

MESQUITE QUILT GUILD, INC. BYLAWS

ARTICLE I. INCORPORATION

Principal Office: The principal office of the corporation in the State of Texas shall be located in the City of Mesquite, County of Dallas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent: The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. NAME

The name of this non-profit, non-political organization shall be the Mesquite Quilt Guild, Incorporated.

ARTICLE III. PURPOSE

The purpose of this organization shall be to preserve the heritage of quilting, promote the welfare, social, and artistic interests of its members; to participate in and aid in the civic and cultural advancement of our city; and to cooperate with other quilt guilds. This organization will not discriminate as to race, color, creed, sex, or place of origin.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Any quilter, collector, or lover of quilts shall be eligible to join the Mesquite Quilt Guild, Inc. on written application for membership and payment of dues.

A. Active Members

Active membership shall be defined as the individuals paying the prescribed dues. Each member has the right to vote at meetings, to receive newsletters, and to engage in all of the organization's activities.

B. Lifetime Members

An individual who has been a long-time member of the organization and has contributed to the art of quilting and the organization in an outstanding manner may be recommended for Lifetime Membership by any member who completes the required recommendation form. This does not constitute a guarantee of Lifetime Membership, the final decision of which rests with the Executive Board. Lifetime members shall be exempt from dues, shall have free admission into the show, and shall have all the rights of active membership. The member number for the Lifetime Member shall be retired when the Lifetime Member leaves the guild.

C. Junior Members

Any person under the age of 18 years may become a junior member of the guild. Junior members will pay ½ of the regular membership fee while enjoying all other benefits of membership.

Section 2. Annual membership dues are determined by the Executive Board. Any change from previously stated dues must be by vote of the membership on recommendation of the Executive Board.

Dues are payable upon submission of the membership application and renewal in August or September of each year. A membership card will be issued upon receipt of the dues and membership form. Members whose dues are not paid by the September meeting will be dropped from the rolls.

Section 3. The fiscal year of the Mesquite Quilt Guild, Inc. shall be from the first day of September to the last day of August.

ARTICLE V. OFFICERS AND EXECUTIVE BOARD

Section 1. The Executive Board of the Mesquite Quilt Guild, Inc. shall consist of the elected officers: President, Secretary, and Treasurer. Others may be added by the Executive Board on a temporary or permanent basis. When participating on the Board, these persons may or may not have a vote, depending on the choice of the Executive Board.

- A. If at any time, regular night meetings are resumed, a representative from the evening group may become a permanent member of the Executive Board.
- B. Guild Members/Guests may be present at the invitation of the Board, but they do not have a vote.
- C. The Board will meet with a representative determined by the Parks and Recreation Board at least quarterly.

Section 2. The President and Secretary positions are elected for a term of one year, which begins at the annual meeting in September. These officers may be re-elected to a term of not more than one additional year. No member of the Executive Board may hold two offices at one time. The Treasurer will hold a term of two years with a re-election term of an additional two years.

Section 3. Duties of the Executive Board

- A. Supervise the affairs and conduct the business of the Mesquite Quilt Guild, Inc. between regular meetings.
- B. Present the Board approved budget it to the membership for approval at the September Meeting.
- C. Make recommendations to the membership.
- D. Be subject to the orders of the membership.
- E. Coordinate with the Mesquite Parks and Recreation Board.
- F. Receive the Treasurer's report and results of the audit by the February meeting. The appropriate paperwork will be filed with the State Comptroller's Office and the Internal Revenue Service.

Section 4. The Executive Board shall have the authority to:

- A. Expend funds allotted in the approved budget.
- B. Authorize expenditures for non-budgeted items not to exceed \$100.00 without the approval of the membership.
- C. Make other financial and non-financial decisions as appropriate.

Section 5. Quorum for Executive Board Meetings

- A. Two-thirds of the board members shall constitute a quorum for Executive Board Meetings.

Section 6. Duties of the Executive Board/Officers

- A. The President shall:
 - a. Preside at all meetings of the Mesquite Quilt Guild, Inc. and the Executive Board.

- b. Participate as an ex-officio member of all committees except the nominating committee when necessary.
 - c. Appoint special committees as necessary.
 - d. Perform other duties as necessary.
 - e. Appoint an audit committee by July of each year to collaborate with the treasurer. This committee should be composed of persons who are able to do the audit but not necessarily a professional audit person or company.
 - f. Be the official spokesperson for the guild.
 - g. Vote in general meetings only as a tie-breaker.
 - h. Work with the Parks and Recreation Representative for calendar scheduling of activities and meetings.
- B. The Secretary shall:
- a. Take all minutes of the meetings of the Mesquite Quilt Guild, Inc. and the Executive Board.
 - b. Conduct the general correspondence of the Mesquite Quilt Guild, Inc.
 - c. Archive minutes appropriately.
 - d. Collaborate with Webmaster and the person who sends minutes to the membership.
 - e. Collaborate with Parks and Recreation Department at the Rutherford Senior Center Office for maintenance of meeting attendance records.
 - f. Perform other duties as necessary and appropriate.
- C. The Treasurer shall:
- a. Be the custodian of all Mesquite Quilt Guild, Inc. funds and maintain accurate records and receipts.
 - b. Prepare the budget and present it to the Board for approval at the August Board meeting.
 - c. Present a brief financial report at each monthly meeting.
 - d. Disburse funds upon sanction of the Executive Board and/or the Standing Committees.
 - e. Collaborate with the audit committee in order to obtain a yearly audited account of financial records. This report will be presented to the Executive Board in August and to the membership at the September annual meeting.
 - f. File yearly State and Federal Tax information by February of each year (in collaboration with the Executive Committee as necessary).
 - g. File all bank statements and treasury documents along with the archive of minutes and newsletters.
 - h. An additional signer for the Guild's bank account will be approved by the President in the event the current Treasurer is unable to complete his or her duties. If this occurs, a special nomination and election process would be initiated by the President for a new Treasurer.

Section 7. Vacancies

- A. If a vacancy should occur in any office, that vacancy will be filled by the Executive Board.

ARTICLE VI. STANDING COMMITTEES AND OTHER OFFICERS (These are not elected offices.)

Committee chairpersons are responsible for funds both received and expended by their committee. Committee members requesting reimbursement for expenditures must complete a check request form and have it signed by the committee chairperson. The signed check request form with documentation can then be signed by the Guild president. Request form is then provided to the treasurer for payment.

- A. Publicity/Newsletter
 - a. Maintain website, Face Book, and social media presence and accounts.
 - b. Prepare monthly newsletter and disseminate it appropriately.
 - c. Archive materials along with the minutes as appropriate.
 - d. Prepare and disseminate publicity for Guild events

- B. Program
 - a. Make program recommendations to Executive Board.
 - b. Once programs or speakers are selected, contact speakers, obtain commitments, contracts, or whatever is needed, while remaining in-budget for programs.

- C. Refreshments
 - a. Coordinate member volunteers for monthly refreshments.

- D. Membership
 - a. Maintain an accurate, up-to-date membership list which will be regularly sent to the members and updated at least yearly. A yearly list of members should be archived along with the minutes.
 - b. Maintain the membership records.
 - c. Receive membership dues and transfer them to the treasurer.
 - d. Provide printed name tags for members.

- E. Community Service
 - a. Maintain records of volunteer hours and provide a yearly report to the Guild each December. This report is to be archived with the minutes and reported to the Parks and Recreation Board as appropriate or as requested.
 - b. Store donated items in an organized manner.
 - c. Distribute donated quilts and other community service items.
 - d. Provide leadership in Guild community service activities.

- F. Quilt Show
 - a. This committee functions only in years when the Guild holds a Mesquite Quilt Show. In that case, members of this committee provide leadership.
 - b. All members who are able to do so are expected to participate to the success of the Show.

- G. Audit Committee
 - a. The financial records shall be audited by a four-member team, appointed by the President, of members (none of whom are elected officers) following the scheduled meeting in August and at any such time as there is a change in the Guild's Treasurer.
 - i. Committee member term is two years
 - ii. The Committee Chair, will be a non-voting member of the Audit Committee, will present the annual audit report at the September Annual Meeting to the membership.
 - b. The work of the Audit Committee helps ensure fiscal responsibility of the organization.
 - c. Two committee members should be added each year. This provides for 2 members on the committee with 1 year of experience when 2 new members are added. 1 committee member will serve as the Committee Chair during the second year of his or her term.

- d. Review all fiscal records (including ledgers, bank records, notes, tax returns, etc.) provided by the current Treasurer.
- e. Verify the final report of funds agrees with bank records.

H. Special Projects

- a. Sunshine and Shadows
 - i. Send cards to members who are ill.
 - ii. If a member passes, send cards to family members and collect obituary to be filed with the minutes.
 - iii. Other duties as appropriate.
- b. Door Prizes
 - i. Collect and distribute about 4-5 door prizes for each meeting, while staying within the budget established by the Executive Board.
- c. Library
 - i. Maintain the library in order.
 - ii. Notify members whose books are overdue.
 - iii. Stay within budget if purchasing new books as requested by the Executive Board.
- d. Raffle/Fund Raising Quilt Committee
 - i. Collaborate with the Executive Board to establish a budget for the Raffle Quilt and remain within that budget.
 - ii. Coordinate production of the yearly raffle/fund raising quilt, including, but not limited to choice of pattern and fabric, backing, batting, quilting, and binding.
 - iii. Distribute materials to those who are working on the quilt.
 - iv. Shall be responsible for preparing raffle/fund raising tickets, coordinating sales, and accounting for the funds and turning them over to the treasurer.
 - v. Report progress to the guild monthly.
 - vi. Coordinate showings of the finished quilt, while encouraging participation of many Guild members other than the Raffle/Fund Raising Quilt Committee.
 - vii. Coordinate drawing for the quilt and notification to the winner of the Raffle/Fund Raising Quilt.
- e. Parliamentarian
 - i. The Parliamentarian will utilize the rules which are contained in the latest edition of the *Robert's Rules of Order, Newly Revised*, as the parliamentary authority for all matters of procedure for the Mesquite Quilt Guild, Inc. which are not specifically covered by the bylaws. This individual shall have the final word, for the good of the Guild.
- f. Special Committees
 - i. In addition to the standing committees, the Mesquite Quilt Guild, Inc. may have one or more special committees as determined by the Executive Board.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

- A. A nominating committee consisting of three members shall be selected at the May meeting in the following manner: one member will be elected by the membership and two will be appointed by the President.
- B. The nominating committee will select the chairman of the committee.
- C. The nominating committee shall review the membership roster and contact anyone whom they believe might be able and willing to serve as an officer as well as receive the names of volunteers. From this list, they will present a list of nominees for each office at the July meeting.
- D. The nominating committee shall create and count ballots and report election results.

Section 2. Elections.

- A. Officers will be elected by ballot in August of each year via written ballot.
- B. Before the election at the August meeting, additional nominees from the floor shall be permitted.
- C. In the event that there is only one candidate for any office, voting on that office may be by voice.

ARTICLE VIII. MEETINGS

Section 1. The regular meetings of the Mesquite Quilt Guild, Inc. shall be held the third Tuesday afternoon of each month, with changes, either temporary or permanent must be approved by the Executive Board.

Section 2. The regular meeting in September will be the annual meeting at which the current President will deliver a verbal report of the State of the Guild to the membership. This report will include, but not be limited to: the audited financial report, the year-to-date report of volunteer hours, and any other information deemed appropriate by the President or Executive Board. Following the report, installation of new officers will commence.

Section 3. Special meetings may be held at the direction of the Executive Board. For such a meeting, the Board will send a written email or mailed notice to members five days in advance. The purpose of the special meeting shall be stated in the notification.

Section 4. At any meeting, members present shall constitute a quorum.

ARTICLE IX. AMENDMENT OF BYLAWS

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided that the amendment has been mailed or e-mailed to the entire membership at least ten (10) days prior to the meeting at which the vote will occur.

ARTICLE X. DISSOLUTION

To effect dissolution of the Mesquite Quilt Guild, Inc., a vote to dissolve the Guild and these bylaws must be rescinded by two-thirds (2/3) vote of the membership. A notice of the vote must be mailed or emailed to members ten (10) days prior to the meeting in which the vote will be taken. In the event of dissolution, all net assets shall go to the Mesquite Parks and Recreation Board.