

# **COURTHOUSE QUILTERS 2011 BY-LAWS**

**Approved November 13, 2011**

## **Article I: Name**

This not-for-profit, 501(c)(3), quilt Guild shall be called **Courthouse Quilters**.

## **Article II: Purpose**

The purpose of this organization is to preserve and promote the tradition and history of quilting; to foster fellowship among interested persons in all aspects of quilting; to sponsor and support educational quilting activities; to encourage quilt making and collecting; to promote the appreciation of quilting throughout the community; and to support charitable activities.

## **Article III: Membership**

**Section 1.** Membership of this organization is open to:

- a. All individuals interested in the art of quilt making.
- b. All current members are those individuals who pay annual dues and attend meetings.
- c. Current members are entitled to vote on all issues presented to the general membership.
- d. Members shall receive a copy of the current membership list, a monthly newsletter, and a membership card valid from January 1 to December 31 each year they join.
- e. In addition to the items in (d) above, new members shall receive a New Member Packet, which contains general information about the Guild and a copy of the current By-Laws.
- f. It is our tradition that each member contributes to Hospitality, Charity, Quilt Show, the Raffle Quilt, and Ways and Means activities.

## **Article IV: Finances**

**Section 1.** Guidelines for the organization's finances are as follows:

- a. Annual dues are payable to the membership chairperson by the first meeting of a calendar year and pro-rated semi-annually for new members only.
- b. Dues shall be set by the Board. The Board shall adjust annual dues to meet the operating expenses of the organization.
- c. All proposed commitments of organization funds and/or services shall be submitted to the Board for approval and be used by the Treasurer to create and maintain a two-year cycle budget.
- d. All pre-approved incurred expenses within budget shall be reimbursed upon presentation of appropriate receipts and completed request form.
- e. All proposed expenditures outside of budget will require Board approval

prior to reimbursement.

**Article V: Officers**

**Section 1.** The five elected officers will comprise the Executive Board of this organization and shall be:

- President
- Vice President
- Recording Secretary
- Corresponding Secretary
- Treasurer

**Section 2.** Officers shall be elected at the November meeting and take office at the end of the December meeting for a term of two years or until successors are elected and duly qualify.

**Section 3.** Elected Officers are asked to serve a minimum of one two-year term. No Elected Officer shall serve more than two (2) consecutive terms or four (4) years in any one position. Anyone wishing to serve two consecutive terms must be elected to such. All Elected Officers shall serve without compensation of any form. Unexpired terms shall be filled to their expiration date through appointment by the President, with the approval of the Board.

**Section 4.** These Elected Officers, Chairpersons of Standing Committees, Chairpersons of Ad Hoc committees and *immediate* Past President shall serve as the Board.

**Section 5.** No person shall hold more than one office, committee chairmanship, or any such combination without the Board's approval.

**Section 6.** Duties of elected officers:

**President**

- a. The President shall preside at all meetings of the organization and the Board.
- b. The President shall prepare a proposed agenda to be distributed to the Board at the beginning of each Board meeting. Board Members only may propose additions or deletions to the agenda. Once approved by a majority of Board Members, the agenda is set for the current meeting.
- c. The President shall appoint all Chairpersons of all standing and Ad Hoc committees with the advice and consent of the Board and shall serve as ex-officio member of all committees.
- d. The President is responsible for the submission of President's Letter, to be included in monthly newsletter, by due date set by Newsletter Committee.

**Vice President**

- a. The Vice President shall perform the duties of the President in her/his absence.
- b. The Vice President shall serve as chairperson of the Program Committee.

**Recording Secretary**

- a. The Recording Secretary records the minutes at all general and board meetings.
- b. Responsible for the submission of the minutes, to be included in monthly newsletter, by due date set by Newsletter Committee.

**Corresponding Secretary**

- a. The Corresponding Secretary handles all correspondence of the organization unless otherwise directed by the President.
- b. Responsible for sending 'good will' cards to members who are known to be ill, hospitalized, new parents, etc.
- c. For circumstances that may warrant other considerations, Board approval is required. For situations between meetings that require immediate determination, approval of 3 or more Elected Officers is required.

**Treasurer**

- a. The Treasurer handles all funds and financial records of the organization.
- b. The Treasurer makes a monthly report outlining receipts, disbursements and current balances to the Board and to the members via the newsletter.
- c. The Treasurer shall submit each November an Annual Budget within the projected two-year cycle to the Board. Upon approval by the Board, the budget will be presented to the membership in the January newsletter. In June, the Treasurer will submit a Budget Status Report to the Board.
- d. The Treasurer is responsible for remitting dues and other financial obligation to any organization with which the Guild may be affiliated (i.e. NQA, etc.)

**Section 7. Removal of Officers**

The entire Board or any individual Officer may be removed from office with just cause at any time, if approved by a two-thirds vote of the regular membership at a duly called meeting. Just cause can be (but is not limited to), misuse of Guild funds, mis-representing the Guild within the quilting community or not performing his/her duties in a proper or satisfactory manner. Any Officer whose removal has been proposed shall be given the opportunity to be heard before a vote is taken at the meeting considering

their removal.

## **Article VI: Committee Chairpersons**

Chairpersons shall be approved or replaced by the President upon the advice and consent of the Board and shall become members of the Board.

**Section 1** It is strongly recommended that each Committee Chairperson follow the guidelines for their committee. These guidelines are passed down to each Committee Chairperson by their successor. Committee guidelines may be revised by the Board on an as needed basis.

It is the responsibility of each Committee Chairperson to submit their committee report to the Newsletter Chairperson by the due date set by the Newsletter committee, for inclusion in the next monthly newsletter.

Guild members are encouraged to assist Chairpersons of each of the Standing Committees listed below.

## **Section 2** Standing Committees and their duties:

### **Charity:**

- a. Will actively work to schedule member workshops to make quilts and other items to be donated. Fabrics and materials for these projects may be donated or purchased at the organization's expense.
- b. Maintains a list of Board approved recipient organizations.
- c. Significant quilts or donated items must be approved by the Board before distribution.

### **Door Prize Committee:**

- a. Responsible for purchasing monthly door prizes.
- b. Handles the door prize ticket selling at the monthly meetings.

### **Community Outreach:**

- a. Shall consist of programs designed to support the organization's purpose (Article I). Ongoing and past projects such as the Quilts of Valor, Story Book Quilts, and ConKerr Cancer Pillowcase Campaign will continue to be supported as a way to promote and honor the history and tradition of quilting. Past projects have included local hospice organizations, woman's shelters, youth centers, Girl Scout projects, Habitat for Humanity, raffle quilt donations, etc.

### **Historian:**

- a. Will be responsible for keeping a record of the organization's activities and news articles featuring the Guild. This will include:

1. Maintaining an attractive scrapbook.
2. Photographically recording all activities and events.

**Hospitality:**

- a. Coordinates Members contributing refreshments at each meeting.
- b. Maintains inventory of necessary supplies.
- c. Ensures proper set-up and clean up of the meeting room and kitchen.

**Library:**

- a. Maintains accurate inventory of library.
- b. Maintains current card file of incoming and outgoing materials.
- c. Researches information on new materials and makes new acquisitions upon approval of the Board.
- d. Solicits membership support of the library through donations.
- e. Ensures that the library is set-up and broken down at each meeting
- f. Coordinates purchase or donation of monthly book raffle.

**Membership:**

- a. Greets Members and guests at each meeting.
- b. Maintains accurate membership records.
- c. Enrolls new Members and ensures receipt of membership packet to each new Member.
- d. Publishes and distributes a current membership list in March of each year. New Members and updates will be posted in the monthly newsletter.
- e. Handles various miscellaneous items (e.g., mugs, CHQ pins, tote bags) for sale at monthly meetings.

**Newsletter/Circulation:**

- a. Publishes and coordinates distribution of newsletter to be received by all current Members two (2) weeks prior to monthly meetings.
- b. Coordinates newsletter advertising from local vendors with the Board. Monthly advertising rates for quilting related shops, services, and products are as follows:
  1. Business card size ad: \$ 10.00
  2. Half page ad: \$ 25.00
  3. Full page ad: \$ 50.00
- c. Sets committee report due date and coordinates receipt of monthly reports from Committee Chairpersons for inclusion in the newsletter.
- d. Organization news and articles from Members and/or Chairpersons shall always take precedence over general stories or news from other Guilds or organizations in the newsletter.
- e. Maintains current list of mail/email addresses for newsletter distribution and other communications as needed.

**Program:**

- a. The Vice President shall serve as Chairperson of the Program Committee.
- b. Plans programs for all general membership meetings and any workshops.
- c. Publishes a program schedule at least three (3) months in advance.
- d. Submits proposal for each workshop and/or lecture to the Board for approval. Once approved, negotiates contracts and secures signatures on the organization's "Teacher's Contract" (Appendix A) for workshops and/or lecture. After each workshop and/or lecture a written follow-up must also be submitted to the newsletter.
- e. Responsible for collecting information for required W-9 or 1099 reporting for payments made for services.
- f. Sees to the overall needs of the guest speaker/teacher.
- g. Program approval by the Board is final and absolute.
- h. The program schedule must be planned by the current committee a minimum of six months into the new year for the incoming committee.

**Publicity:**

- a. Submits news articles to local publications as requested by the Board.
- b. Responsible for submission of monthly meeting/workshop information to local newspapers working within the publications' deadlines.
- c. Maintains current listing of publications where these news releases are sent.

**Quilt Show:**

This major fundraiser is held every other year at a time and location to be determined by the Board. Traditionally, it has been held the first weekend in October of even calendar years, at the Prallsville Mills in Stockton, NJ.

- a. Chair and Co-chair are responsible for all aspects of the event and related special situations and circumstances as they may arise. This may include but not be limited to: securing the show location and overseeing event chair people and their assigned responsibilities.
- b. The organization's Treasurer will serve as Treasurer for the Show
- c. Various sub-committees will be organized by and report to the Show Chairs. In the past, these sub-committees have included but are not limited to: Acquisitions, Hanging, Ways & Means, Preview Party, Vendors, Parking, Signage, Advertising, etc.
- d. Ways & Means will host the Guild Boutique and each Member will be asked to support their efforts.
- e. Quilt Show Chairs are asked to attend Board Meetings and are

responsible for documenting their actions as reference for future shows.

**Raffle Quilt:**

This major fundraiser is usually held every other year in combination with the Quilt Show.

- a. Design and Construction Chair:
  1. Chairperson is responsible for choosing the design of the quilt, soliciting Board approval and designer approval (if needed), presenting estimated costs for Board approval and purchasing fabrics or accepting fabric donations.
  2. Determination is made whether or not to solicit Guild Members' assistance in constructing quilt or to form an Ad Hoc Committee, and to prepare directions and/or fabric packs to be handed out as needed.
  3. Once top is completed, arrange for quilting either by hand or by machine.
  
- b. Raffle Ticket Distribution and Sales Chair:

May be the same person/group that is in charge of construction of the quilt or can be a separate committee (recommended).

  1. Chairperson is required to be familiar with and adhere to current NJ State Raffle Regulations which currently include the requirement for a separate checking account which will be overseen by the Treasurer.
  2. Apply for local raffle drawing license (recently, Stockton Borough or location where raffle drawing will take place.) This should be done in January of the Quilt Show year.
  3. Purchase raffle tickets. Both the *NJ State License* number and the *Local Drawing License* number (recently, Stockton Borough or location where raffle will take place) are required to be printed on the ticket.
    - a) Distributes tickets to members, keeping track of ticket numbers and money received.
    - b) Organize selling of tickets at various locations and events.

**Website** ([www.CourthouseQuilters.com](http://www.CourthouseQuilters.com))

- a. The organization will work to maintain a website and web presence with information on our history and upcoming events.

**Ad Hoc Committee:**

- a. The Board shall put into place Ad Hoc Committees to serve the best interest and special needs of the organization.

- b. Committee Chairpersons shall serve the length of the project.

### **Article VII: Annual Elections**

**Section 1** The Nominating Committee is an Ad Hoc Committee selected annually, no later than March, by the Board.

- a. All open positions should be communicated to the Members of the Guild.
- b. They shall prepare a slate of nominees for all Elected Officers to be presented to the membership at the October meeting.
- c. Additional nominations from the floor will be entertained at the October meeting.
- d. The Nominating Committee shall prepare paper ballots and be responsible for the tally of votes at the November meeting.
- e. The final slate of nominees and the election will be announced to all Members via the Newsletter prior to the November meeting.

**Section 2** Election of Officers

- a. The Election of Officers shall be at the November meeting.
- b. Election shall be by majority vote of Members present.
- c. Election results will be announced at the election meeting and reported in the Newsletter prior to the December meeting.

**Section 3** Installation of Elected Officers

- a. Installation of Elected Officers shall be held during the December meeting of the appropriate year for each term.
- b. The term of office begins after said December meeting.

### **Article VIII: Meetings**

Meetings of the organization shall be held on the second Sunday of each month, unless otherwise decided by the Board. All Members present at a general or duly called meeting shall constitute a quorum. Matters brought before the membership shall be decided by a majority vote.

### **Article IX: Guests**

- a. Guests shall be welcome at our meetings for a guest fee of \$5.00 per person. At a meeting where we have a national speaker the guest fee shall be \$10.00.
- b. Guest admission will be limited to two times per year, per person.
- c. Fee may be waived by the Board for special events.

### **Article X: Library Rules**

- a. Members in good standing may check out library items for one month or from one scheduled meeting to the next. Library items may be renewed once for an additional month in person or by phone.
- b. There will be a fine of \$ .50 per month for overdue library material.

- c. Any library item lost or damaged by a Member must be replaced with the same item or one of greater or equal value.

**Article XI: Workshop Rules**

- a. Payment must be made in advance to secure a reservation in the workshop. No refunds will be given. To ensure fairness, the rule of “first come, first serve” will be used.
- b. The fee for non-Guild attendees will be the regular workshop charge **plus** an additional charge for a national lecturer/teacher. This additional charge will be determined based on the teacher’s fee for that workshop.
- c. Any Member who hosts an out of town lecturer/teacher may attend the workshop at the organization’s expense. This privilege is non-transferable.
- d. No Member affiliated with a quilt shop or any outside vendor may sell or display items for sale without expressed permission from the Board prior to the date of the event.
- e. Any Member of the organization that is contracted to teach/lecture a workshop shall be paid at the current hourly rate set by the Board.

**Article XII: Board Meetings**

Board meetings shall be held monthly. The time and place of the meetings shall be set at the discretion of the Executive Board and will be announced in the newsletter. All Members of the organization are invited to attend any or all Board meetings, but only Board Members shall be allowed to vote.

- a. The Board may also meet quarterly in special session.
- b. The December and/or January meeting may be a joint meeting of newly elected and out-going Officers and Committee Chairpersons.
- c. At least three Executive Board Members plus four Committee Members shall constitute a quorum for the transaction of business. All matters brought before the Board will be decided by a majority vote.
- d. During emergency situations – such as snowstorms or important Quilt Show years – when the entire Board cannot be contacted or does not have the opportunity to meet prior to a decision, three of the five Elected Officers of the Executive Board may make a decision in the best interest of the organization. All Board Members will be notified of such a decision as soon as possible.

**Article XIII: Parliamentary Authority**

Parliamentary authority shall be the current edition of **Robert’s Rules of Order** unless otherwise stated. The Recording Secretary of the organization shall hold a copy of such rules.

**Article XIV: INDEMNIFICATION**

The organization shall indemnify any and all persons who may serve or who have served at any time as an Officer, Executive Board Member, Committee Member or

advisor of the organization and their respective heirs, assigns, administrators and successors, against any and all expenses incurred by such person in connection with any action, suit or other proceedings, including any settlement thereof approved by the officers and/or executive board, by reason of such person's having been a committee chair, committee member or advisor or other duly appointed representative of the organization. The Officer, Executive Board Member, Committee Member or advisors shall not be liable to the organization or its members for any other reason except in the case of bad faith or willful misconduct on the part of any such person. The Officer, Executive Board Member, Committee Member and advisors shall have no personal liability for any contract or other commitment made by them, in good faith, and the organization shall indemnify and forever hold each Officer, Executive Board Member, Committee Member or advisor harmless against any and all liability to others on account of any such contract or commitment. Note that the right to indemnification and payment of expenses shall be exclusive of any other right that any person may have or hereafter acquire under any statute or rule of law.

**Article 15: Dissolution Clause**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not disposed of which shall be disposed of by the Court of Common Pleas of the county in which the principle officer of the organization is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

**Article 16: Review & Amendments to the By-Laws**

- a. Amendments to these By-Laws may be made by majority vote of 10 members attending a regularly scheduled meeting.
- b. By-Laws shall be reviewed every two years. The next scheduled review shall be during the calendar year 2013.

The preceding By-Laws were reviewed, amended, and passed by a majority vote (28 for, 8 against and 5 abstained) at a regularly scheduled meeting on November 13, 2011.