

**CALICO CUTTERS QUILT GUILD, INC. BYLAWS  
(May 2010)**

**ARTICLE I – NAME**

The name of this non-profit organization shall be Calico Cutters Quilt Guild, Inc., Chapter #367, PA #29 of the National Quilting Association, Inc. (NQA). 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.
- 5.

**ARTICLE III – MEMBERSHIP**

**SECTION 1.** Members of the Calico Cutters Quilt Guild Inc. are those who pay annual dues. Individual membership in NQA is encouraged to maintain chapter status.

**SECTION 2.** Membership in this organization shall be limited to one hundred and fifty (150) members. 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 given a membership card and NQA membership form. Members receive by email a membership list, newsletter, copy of the Bylaws, and a copy of the Guild Policy and Procedures.

**ARTICLE IV – ELECTED OFFICERS**

**SECTION 1. Terms of Office**

**A.** The elected officers of the Guild are: President, President-Elect (Membership), Program Chairperson, Treasurer, Secretary, Ways and Means Chairperson, Newsletter Editor, Publicity Chairperson, and Workshop Chairperson.

**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 for a maximum of one additional year provided another candidate is not found. There must be an interval of at least two years between a repeat of term for the same office.

**SECTION 2. Executive Board**

**A.** The nine elected officers comprise the Executive Board. Two thirds of the Board membership comprises 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 nine 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.** All members of the Executive Board shall submit a yearly report to the President by May 31.

### **SECTION 3. Officer Duties**

#### **A. President**

1. Presides at Board and General Meetings of the Guild.
2. Calls special meetings as deemed necessary.
3. Appoints all Ad Hoc and Standing Committee chairpersons, subject to Board approval.
4. With the Treasurer, signs the written contracts and obligations of the Guild as necessary.
5. Signs the checks of the Guild, when required.
6. Is an ex officio member of each committee, with the exception of the nominating committee, and should be invited to attend each meeting.
7. Is responsible for long range planning.
8. If an office becomes vacant, it will be filled by a selectee of the President, subject to Board approval.
9. Writes a monthly column for the Newsletter.
10. Writes an annual report at the end of her term.
11. Collects and compiles annual reports from Board members and Committee Chairs, and saves them electronically (e.g., on a flash drive), passing the electronic collection to her successor, and making available relevant sections to incoming officers as needed.

#### **B. President-Elect (Membership)**

1. Assists the President as called upon, and exercises all functions of the President in the latter's absence.
2. Fulfills the duties of the presidency in the event the President cannot complete the full term of office.
3. Receives all new and renewal applications, forwarding forms to the President, and payments to the Treasurer.
4. Maintains a list of current members, forwarding it to the incoming President Elect who creates the Membership Directory by the August General Meeting. This roster is for the use of the Calico Cutters Quilt Guild Inc. and its general membership. It is NOT to be used or sold as a commercial mailing list.
5. Collects annual dues and accounts for same to Treasurer.
6. Maintains a waiting list.
7. Maintains the sign-in book for members and guests.
8. Gives a monthly report at each Board Meeting and each General Meeting.
9. Assumes the role of President in the next Guild year.
10. Is chairperson of the Ad Hoc Budget Committee.
11. Submits a written report to the outgoing President with a copy to the incoming President-elect. This report should include budget figures for the upcoming year.

#### **C. Program Chairperson**

1. Assists the President as called upon.
2. Fulfills the duties of the President-Elect in the event the President-Elect cannot complete the term of office.
3. Works in close collaboration with the Workshop Chairperson for all program responsibilities.
4. Schedules programs with Board approval for the meetings January through December, or in advance as needed. Sends schedule and program descriptions to Newsletter Editor and Web master for publication. Implements pre-scheduled programs.
5. Following Board approval, places in a file a letter of confirmation for each guest speaker, and signs contracts on behalf of the Guild for workshops and programs.
6. Confirms with each guest speaker at least three weeks before a scheduled program as a reminder of the place, date, time, subject, and rate of pay.
7. Arranges transportation and accommodation as needed for the speaker.
8. Is responsible for the equipment needed by the speaker.
9. Introduces the speaker or otherwise conducts the program.

10. Gives a monthly report at each Board Meeting and at each General Meeting.
11. Writes a monthly column for the Newsletter on current and upcoming programs.
12. Submits a written report to the outgoing President with a copy to the incoming Program Chairperson. This report should include budget figures for the upcoming year.

**D. Treasurer**

1. Deposits all funds received belonging to the Guild in the Guild's bank accounts.
2. Receives, maintains, and completes reports and records as necessary to the office and as required by law.
3. Signs the checks of the Guild with the President's approval.
4. With the President, signs the required forms of the banks before July 1 each year.
5. Presents a complete, written financial annual report at the end of the fiscal year (June 30).
6. Makes available all books and records to be submitted for audit to the Ad Hoc committee at the close of the fiscal year, which ends June 30, or as authorized by the Board.
7. Gives a monthly report at each Board Meeting, and makes it available to members at the General Meeting on request..
8. Submits a written report to the outgoing President with a copy to the incoming Treasurer. This report should include budget figures for the upcoming year.

**E. Secretary**

1. Records and maintains minutes of all General Meetings, and makes them available upon request.
2. Records and maintains minutes of all Board Meetings and provides copies of them to Board members before the next Board Meeting.
3. Maintains a file system of correspondence, inquiries, and reports, for future reference (electronically, e.g., on a flash drive).
4. Answers inquiries concerning the Guild and related matters with assistance from the Board.
5. Mails announcements and other information as required.
6. Holds safe the bylaws and policies and procedures of the Guild.
7. Submits a written report to the outgoing President with a copy to the incoming Secretary. This report should include budget figures for the upcoming year.

**F. Newsletter Editor**

1. Solicits, gathers and edits accurate and timely information of interest to the membership.
2. Distributes the Newsletter (by email) at least one week prior to the General meeting. Members who do not have email shall provide SASE for the year so that their Newsletters can be sent by mail.
3. Distributes the Block of the Month with the Newsletter.
4. Includes in each Newsletter a list of hostesses responsible for the current and following month (following the alphabetical list in the membership directory, but excluding Board members).
5. Keeps all issues of the Newsletter on file (electronically, e.g., using a flash drive).
6. Allows an amount of space, not to exceed one quarter of the Newsletter for quilt-related advertising. Each issue of the Newsletter will include a disclaimer statement by the Guild regarding all such ads.
7. Gives a monthly report at each Board meeting.
8. In August each year emails to members the Membership Directory and Guild Bylaws, Policies and Procedures.
9. Submits a written report to the outgoing President with a copy to the incoming Editor. This report should include budget figures for the upcoming year.

**G. Publicity Chairperson**

1. Contacts newspapers and other pertinent media to place notices of monthly meetings and special activities of the Guild.
2. Keeps a copy of material submitted for publication and a copy of the published article in the Publicity Committee files.

3. Submits a written report to the outgoing President with a copy to the incoming chairperson. This report should include budget figures for the upcoming year.

#### **H. Ways and Means Chairperson**

1. Determines long-term financial goals of the Guild with the approval of the Executive Board.
2. Enhances the treasury by devising means to reach long-term goals with the approval of the Executive Board.
3. Is a member of the Ad Hoc Budget Committee.
4. Gives a report at any Board Meeting or General Meeting as needed.
5. Submits a written report to the outgoing President with a copy to the incoming chairperson. This report should include budget figures for the upcoming year.

#### **I. Workshop Chairperson**

1. Works in close collaboration with the Program Chairperson for all responsibilities.
2. Schedules workshops, with Board approval, from January through December, or in advance as needed. Sends schedule and workshop descriptions to Newsletter Editor and Webmaster for publication. Implements prescheduled workshops.
3. Issues contracts to workshop leaders.
4. Arranges workshop location, publicizes workshops to the Guild, and accepts registration and fees.
5. Arranges for transportation and accommodation as needed for the speaker.
6. Introduces the workshop leader and handles any details of the event.
7. Maintains a correspondence file, an information file, and a file of forms used.
8. Gives a report at Board Meetings and General Meetings as necessary.
9. Opens up and closes workshops.
10. Submits a written report to the outgoing President with a copy to the incoming chairperson. This report should include budget figures for the upcoming year.

### **ARTICLE V – MEETINGS**

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

**SECTION 2.** Monthly General Meetings are held the second Wednesday of each calendar month.

**SECTION 3.** In the event that it becomes necessary to change the date of the meeting, the membership must be notified at least one week in advance of the date that the meeting is to be held.

**SECTION 4.** 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 5.** 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 6.** The Executive Board meets a minimum of four times a year to transact all ordinary business. Time and frequency of meetings will be set by the Board.

### **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. Voting shall be by secret ballot. 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.** All nominees must be cognizant of and agreeable to their name being placed in nomination.

**SECTION 5.** A nominee must be a Guild member in good standing who has been a member of the organization for at least one year.

**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.** The Standing Committees are: Audio-Visual, Block of the Month, Charitable Gifts, Education, Fat Quarters, Grocery Receipts, Hospitality, Kids' Quilts, Library, Parliamentary Procedure, Property, Raffle Quilt, Show and Tell, Soldier Quilts, Sunshine, and Website

**B.** Committee chairpersons are appointed by the President with the approval of the Board and are invited to attend all Board meetings, but do not have a vote. Each chairperson:

- orally reviews the written bylaws and policies 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
- submits a yearly report to the outgoing President and to her incoming replacement, including budget figures for the coming year
- provides a working folder to the incoming chairperson
- provides a report to the Newsletter as appropriate.

**C.** Committees perform those duties as outlined by the Executive Board in addition to any listed in the bylaws.

**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.

**F.** Each chairperson of a standing committee submits a yearly report to the outgoing President with a copy to the incoming committee chairperson. This report should include budget figures for the coming year.

### **SECTION 2. Duties of Standing Committees**

#### **A. Audio-Visual**

1. Sets up and takes down speaker system and other equipment as needed.
2. Reviews with Property Chair the availability of existing equipment.

#### **B. Block of the Month**

1. Selects and drafts the Quilt Pattern of the Month, along with pertinent instructions, submitting them to the Newsletter editor a month in advance, to be displayed on the Guild website, and distributed with the Newsletter.
1. Collects finished blocks at the following General Meeting and conducts the raffle.

#### **C. Charitable Gifts**

1. Provides a variety of charitable opportunities to reach out to the community.
2. Focuses on both sewing projects and the collection of new or used items to donate to those in need. Participation of the membership is strictly voluntary.
1. Provides a written monthly report to the Newsletter.

#### **D. Education**

1. Provides information on quilting techniques and resources for submission to the Newsletter.
2. Establishes and maintains lines of communication among guild members and the general public to create and maintain mutual interest in all matters pertaining to the making, collecting and preserving of quilts.

#### **E. Fat Quarters**

1. Selects the themes for each month of the year, and forwards this and any other relevant information to the Newsletter Editor and Webmaster for inclusion in the Newsletter and on the website.
2. Organizes the drawing for fat quarters at the General Meeting.

#### **F. Grocery Receipts**

1. Collects Acme Supermarket tapes and applies for rebates.

#### **G. Hospitality**

1. Works with hostesses (as assigned in Newsletter) to provide and serve refreshments at General Meetings.
2. Maintains the meeting place by recruiting assistance for serving and cleanup of the refreshment area and other areas as necessary.
3. Purchases necessary accessories for refreshments (to be reimbursed by the Guild).
4. Reports to the Executive Board as needed.

#### **H. Kids' Quilts**

1. Organizes the preparation of fabric, batting, and other materials for the making of kids' quilts.
2. Conducts the January meeting for the production of the quilts.
3. Collects finished quilts and delivers them to the designated recipients along with other needed items.

#### **I. Library**

1. Accepts, catalogs and collates all books, magazines, stencils and articles donated to or bought by the Guild, and maintains a Guild lending library.
1. Maintains a current book list available to members at General Meetings.

#### **J. Parliamentary Procedure**

1. Serves as needed according to Roberts' Rules of Order.

#### **K. Property**

1. Stores properties belonging to the Guild.
2. Keeps a current listing of all properties.
3. Arranges for properties to be brought to meetings etc. as needed.

#### **L. Raffle Quilt**

1. Subject to the approval of the Executive Board, and following Guild bylaws and policy, forms the committee, plans the quilt pattern, develops a budget, and develops a schedule so that the Guild raffles a quilt about once every two years.
2. Makes the quilt.
3. Prints and distributes tickets, seeks places to sell tickets, and handles any other matters needed to conduct the raffle.

#### **M. Show and Tell**

1. Conducts the orderly showing of members' quilts and other items at the General Meetings.

#### **N. Soldiers' Quilts**

1. Receives quilts in patriotic colors made by members, forwards them to a service center that assures distribution to home-coming soldiers at Andrews Air Force Base.

#### **O. Sunshine**

1. Sends sympathy cards and other appropriate sentiments as members inform chair of need.

#### **P. Website**

1. Maintains an Internet webpage for the Guild, following policies approved by the Executive Board ([www.calicocutters.com](http://www.calicocutters.com)).

2. Works in collaboration with the Newsletter Editor, so that information of interest to members is accessible on the website.
3. Posts copies of the Newsletter and Block of the Month; Calico Cutters' bylaws and policies and procedures; and upcoming events of the Guild or conducted by other quilting organizations

### **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 Board and non-Board members selected by the chairperson.
3. Prepares a slate of nominees and presents it at the April General Meeting.
4. Is responsible for the election-day tally at the May General Meeting if needed.
5. Service on the nominating committee does not preclude a member from being nominated for office.

#### **B. Audit Committee**

1. Consists of two (2) 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. Bylaws Committee**

1. Consists of three (3) members appointed by the President annually on July 1 or when requested by the Board.
2. Reports to the Board within 60 days with recommendations for bylaw revision.

#### **D. 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. Solicits information from all committees and formulates a proposed Guild budget to be submitted for general membership approval at the July meeting.
3. 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, publishing a newsletter, maintaining a website, etc. All dues are to be collected by the President-Elect/Membership chairperson, who will then forward them to the treasurer.

**SECTION 2.** Senior citizens (62 years or older) are eligible for a twenty percent (20%) reduction off the regular annual dues.

**SECTION 3.** 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 quorum.

**SECTION 4.** 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. Persons wishing to return to Guild membership will be placed at the top of the waiting list. After December 31, dues will decrease to one-half the amount set for the year.

**SECTION 5.** Guest fees are paid to the President Elect/Membership Chairperson prior to each monthly meeting and then forwarded to the Treasurer.

#### **ARTICLE IX – DISCIPLINE**

**SECTION 1.** The Disciplinary Committee consists of the nine 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 officer or chairperson not performing her duties in a satisfactory manner may be removed by a vote of six of the nine 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 published on the website, 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 Chapter may request withdrawal from NQA upon a two-thirds vote of the required quorum.

**SECTION 2.** 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 further 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.