

BYLAWS OF THE GREATER SAN ANTONIO QUILT GUILD, INC AMENDED FEBRUARY 16, 2023 AND ADOPTED MAY 13, 2023

ARTICLE I NAME

The name of the organization shall be the Greater San Antonio Quilt Guild, Inc., hereinafter referred to as “the Guild.”

ARTICLE II OBJECT

The Guild is organized for charitable and educational purposes as a nonprofit corporation to stimulate an interest in quilts and advance the art of quilt making within the meaning of Section 501(c)(3) of the Federal Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. The Guild believes that embracing diversity, equity, and inclusion as organizational values is a way to intentionally make space for positive outcomes to flourish, therefore the Guild does not discriminate based on race, color, national origin, sex, religion or age for membership or as an Officer of the Guild.

ARTICLE III MEMBERS

Section 1. Classification. There shall be four classes of members:

- A. **Regular.** Any person between 18 and 64 years of age by paying the required dues. Regular members are entitled to one vote.
- B. **Senior.** Any person having attained at least the age of 65 by paying the required dues. Senior members are entitled to one vote.
- C. **Youth.** Any person between 6 and 18 years of age and pay the required dues. Youth members are not entitled to vote. Youth members must be accompanied by a parent/guardian for the entire meeting.
- D. **Lifetime.** To qualify for Lifetime membership a person must be nominated and approved by the Executive Board. Lifetime members are entitled to one vote. Lifetime members are nominated for their distinguished or meritorious service to the guild.

Section 2. Dues.

- A. **Regular Members.** Dues shall remain at their current level unless a change is recommended by the Executive Board. Upon the recommendation of the Executive Board, the amount of dues for Regular members for the second calendar year following approval shall be determined by a majority vote of the members present at the November meeting.
- B. **Senior Members.** The amount of dues for Senior members shall be discounted 25 percent of the amount of Regular members' dues.
- C. **Youth Members.** The amount of dues for Youth members shall be discounted 75 percent of the amount of Regular members' dues.
- D. **Lifetime.** Lifetime members are exempt from paying dues.
- E. All dues are on a calendar basis and are payable on or before the January guild meeting. New members joining after June 30 will have their first year's dues reduced by 50%.
- F. Dues are considered delinquent at the end of the February guild meeting and the member shall be dropped from membership as of that date.

Section 3. Expectations of Members.

- A. Members shall represent the Guild in a positive manner in the community.

- B. Members shall further the Guild's mission by supporting its committees and activities.
- C. Members shall take questions regarding Guild operations to the appropriate committee chair or board member.
- D. Members shall promote civility and cohesion in Guild activities.

Section 4. Fiscal Year.

The fiscal year of the Guild shall be from January 1 through December 31.

Section 5. Good Standing.

A member in good standing shall be one whose current dues have been paid in accordance with the provisions of these Bylaws and who is not under disciplinary action. Possible disciplinary actions include, in no particular order: verbal reprimand, written reprimand, suspension, and termination of membership.

Section 6. Transfer.

Membership in the Guild is not transferable or assignable.

Section 7. Suspension and Termination of Membership.

The Executive Board, with two-thirds of the board voting in the affirmative, may suspend or terminate the membership of any member for cause after an appropriate hearing.

ARTICLE IV OFFICERS

Section 1. Elected Officers.

The elected officers of the Guild shall be President, President Pro Tempore, First Vice President for Special Events, Second Vice President for Information, Third Vice President for Programs, Fourth Vice President for Services, Fifth Vice President for Community Outreach, Secretary and Treasurer. Officers shall be members of the Guild in good standing.

Section 2. Appointed Officer.

The appointed officer of the Guild shall be a parliamentarian and shall be approved by the Executive Board.

Section 3. Compensation for Officers.

Officers shall not receive any compensation for the performance of their duties, except the outgoing President who shall receive a quilt top in recognition of her/his service to the Guild. Officers may serve the Guild in any other capacity and receive compensation.

Section 4. Term of Office.

- A. The two year term for elected officers shall begin in January of the year following their election.
- B. The Parliamentarian shall serve for a term of one year.
- C. The President, Second Vice President for Information, Fourth Vice President for Services, Fifth Vice President for Community Outreach and Secretary shall be elected in even number years.
- D. The President Pro Tempore, First Vice President for Special Events, Third Vice President for Programs and Treasurer shall be elected in odd-number years.
- E. A current Executive Board member shall not be eligible for another office until the current term of office is completed.

F. A member shall not hold more than one elected or appointed office at the same time. Other positions in the Guild may be filled by Executive Board members.

Section 5. Vacancy.

A vacancy in the office of President shall be filled by the President Pro Tempore; a vacancy in any other elected office shall be filled for the unexpired term by the Executive Board. In the event vacancies occur at the same time in the offices of both the President and President Pro Tempore, the First Vice President for Special Events shall immediately notify all members of the Executive Board and, within five (5) days, call a meeting for the purpose of selecting a new President.

Section 6. Duties of Officers.

A. The President shall:

- i. preside at all business meetings of the Guild and all business and special meetings of the Executive Board;
- ii. be bonded and be a secondary authorized signatory on all accounts and take care of other financial matters in cooperation with the Treasurer;
- iii. be authorized to sign any deeds, mortgages, bonds contracts, or instruments that the Executive Board has authorized to be executed;
- iv. perform other duties as directed by the Executive Board, or as may be incident to this office.

B. The President Pro Tempore shall:

- i. serve as the presiding officer in the absence of the President;
- ii. in the event of disability or resignation of the President, serve as President for the remainder of the unexpired term;
- iii. be bonded and be a secondary authorized signatory on all accounts and take care of other financial matters in cooperation with the Treasurer in the absence of the President;
- iv. perform other duties as directed by the Executive Board, or as may be incident to this office.

C. The First Vice President for Special Events shall:

- i. coordinate special events;
- ii. obtain the chairman's final report of the all special events sponsored by the Guild, in a timely manner;
- iii. be authorized to sign contracts pertaining to special events;
- iv. perform other duties as directed by the Executive Board, or as may be incident to this office.

D. The Second Vice President for Information shall:

- i. be Editor-in-Chief of the newsletter;
- ii. publish the list of candidates for vacant offices and the ballot in the November newsletter;
- iii. publish the Executive Board approved budget in the November newsletter;
- iv. publish the chairman's final report for all special events as provided by the Vice President for Special Events, in a timely manner;
- v. maintain a current membership mailing list;
- vi. perform other duties as directed by the Executive Board, or as may be incident to this office.

E. The Third Vice President for Programs shall:

- i. provide programs for each business meeting;
- ii. schedule and coordinate periodic workshops;
- iii. be authorized to sign contracts pertaining to programs and workshops;
- iv. perform other duties as directed by the Executive Board, or as may be incident to this office.

F. The Fourth Vice President for Services shall:

- i. be responsible for all membership services and the property they utilize;
- ii. ensure the collection and preservation of accounts of Guild activities, including appropriate memorabilia, photographs and newsletters;
- iii. perform other duties as directed by the Executive Board, or as may be incident to this office.

G. The Fifth Vice President for Community Outreach shall:

- i. coordinate all public service activities that involve Guild participation in community education and charitable activities;
- ii. perform other duties as directed by the Executive Board, or as may be incident to this office.

H. The Secretary shall:

- i. record the proceedings of all business meetings of the Guild and the Executive Board;
- ii. provide a copy of the Executive Board's minutes to each officer no later than the day of the Guild's business meeting;
- iii. have custody of all corporate records and papers except those specifically assigned to other officers and chairmen;
- iv. give all notices in accordance with the provision of these Bylaws as required by law;
- v. perform other duties as directed by the President or the Executive Board, or as may be incident to this office.

I. The Treasurer shall:

- i. have custody of all Guild funds;
- ii. be bonded and be the primary authorized signatory on all Guild accounts;
- iii. deposit in the general fund all monies received from all committee activities;
- iv. keep an accurate account of all monies received and disbursed.
- v. perform other duties as directed by the President or the Executive Board, or as may be incident to this office.

J. The Parliamentarian shall: advise the Executive Board and members on the proper parliamentary procedure according to the Guild's adopted parliamentary authority. The Parliamentarian is a non-voting member of the Executive Board.

ARTICLE V NOMINATIONS AND ELECTIONS

Section 1. Nominations.

- A. Composition.** A Nominating Committee composed of three (3) members and the Parliamentarian shall be selected at the July business meeting. If there are vacancies in the Nominating Committee, the Executive Board, at the next Executive Board meeting, shall select the members to complete the Nominating Committee.
- B. Duties.** The Nominating Committee shall:
- i. publish a request for volunteers for the vacant offices in the Guild newsletter;
 - ii. obtain at least one nominee for each vacant office;
 - iii. obtain the consent of willingness to serve, if elected, from each nominee;
 - iv. present the Nominating Committee report at the October business meeting;
 - v. provide the Editor-in-Chief the list of nominees for publication in the November

newsletter.

- C. **Floor Nominations.** Nominations by members for any vacant elected office is permitted, providing that consent of the nominee has been given. The nominations for the offices shall be closed by the President at the October business meeting.

Section 2. Elections.

Officers shall be elected by ballot at the annual meeting, unless a mail ballot is ordered by the Executive Board. A majority vote shall elect. If there is but one nominee for any office, the vote may be taken by voice vote.

Section 3. Voting by Mail.

Election may be conducted by mail in a manner to be determined by the Executive Board.

Section 4. Proxy Voting.

Proxy voting is permitted whenever the member provides written documentation authorizing another member to vote in her/his stead, unless otherwise stated in these bylaws.

Section 5. Virtual Attendees.

Virtual attendee's votes will count the same as in person attendees.

ARTICLE VI MEETINGS

Section 1. Business Meetings.

The business meetings of the Guild, held to further the object of the Guild and act upon any business matters that may be brought before the membership, shall be held on the second Saturday of each month, except December, unless otherwise ordered by the Executive Board providing that all members are notified.

Section 2. Annual Meeting.

The November business meeting shall be known as the annual meeting for the purpose of:

- A. election of officers;
- B. approval of the budget;
- C. other pertinent business.

Section 3. Quorum.

For purposes of voting, a quorum shall be one-tenth of the members of the Guild in good standing.

Section 4. Notification

Publication in the monthly newsletter constitutes notification.

ARTICLE VII EXECUTIVE BOARD

Section 1. Composition.

The Executive Board shall be composed of the elected and appointed officers.

Section 2. Duties and Powers.

In accordance with these Bylaws and subject to the orders of the membership, the Executive Board shall have authority to administer the affairs of, and act on behalf of, the Guild between business meetings. Duties and powers of the Executive Board shall include, but not

necessarily be limited to the following:

- A. appoint the Parliamentarian;
- B. appoint ad hoc committees, as necessary;
- C. approve the chairmen of all committees, except the Nominating Committee;
- D. select, if necessary, the members of the Nominating Committee;
- E. prepare and approve the annual budget and ensure its publication prior to the November meeting at which the membership shall approve the budget;
- F. present to the membership for approval all expenditures which are not in the approved budget and exceed \$500.00;
- G. ensure that the final reports of all special events sponsored by the Guild are published in a timely manner;
- H. invite the newly elected Executive Board members to the December Executive Board meeting for transition of instructions, files, ideas and all pertinent records;
- I. review member dues and submit recommendations to the membership, if necessary, in November;
- J. reprimand members verbally or in writing and vote for the suspension and/or expulsion of any member, if necessary and after a hearing;
- K. order and establish a method for the execution of a mail ballot;
- L. accept, if desired, any contributions, gifts or bequests on behalf of the Guild;
- M. present all activities that involve participation of the members to the membership for approval;
- N. designate any member signatory power on contracts the Executive Board has authorized;
- O. prior to publication, the Executive Board minutes shall be approved by any three (3) of its members.

Section 3. Meetings.

The Executive Board shall meet every month and such other times as deemed necessary by the Executive Board. Regular monthly meetings are open for observation to any member in good standing. Any two (2) officers may order special meetings providing all members are notified of the time, place and nature of business. Notification time is dependent upon the urgency of the business.

Section 4. Quorum.

A majority of the voting members of the Executive Board shall constitute a quorum.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees.

Standing committees of the Guild shall be established by the Executive Board and these are announced in the January Newsletter for the current year. Once established a standing committee shall continue until removed by the Executive Board.

Section 2. Composition.

Members of all committees shall be members in good standing of the Guild.

Section 3. Duties of Standing Committees.

The duties of the standing committees are enumerated in General Information as published online.

Section 4. Ad Hoc Committees.

There shall be such ad hoc committees as may be deemed necessary by the Executive Board or the membership.

Section 5. General Information for Committees.

- A. All monies collected as a result of standing and ad hoc committee activities, including, but not limited to fines, service fees, sale of items, etc., shall be submitted to the Treasurer no later than the next business meeting. All monies are deposited in the Guild's general fund.
- B. Receipts are required for reimbursement of all expenditures.
- C. All committee chairmen shall prepare and submit a report of their activities as determined by the Executive Board.
- D. The chairmen for self-supporting activities shall submit their budgets for approval as determined by the Executive Board.

ARTICLE IX PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, shall govern the proceedings of the Guild in all cases in which they are not inconsistent with these Bylaws or Special Rules of Order that may be adopted.

ARTICLE X AMENDMENTS

Section 1. Amendment(s) to the Bylaws may be proposed by the Executive Board or any two (2) members.

Section 2. These Bylaws may be amended by a two thirds vote of the members at any business meeting provided that the proposed amendments have been published in the newsletter prior to the business meeting.

ARTICLE XI DISSOLUTION

In the event of a dissolution of this corporation, the net assets of the corporation shall be applied and distributed as follows:

Section 1. All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore.

Section 2. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Section 3. Assets held for charitable, religious, benevolent, educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in charitable, religious, benevolent, educational or similar activities pursuant to a plan of distribution as provided by law provided, however, said organization shall qualify under Section 501(c)(3) of the Internal Revenue Code.