



BY-LAWS

Enacted November 11, 2015

Amended October 4, 2016

Amended September 5, 2017

Article I: Name, Purpose and General Matters

1.1 NAME

The name of the organization will be the **Central Virginia Modern Quilt Guild**, as referred to as "The Guild" or "CVAMQG".

1.2 PURPOSE: ART, EDUCATION AND COMMUNITY

The Guild's purpose is to:

- DEVELOP AND ENCOURAGE THE GROWTH AND DEVELOPMENT OF MODERN QUILTING THROUGH EDUCATION AND COMMUNITY ACTIVITIES.

1.3 LOCATION

The Guild will maintain a P.O. Box mailing address within the Commonwealth of Virginia and a registered contact. At the time of the adoption of these By-Laws, the Guild's mailing address was P.O. Box 5421 Glen Allen, VA 23058.

1.4 POWERS

Members and Directors of The Guild are subject to these By-laws.

1.5 FISCAL YEAR

The fiscal year begins **January 1 and ends December 31.**

1.6 ANNUAL MEETING

The January meeting of The Guild will be considered the Annual Meeting where the budget is presented and the President and Treasurer will deliver reports.

1.7 PRIVACY

Member information is for the purpose of The Guild business only and every effort will be made to protect the privacy of individual members. Personal information will never be offered for sale or otherwise to non-authorized parties.

1.8 NON-DISCRIMINATION

No person may be denied membership to The Guild or denied participation in any Guild events or activity because of the person's sex, race, religion, national origin, ancestry, creed, pregnancy, marital status, parental status, sexual orientation or physical, mental, emotional or learning disability.

Article II: Members

2.1 MEMBERSHIP

Membership is granted to anyone 18 years or older upon completion of membership application and payment of dues. Paid members in good standing receive a single vote in Guild matters.

Visitors may attend one meeting free of charge. At the second meeting and thereafter, a nominal fee of \$5 will be charged until the visitor has become a member.

2.2 DUES/FEES

The annual dues amount will be set by the Executive Council (See Article III). If a member withdraws from The Guild, dues will not be prorated or refunded. Dues must be received by the January meeting to remain in good standing. The Executive Council has the authority to authorize payment arrangements on a case-by-case basis. A member whose dues remain unpaid by May 1 will be dropped from the list. The Executive Council will set the amount for the pro ration of dues when a member joins after July 1.

Fees may be charged for special classes, presentations and/or events as established by the Executive Council. Any visitor who joins will have their visitor fees applied to their dues.

2.3 MEETINGS

The Guild will hold a monthly meeting. The timing of the meeting will be determined by the Executive Council. The time of the meeting will not change in a fiscal year unless special circumstances are determined by the Executive Council. Members may attend meetings free of charge.

2.4 VOTING

Each member in good standing receives ONE vote. Absentee voting is allowed. Members shall request an absentee ballot from the Nominating Committee Chair before the election and submit the ballot before the election. The Chair may issue and accept absentee ballots electronically.

2.5 REVOCATION

Membership may be revoked in cases of actions which threaten the non-profit status of The Guild. Membership may be revoked for violating policies set by the hosting meeting space or by participating in any activity related to The Guild which is criminal.

Article III: Officers

3.1 OFFICERS

The Executive Council shall consist of:

President

Vice President

Immediate Past President

Secretary

Treasurer

Program Coordinator

Ways and Means Chair

Each officer must be a member in good standing for the entire term. Candidates must understand and adhere to The Guild's purpose and have been an active member for one full year to be considered, except for the first year of elections. Officers must attend **75%** of the general and Executive Council meetings.

3.2 NOMINATING COMMITTEE

A Nominating Committee will be formed 60 days prior to elections and will consist of 3-5 members who do not wish to be considered for any officer position. Standing Executive Council members may wish to join the Nominating Committee.

3.3 ELECTION OF OFFICERS

Officers will be elected to a one-year (1) term by majority of the members present. Absentee voting is allowed (See Article 2.4). Voting is by paper ballot and will be tallied by two (2) members in good standing who are not in consideration for an officer position. Elections will be held in December.

3.4 INSTALLATION OF OFFICERS

Officers will be installed immediately following election for the term of one (1) year unless they resign or are removed from office or membership. All books and papers regarding The Guild will be delivered to the new officers within two (2) weeks of election.

3.5 VACANCIES

An Officer may resign at any time. Any Officer position, with exception of the President, can be appointed by the Executive Council. The Vice-President will fill in for the President until Elections can be held.

3.6 POWERS AND DUTIES

Officers, except for the President, will be responsible for one or more committees, to be determined by the Executive Council.

IV: Executive Council

4.1 MEMBERS

The Executive Council shall consist of the Officers of The Guild and all Committee Chairs.

4.2 POWERS

As directed by these By-Laws, the Executive Council will be responsible for managing the business and affairs of The Guild.

4.3 MEETINGS

The Executive Council shall meet quarterly and as needed to conduct the business of The Guild. The Executive Council may hold virtual meetings at the discretion of the Executive Council. Members may attend Executive Council meetings virtually at their discretion.

4.4 QUORUM

At meetings of the Executive Council, 50% of the members must be present to constitute a quorum. If quorum is not met, the meeting may be immediately adjourned and rescheduled.

4.5. VOTING

A majority of the Executive Council members present where Quorum is met will constitute an affirmative vote.

4.6 ELECTRONIC MEETING

Executive Council members are allowed to electronically attend meetings.

Article V: Committees

5.1 COMMITTEES

Committees are created to assist the Executive Council in carrying out activities and responsibilities to The Guild. Committees can be suggested by any member and the Executive Council may officially create or dissolve a committee.

5.2 CHAIRPERSONS AND MEMBERS

Any member in good standing can belong to one or more committees at any one time. A member of the Executive Council will appoint members.

5.3 CHAIRPERSON RESPONSIBILITIES

The Committee Chairperson is responsible for general supervision of the committee and its membership. The Committee Chairperson reports to the respective Executive Council officer. The Committee Chairperson is responsible for providing the President with monthly reports of pertinent information and notifying the Executive Council immediately of any concerns or issues.

5.4 TERM

The Executive Council will determine the term for the Committee and Committee Chairperson.

5.5 RESIGNATION AND REMOVAL

The Executive Council may remove a Committee Chairperson no longer in good member standing. In event of removal or resignation, the Executive Council may appoint a replacement Committee Chairperson.

5.6 MEETINGS

Each Committee may meet as needed and set its own rules for quorums and voting.

5.7 FINANCIAL AFFAIRS

Each committee will work with the Treasurer. At no time should the committee be considered independent of The Guild nor fail to submit money or expenses to the Treasurer.

5.8 STANDING COMMITTEES:

There is one Standing Committee: the Nominating Committee.

Article VI: Execution of Documents

6.1 GENERAL

The Executive Council will be responsible for maintaining the good standing of The Guild in all matters regarding legal documents and contracts.

6.2 CONTRACTS

The Executive Council has the power to execute contracts on behalf of The Guild and to delegate such power to others on a case-by-case basis.

Article VII: Guild Funds

7.1 All funds delivered to The Guild will be deposited in The Guild bank account. The Treasurer will oversee the bank account and will deliver any check or other payment of monies on behalf of The Guild. A member of the Executive Council will be designated as the back up to the Treasurer.

7.2 TREASURER REVIEW COMMITTEE

A Treasurer's report will be given at every meeting.

7.3 BUDGET ADOPTION

Executive Council will approve a budget every six (6) months for the first year of The Guild operation and on a yearly basis after that.

Article VIII: Indemnification and Insurance

8.1 INDEMNIFICATION OF OFFICERS, MEMBERS, VOLUNTEERS

The Guild may purchase indemnity insurance as needed for Guild business.

8.2 INSURANCE

The Guild must purchase and maintain D&O insurance for any member of the Executive Council.

8.3 FIDELITY BOND

The Guild will purchase and maintain a Fidelity Bond when non-profit status is achieved.

Article IX: Amendment

9.1 AMENDING BY-LAWS

The Executive Council may propose an amendment to these By-Laws at any time.

The proposed amendment must be electronically proposed via The Guild's website two (2) weeks prior to a regular meeting.

Voting will occur at that meeting with the majority of members attending constituting an affirmative response.

Article X: Dissolution

10.1 In the event The Guild is dissolved, the money in The Guild's bank account will be given to museums and historical societies to purchase quilts and/or given to charity as decided by a quorum of the members.

Officially adopted this Eleventh Day of November, 2015

Amended on October 4, 2016

Amended on September 5, 2017

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