

Bylaws of the Bedford Friendship Quilt Guild

Article I: Name

1.1 The name of the organization shall be the Bedford Friendship Quilt Guild, hereafter referred to as BFQG or the Guild.

Article II: Purpose

2.1 The mission of the BFQG shall be to assist quilters in the pursuit and development of their craft; to enhance their knowledge and enjoyment of quilting through the sharing of resources in an encouraging and supportive manner; and to participate in charitable projects through quilt making and quilt related events.

Article III: Officers

3.1 The officers of the Guild shall be: 1) President, 2) Vice President, 3) Secretary and 4) Treasurer. These officers, along with the immediate past president, comprise the Executive Board and have the authority to perform the duties prescribed by these bylaws. Should it be necessary to remove an officer, a two-thirds (2/3) vote of the FULL Governing Board is needed for such removal. Removal under this article shall only be permitted for cause.

3.2 The officers of the Guild shall be elected for a term of one (1) year by the membership at the Annual Meeting. After the election, the term of office will begin at the June General Meeting. During the transition time all electronic and paper files related to Guild business shall be given to the incoming President.

3.3 The Executive Board shall present a slate of officer nominees at the Annual Meeting. A call for officer nominations shall be made in the newsletter and/or via email at least fifteen (15) days prior to the Annual Meeting. Any member may present themselves for nomination by contacting the President prior to the Annual Meeting or present themselves from the floor at the Annual Meeting. Any election with more than one candidate running for the same office will allow a brief statement of position by those candidates prior to the vote. Election of officers shall be by majority vote in the affirmative of those present. In the event of a tie, the vote of the current President shall decide.

3.4 A vacancy which occurs for any reason shall be filled through nomination by the President and confirmed by a majority vote of the Executive Board for the unexpired portion of the term.

3.5 The President: 1) shall supervise all of the business and affairs of the Guild; 2) shall preside at all Executive Board meetings, business meetings and affairs of the Guild; 3) must co-sign with the treasurer any contracts, notes or checks over \$500 authorized by the Executive Board.

3.6 The Vice President shall: 1) perform the duties of the President in the temporary absence of the President; 2) assist the President in all duties; 3) perform any and all other duties as assigned by the President.

3.7 The Secretary shall: 1) keep the official records and papers of the Guild; 2) keep the minutes of all business meetings and meetings of the Governing Board; 3) perform all the duties incidental to the Office of Secretary and such other duties assigned by the President. The minutes shall be published in the newsletter, website and/or via email.

3.8 The Treasurer shall: 1) monitor the receipts and expenditures of the Guild; 2) make a formal financial report at the annual meeting; 3) provide periodic financial statements at the Executive Board meetings; 4) perform all the duties incidental to the Office of Treasurer and such other duties assigned by the President; 5) shall file all necessary papers as requested by the IRS. The Guild fiscal year shall begin on the first day of June of each calendar year and end on the last day of May at which time the Treasurer shall make available the books for an annual audit.

Article IV: Governing Board

The Governing Board consists of the Executive Board and the Members- at-Large. All members of the Governing Board are voting members.

4.1 The Executive Board and the Members-At-Large shall be the governing body of the Guild. The Board shall be comprised of nine (9) to eleven (11) members. Each Board member must be a member of the Guild in good standing.

- a) The Executive Board consists of the currently elected officers: President, Vice president, Secretary and Treasurer (4), and the immediate Past President (1).
- b) The At-Large Members (4-6) shall be nominated by the president and confirmed by the Executive Board. They will serve one (1) year and are renewable at the discretion of the Executive Board.

4.2 The Governing Board shall exercise all the powers, rights, responsibilities, and duties of the Guild. The Governing Board shall be responsible for the control and management of the affairs of the Guild. The Governing Board shall set the general guidelines and policies for the Guild.

4.3 The Governing Board shall meet quarterly at a minimum, or more often as needed to conduct the affairs of the Guild.

4.4 Governing Board meetings shall be attended by all Board members. All board meetings are open to the general membership. Any five (5) members of the Governing Board shall constitute a quorum for the transaction of business. Decisions by the Governing Board shall require a majority of those present to be in the affirmative.

4.5 Under time sensitive circumstances, issues may also be brought forward to the Executive Board between meetings by the President via email. An email vote shall require a majority of the FULL Governing Board to be in the affirmative. Every effort shall be made to conduct decision making at regular meetings.

4.6 Committees, groups or special function positions may be created by the President and serve at the discretion of the Governing Board.

Article IV: Membership

5.1 Any individual interested in promoting the purposes of the Guild shall be eligible and shall become a member after paying dues. The Governing Board may define a policy that limits the size of the membership.

5.2 The membership term shall be from September 1 to August 31 with dues payable no later than the end of September.

5.3 The Governing Board may approve special non-voting memberships for selected individuals.

5.4 For those matters requiring approval of the membership as prescribed in these bylaws, approval shall be by majority vote in the affirmative of those present at any Guild business meeting. Notice shall be given in the newsletter and/or via email at least 15 days prior to said meeting.

5.5 Changes in membership dues shall be submitted for approval by the membership.

5.6 The Executive Board may revoke the membership of a member for a very serious cause. Should it be necessary to remove a member, a two-thirds vote in the affirmative of the FULL Governing Board is needed for such removal.

Article VI: Meetings

6.1 General Meetings are those meetings organized by the Governing Board for charitable, educational or social purposes. General meetings shall be held monthly throughout the year, with exceptions for holidays, inclement weather, and conflicting schedules at the meeting hall. Members shall receive notice of all general meetings through the newsletter or email.

6.2 An optional business meeting may be held in conjunction with a general meeting. The purpose of a business meeting shall be for the election of officers and for the transaction of other such business requiring a vote. Announcements and reports are not considered as part of a business meeting. Business meetings may only be scheduled September through May. There shall be a minimum of one (1) business meeting per year organized by the Executive Board.

6.3 The last general meeting prior to the first of June shall include a business meeting to be known as the "Annual Meeting." The purpose of the Annual Meeting shall be for the election of officers and for the transaction of other such business as may come before the meeting.

6.4 A yearly Budget Meeting will be held with the Governing Board Members and Committee Chairs after the new board convenes. The purpose of the Budget meeting is for the newly elected Executive Board, Members-at-Large and Committee Chairs to review the budget and to make adjustments as deemed necessary for upcoming initiatives.

Article VII: Privacy

7.1 The Guild shall not share membership lists or personal information with outside entities. An exception is possible when approved by the Executive Board for a specific purpose on an opt-in basis (e.g. sign-up sheet) with the clear agreement of each member whose information is to be shared.

Article VIII: Dissolution

8.1 A three-quarters vote of the membership and a majority vote of the Governing Board is required for dissolution of this Guild. The Executive Board, upon dissolution of the organization, shall pay from the Guild treasury all liabilities of the Guild. In the event of dissolution, the Executive Board shall dispose of all assets to the benefit of charitable non-profit or educational organizations.

Article IX: Amendments

9.1 The articles of the bylaws may be altered, amended, or repealed and new bylaws enacted if recommended by majority vote of the Governing Board and approved by the membership at any business meeting. Approval of the membership at this meeting shall require a two-thirds (2/3) vote in the affirmative of members present.

These Bylaws, accepted on Sept. 17, 2013, shall replace the Bylaws of the Bedford Friendship Quilt Guild dated April 19, 2011.

These Bylaws, amended (Article 5.2) and accepted on May, 17, 2016, shall replace the Bylaws of the Bedford Friendship Guild dated September 17, 2013.

These Bylaws, accepted on October 20, 2020, shall replace the Bylaws of the Bedford Friendship Guild dated May 17, 2016.