to ensure other positions are covered as needed.
f. Prepare a written annual report and provide a copy to the President, Secretary, and Newsletter Editor for inclusion in the January newsletter.
g. Transfer records of office to successor as soon as possible, but no later than the December Board meeting.

6.10 The Secretary shall:

a. Record the proceedings of all meetings of the Guild and Board and supply a copy of minutes to the Newsletter Editor and President in a timely manner.
b. Maintain a copy of the most current Bylaws and Standing Rules in permanent records.
c. Maintain a file of letters from authors, designers, and publishers granting permission for use of their copyrighted materials.
d. Conduct correspondence of the Guild.
e. Keep a permanent record and be custodian of all minutes of the Board and general meetings.
f. Perform such other duties as may be required or directed by the Board.
g. Prepare a written annual report and provide a copy to the President and Newsletter Editor for inclusion in the January newsletter.
h. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

6.11 The Treasurer shall:

a. Coordinate with President change of signatories on all bank accounts and be the primary designated signee on all financial transactions of the Guild.
b. Record and maintain financial transactions, records, and filings of the Guild.
c. Chair the Budget Committee meeting within one week of December transitional Board meeting and present the proposed budget at the January Board meeting. Board-approved proposed budget will be published in the January newsletter and presented to Membership for voting at the January general meeting.
d. Prepare an annual detailed financial statement and present it to the Board at the January meeting.
e. Coordinate with Membership and program chairpersons all activities associated with fees and dues.
f. Provide Profit & Loss and Balance Sheet statements on a monthly basis for Newsletter Editor files.
g. Be responsible for acquisition and yearly maintenance of the Guild insurance coverage, including certificates of insurance and binders for special events.
h. Coordinate with the President for monitoring of post office box.
i. Perform such other duties as may be required or directed by the Board.
j. Transfer records of the office to the successor as soon as practical, but no later than immediately following the January Financial Review Committee meeting.
k. The treasury records will be reviewed by January 15 of the new fiscal year by a “Financial Review Committee” composed of at least two (2) non-elected Guild Members to be appointed by the Executive Committee. The results of this review will be presented at a Board meeting no later than February of that year and published in the February newsletter of that year. The names of the Financial Review Committee will be included in the published report.

l. The monthly bank statements and other financial reports will be reviewed by the President and documented.

6.12 The Membership Coordinator shall:

a. Collect dues for Members and fees for guests.
b. Provide name tags at meetings for new Members and guests.
c. Follow established protocols for record keeping, including, but not limited to, tracking and reconciliation of Membership dues.
d. Prepare an annual directory, to be available at the February general meeting. An update to the directory shall be distributed in July.
e. Provide Newsletter Editor and Sunshine Chair with a list of new Members and contact information changes each month. Provide appropriate Board members with access to current Membership information.
f. Perform such other duties as may be required or directed by the Board.
g. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor for inclusion in the January newsletter.
h. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

6.13 The Hospitality Coordinator shall:

a. Have a system for identifying refreshment contributions from Guild Members.
b. Purchase supplies for refreshments as needed, and present the Treasurer with receipts for reimbursement.
c. Remind Guild Members of the month of the Guild general meeting that they will provide refreshments.
d. Coordinate with Third Vice President regarding the annual Holiday Party in November of each year.
e. Perform such other duties as may be required or directed by the Board.
f. Prepare a written annual report and provide a copy to the President, Secretary, and Newsletter Editor for inclusion in the January newsletter.
g. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

6.14 The Fundraising Coordinator shall:

a. Be responsible for all tasks and decisions required for the annual silent auction fundraiser.
b. Be responsible for oversight of all tasks and decisions related to certain income-producing committees including, but not limited to: In-House Raffle, Raffle Quilt, Raffle Quilt Construction, and Fabric Sales, and excluding Boutique.
c. Ensure the Games Manager Certification is obtained and maintained through Colorado Secretary of State office or ensure that at least one other fundraising sub-committee chair holds a certificate.
d. Be responsible for verifying accurate and timely filing of Gaming License related to raffle reports in accordance with state and local regulations.
e. Arrange for donations of quilts/related quilted items for the Silent Auction sale.
f. Purchase supplies as needed within approved budget.
g. Create kits and forms for sale inventory.
h. Coordinate receipt of donated items with Fundraising and Community Outreach Coordinators as needed.
i. Coordinate Silent Auction sales inventory tracking with Third Vice President (or event planner).
j. Organize and maintain Silent Auction inventory in storage.
k. Lead pricing guidelines and practices for Silent Auction minimum bid and buy-it-now bid sheets.
l. Report to the Board regarding budgetary and other requests.
m. Perform such other duties as may be required or directed by the Board.
n. Prepare written annual report and provide a copy to the President, Secretary and Newsletter Editor for inclusion in the January newsletter.
o. Transfer records from the office to the successor as soon as possible, but no later than the December Board meeting.

6.15 The Boutique Fundraising Coordinator shall:

a. Be responsible for all tasks and decisions required for the annual boutique fundraiser.
b. Create kits and arrange workshops.
c. Purchase supplies as needed within approved budget.
d. Coordinate receipt of donated items with Fundraising and Community Outreach Coordinators as needed.
e. Organize and maintain Boutique inventory in storage.
f. Coordinate Boutique sales inventory tracking with Third Vice President (or event planner).
g. Lead pricing for Boutique items for sale.
h. Report to the Board regarding budgetary and other requests.
i. Perform such other duties as may be required or directed by the Board.
j. Prepare written annual report and provide a copy to the President, Secretary, and Newsletter Editor for inclusion in the January newsletter.k. Transfer records from the office to the successor as soon as possible, but no later than the December Board meeting.

6.16 The Community Outreach Coordinator shall:

a. Act as liaison between any committees that promote and exchange ideas on quilts and quilting in our community and the Board.
b. Present proposed charitable projects to the Board for approval by February each year.
c. Provide to Members via newsletter, website, or social media a list of board-approved charitable organizations and projects.
d. Identify outreach opportunities within the community which may include other activities promoting quilting or arts and crafts education.
e. Obtain fabrics, batting, and other supplies needed to create items for charity donations. Community-based organizations which provide services for infants, children, teens, seniors, and veterans will be given first consideration upon completion of application.
f. Keep a count of donated items for Board and Member reporting.
g. Purchase materials for Board-approved outreach projects.
h. Create a system for assembling and finishing outreach projects.
i. Distribute donated items to projects/charities approved by the Board. Donated materials/supplies not appropriate for use in community projects may be sold at Guild meetings and/or donated to charities.
j. Perform such other duties as may be required or directed by the Board.
k. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor for inclusion in the January newsletter.
l. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

6.17 The Member Activities Coordinator shall:

a. Act as liaison between the Board and Member Activities sub-committees including Bee Keeper, Block of the Month, Challenge, Historian, Librarian, Member Sales, Put and Take, Show and Tell and Sunshine.
b. Present sub-committee requests for funding to the Board.
c. Perform such other duties as may be required or directed by the Board.
d. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor for inclusion in the January newsletter.
e. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

6.18 The Communications Coordinator shall:

a. Act as liaison between the Board and Communications sub-committees, including Audio/Visual, Social Media, Website Manager, Newsletter Editor, and Marketing.
b. Oversee approval and distribution of the newsletter not less than 10 days prior to a general meeting.
c. Prepare and distribute special notices when necessary.
d. Submit bills for payment to the Treasurer as incurred for publication of the newsletter or other sub-committee expenses.
e. Perform such other duties as may be required or directed by the Board.

f. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor for inclusion in the January newsletter.
g. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

6.19 The Parliamentarian shall:
a. Furnish parliamentary procedure information to the Members upon request.
b. Attend the Board meetings in an advisory capacity.
c. Keep current Bylaws and Standing Rules available for reference.
d. Maintain a copy of the Guild Charter.
e. Be responsible for ensuring that Articles of Incorporation changes are recorded with the appropriate State office.
f. Ensure Members are notified of proposed amendments to Bylaws or Standing Rules as required in Article 8 of the Bylaws.
g. Perform such other duties as may be required or directed by the Board.
h. Prepare a written annual report and provide a copy to the President, Secretary and Newsletter Editor for inclusion in the January newsletter.
i. Transfer records of the office to the successor as soon as possible, but no later than the December Board meeting.

ARTICLE 7 - NEGOTIABLE INSTRUMENTS

7.1 All checks, drafts, notes, or other obligations or orders for the payment of money shall be signed in the name of the Guild by the Treasurer or President. Payment of money in excess of $1,000 shall be signed in the name of the Guild by the Treasurer and initialed by the President.
7.2 No Guild Board member, nor Guild regular Member shall write and sign a check to him/herself from any Guild bank account.
7.3 All contracts must be signed by the President and the appropriate officer.

ARTICLE 8 - CHANGES OF ARTICLES, BYLAWS, AND STANDING RULES

8.1 Articles of Incorporation. The Articles of Incorporation may be amended by resolution of the Board and submission to a meeting of the Members where it is approved by a vote of 2/3 of the Members present at the meeting. A resolution to amend may also be submitted to the Members on a request of one-tenth of the Members entitled to vote on the resolution. A copy of the changes must be submitted to the State.
8.2 Any proposed changes to the Bylaws and/or Standing Rules shall be:
a. Made in writing to the Board one month prior to a general meeting.
b. The proposed changes shall be published in the newsletter and will then be voted on at the next general meeting.
c. Approval of a change in Bylaws requires a quorum and must be made by 2/3 votes of the Members present.
d. Approval of a change in Standing Rules requires a quorum and must be made by a simple majority vote.
e. Revised Bylaws and Standing Rules shall be distributed to the Members via the newsletter, publication on the Guild website and by mail on request.

ARTICLE 9 – INDEMNIFICATION

9.1 Scope of Indemnification. The Guild shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Guild. This indemnification applies to all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, to the fullest extent permitted under the Colorado Revised Nonprofit Corporation Act.

9.2 Standard of Conduct. Indemnification shall be made only if it is determined that the person acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Guild. No indemnification shall be made in relation to any matter in which such person is adjudged liable for gross negligence, willful misconduct, or receiving an improper personal benefit.

9.3 **Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Guild in advance of the final disposition, provided the Guild receives a written affirmation of the individual's good faith belief that they met the required standard of conduct, and a written undertaking to repay such amount if it is ultimately determined that they are not entitled to indemnification.

9.4 **Insurance.** The Guild shall have the power to purchase and maintain Directors and Officers (D&O) Insurance on behalf of any person who is or was a director, officer, employee, or agent of the Guild against any liability asserted against them.