

**BYLAWS of
PIECING PARTNERS QUILT GUILD, INC.**

(Amendments approved August 2020)

A Federal 501c (7) Organization

ARTICLE 1 – NAME and OFFICES

- 1.1 The name of this organization shall be the Piecing Partners Quilt Guild, also referred to as the “Guild.”
- 1.2 The principal office of the Guild shall be located at P.O. Box 7572, Colorado Springs, Colorado 80933. The Board of Directors 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 except that the Board of Directors 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 in 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 of Directors shall select the recipients.

ARTICLE 3 - MEMBERS

- 3.1 A member is one whose current dues are paid or waived. (See 6.1)
- 3.2 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. 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 of Directors and submitted to the membership for approval by majority vote of the quorum. (See 4.2)

ARTICLE 4 - MEETINGS

- 4.1 A general meeting will be held monthly, except December, at a date and time set by the Board of Directors.
- 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. Notice of any meetings shall specify the time, place, and purpose of the meeting and shall be delivered, either personally, by mail, or electronically to all members. Notice for meetings shall be sent 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.

ARTICLE 5 - ELECTIONS

- 5.1 The term of the Board of Directors 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 with the following restriction shall appoint the Nominating Committee: Members of the Nominating Committee shall understand that they are not eligible for nomination as Elected Officers.
 - 5.2.2 The Nominating Committee Chairperson shall be appointed by August to select a complete slate of Elected Officers candidates.
 - 5.2.3 The 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 - DIRECTORS AND DUTIES

- 6.1 Directors. The Guild shall have a Board of Directors consisting of at least three members. Directors shall not be required to be resident of Colorado, but directors shall be members of the Guild to serve. Directors shall serve a term 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 of Directors 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 of Directors.
- 6.3 Board of Directors Positions
 - 6.3.1 Elected officers: President, First Vice President, Second Vice President, Secretary, Treasurer, Membership Chairperson, Hospitality Coordinator, Fundraising Coordinator, Community Outreach Coordinator, Member Activities Coordinator, and Newsletter Editor/Communications Coordinator.
 - 6.3.2 Appointed Officers: Corresponding Secretary and Parliamentarian and such other directors as the Board of Directors shall deem desirable. The President shall be solely responsible for said appointments with Board approval.
 - 6.3.3 The immediate past President may serve in an advisory (non-voting) capacity on the Board of Directors during the year following her/his service as President.
- 6.4 Powers and Duties of the Directors. The Board of Directors 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 of Directors 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 officers of the Guild specified in these Bylaws.
- 6.5 Board of Directors 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 members as non-voting observers or advisors. 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 of the Board provided a majority of the Directors 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 Directors are active in the email discussion and vote and provided the email exchange is open for discussion 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 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 copy for 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 of Directors.
- 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.

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 all 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. Present list of approved programs and workshops at the January meeting.
- e. Notify facility liaison of specific needs for each meeting or workshops.
- f. Oversee mechanics of workshop registrations and operations for the current year and collect associated fees. Submit to Treasurer promptly.
- g. Perform such other duties as may be required or directed by the Board of Directors.
- 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 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. Contract with individuals for Guild meeting programs, workshops and education programs for the following year(s) with the approval of the Board of Directors.
- 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 of Directors.
- 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.

6.9 The Secretary shall:

- a. Record the proceedings of all meetings of the Guild and Board of Directors and supply a copy of minutes to 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 of Directors and general membership meetings.
- f. Maintain a copy of each Guild newsletter during the Secretary's term of office and give to Historian at end of each year.
- g. Perform such other duties as may be required or directed by the Board of Directors.

- h. Prepare a written annual report and provide a copy to the President 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.

6.10 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 annual detailed financial statement and present it to the Board of Directors at the January meeting.
- e. Coordinate with membership and program chairpersons all activities associated with fees and dues.
- f. Provide Account Balances Report (monthly) and Summary of Income and Expense Report (quarterly) for Newsletter and Secretary's 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 President for monitoring of post office box.
- i. Perform such other duties as may be required or directed by the Board of Directors.
- 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 the Financial Review Committee composed of four (4) non-elected Guild members to be appointed by the Executive Committee. A quorum is three members in attendance. The Treasurer, Incoming Treasurer, President and Incoming President will be present at the review as consultants. 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 in the monthly Board minutes by the Secretary each month.

6.11 The Membership Chairperson shall:

- a. Collect dues for members and fees for guests.
- b. Provide name tags at meetings for new members and guests.
- c. Accept advertisements to be printed in the directory at a rate set by the Board of Directors.
- d. Prepare an annual directory, nametags and membership cards to be available at the February General Meeting. An update to the directory shall be distributed in July.
- e. Provide Secretary, Newsletter Editor and Sunshine Chair with list of new members and contact information changes each month.
- f. Perform such other duties as may be required or directed by the Board of Directors.
- 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.

6.12 The Hospitality Coordinator shall:

- a. Have a system for identifying hosts from the membership.
- b. Purchase supplies for refreshments as needed, and present Treasurer with receipts for reimbursement.
- c. Remind hosts each month of their date to serve.
- d. Orient and assist the hosts each month with their duties.
- e. Act as liaison between committees (see standing rules for list) and the Board of Directors to ensure requirements are met for all events hosted by the Guild.
- f. Perform such other duties as may be required or directed by the Board of Directors.
- 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 Fundraising Coordinator shall:
- a. Obtain and maintain Games Manager Certification through Colorado Secretary of State office or ensure that at least one other fundraising sub-committee chair holds certification.
 - b. Be responsible for verifying accurate and timely filing of Gaming License related raffle reports.
 - c. Coordinate with each income-producing committee e.g. monthly in-house raffle, Raffle Quilt, Raffle Quilt Construction, Rock Ledge Silent Auction and Boutique, fabric sales, and library book sales to ensure all activities are conducted in accordance with state and local regulations.
 - d. Act as liaison between all income-producing committees and the Board of Directors for budgetary and other requests.
 - e. Perform such other duties as may be required or directed by the Board of Directors.
 - 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 Community Outreach Coordinator shall:
- a. Act as liaison between all committees that promote and exchange ideas on quilts and quilting in our community (see standing rules for list) and the Board of Directors.
 - b. Present Guild member requests to the Board of Directors for approval of proposed charitable projects.
 - c. Provide to Guild members via newsletter, website, or social media a list of board-approved charitable organizations and projects.
 - d. Ensure access to Guild storage for all Board-approved community outreach committees.
 - e. Manage collection and distribution of donations to Guild to individual Community Project Committees.
 - f. Identify outreach opportunities within the community which may include, but are not limited to the Colorado Grown Festival, Colorado Springs Pioneer Museum activities, and other activities promoting quilting or arts and crafts education.
 - g. Perform such other duties as may be required or directed by the Board of Directors.
 - 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.
- 6.15 The Member Activities Coordinator shall:
- a. Act as liaison between all member activity committees (see standing rules for list) and the Board of Directors to promote a pleasant, welcoming environment for monthly Guild meetings.
 - b. Present committee requests for funding to the Board of Directors.
 - c. Perform such other duties as may be required or directed by the Board of Directors.
 - 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.
- 6.16 The Newsletter Editor/Communications Coordinator shall:
- a. Be responsible for coordination of writing, publishing, and distributing the monthly newsletter, seeking information from the Board of Directors and others as needed.
 - b. Distribute newsletter not less than 10 days prior to a general meeting.
 - c. Accept advertisements to be printed in the newsletter at a rate set by the Board of Directors.
 - d. Prepare and distribute special notices when necessary.
 - e. Keep regular and electronic mailing lists for newsletter distribution up to date as supplied by membership committee chairperson.
 - f. Submit bills to Treasurer each month following publication of newsletter and keep records of expenditures.
 - g. Keep a file of all newsletters and information concerning publication of the newsletter during their term(s).

- h. Coordinate distribution of information between Website/Social Media Manager(s) and Board of Directors.
 - i. Coordinate distribution of information between IT committee and the Board of Directors for monthly meetings to include IT needs for guest speaker, pre-meeting and business meeting slideshow, and virtual meeting management as needed.
 - j. Perform such other duties as may be required or directed by the Board of Directors.
 - 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 Parliamentarian shall:
- a. Furnish parliamentary procedure information to the members upon request.
 - b. Attend the Board of Directors 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 Bylaw 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 of Directors.
 - 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 of Directors 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 of Directors 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.