

BYLAWS
CHARLOTTE QUILTERS' GUILD

ARTICLE I. CORPORATE NAME

The name of this corporation is "CHARLOTTE QUILTERS' GUILD" (the "Guild"), and it is incorporated under the laws of the State of North Carolina as a non-profit corporation for the following educational and charitable purposes:

The purpose for which the corporation is organized are exclusively charitable, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II. OFFICES

The principal office and all the records of the Guild in State of North Carolina shall be located at the current President's residence, if she/he resides within the state of North Carolina. If she/he resides without the state of North Carolina, the principal office shall be located at the residence of an existing board member, who shall be appointed by the Board, and who does reside within the state of North Carolina.

The Guild shall have and continuously maintain in the state of North Carolina a registered office, and a registered agent office is identical with such registered office, as required by the North Carolina Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers and Qualification. The affairs of the Guild shall be managed by its Board of Directors. Directors shall be vested with and may exercise all powers of the Guild except as otherwise provided by law or by these bylaws. All members of the Board will conduct Board business in the best interest of the entire Guild membership. It is the duty of the Board to keep the membership informed of both current and proposed activities and expenditures.

Upon taking office the Board will review bylaws and all current policies. The Board will also review the preceding year's minutes to determine business at hand and obligations undertaken in preceding year.

The Board of Directors shall consist of the current Guild Officers and Directors as hereinafter provided.

Section 2. Number and Tenure. The number of Directors of the Guild shall be 5-11 or as determined from time to time by the Board of Directors. Each director shall continue as such until the next annual election of the Board of Directors of the Guild and until a successor to such director is elected and qualified, unless the committee or role is terminated, or unless such director is removed from said responsibility, or unless such director shall cease to qualify as a director.

No Guild member may serve on the Board longer than four consecutive years, of which not more than two years may be in the same office or chair. The sole exception permitted will be during an official state of emergency declared by the Federal government and/or by the appropriate state or local authorities. Subject to an annual approval of the extension by the general membership, the Board may extend both terms of eligibility for service for existing Board members by an additional year to maintain a functioning Board of Directors. This extension shall not obligate any Board member to remain on the Board; neither shall it prevent any Guild member in good standing from being nominated to serve on the Board.

Section 3. Meetings. A regular meeting of the Board of Directors shall be held each month. Special meetings of the Board may be called by or at the request of the President or upon written request of a majority of the Directors of the Board. The person or persons authorized to call meetings of the Board may fix any place within the Charlotte area and within the State of North Carolina as the place for holding any meeting of the Board called by them.

Any meeting may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying
 - (1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and
 - (2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

Section 4. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days prior to said meeting, by telephone or by written notice delivered personally, sent via e-mail (with the recipient's consent to use e-mail) or sent by mail to each Director at her/his address as shown by the records of the Guild. The business to be transacted and/or the purpose of the special meeting of the Board of Directors must be specified in the notice.

Section 5. Quorum. A majority (that is, more than half) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If fewer than a majority of the Directors are present, a majority of the Directors present may adjourn the meeting without further notice.

Section 6. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

Section 8. Compensation. Directors shall not receive any compensation for their service while fulfilling their duties as Directors of the Guild.

Section 9. Committees of the Board: The Board of Directors, by resolution adopted by a majority of the Board of Directors fixed by these bylaws, may designate committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Guild. Neither the Board nor any committee shall have the authority to:

- a. Dissolve, merge, or consolidate the Guild;
- b. Amend the Charter of the Guild;
- c. Sell, lease or exchange all or substantially all of the property of the Guild;
- d. Amend or repeal the bylaws or adopt new bylaws which by definition are not amendable or repealable.

The designation of any other committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or her/him by law.

Section 10. Quorum of a Committee. Unless otherwise provided in the resolution of the Board of Directors designation of a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE IV. OFFICERS AND COMMITTEES

Section 1. Number. The Officers of the Guild shall be a President, President Elect, Secretary, Treasurer, Program Director, Membership Director, Outreach Director, Communications Director, Community Education Director, Hospitality Director, and Quilt Show Director.

- a. All Committee Chairs, standing or appointed, are accountable to the Board of Directors.
- b. Each committee shall consist of at least two Board members, any one of whom may serve as the Committee Chair.

Section 2. Election of Officers. The President shall appoint a Nominating Committee to be announced at the March membership meeting, consisting of at least three current or former Board members and not to include the current President or President Elect. The members of the Nominating Committee should be familiar with the Guild members and the duties and responsibilities of the officers and committee chairs.

The Committee shall present a slate of candidates at the April membership meeting and publish it in the next newsletter. From this slate of candidates, and any nominations from the floor (being certain to have received prior consent of that individual), the Board of the Guild shall be elected by the membership at the regular May meeting.

In the case of multiple nominees for a particular position, all nominees shall be presented on the slate to be voted on at the May meeting.

Each nominee must be an active dues-paying member of the Guild and shall hold office for a term of one year commencing on the first day of June and continuing until completion of term as defined in Article III – section 2.

Section 3. Removal. Any Board member elected or appointed by the members of the Board may be removed by the Board whenever in its judgment the best interests of the Guild would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal operations officer of the Guild and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Guild. She/he shall preside at all meetings of the general membership and at all meetings of the Board of Directors. She/he may appoint special committees and may attend all committee meetings except those of the nominating committee. She/he may sign, with the Secretary or other proper officer of the Guild authorized by the Board of Directors, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Articles to some other officer or agent of the Board; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President Elect. The President Elect will perform Parliamentary duties to ensure that proper procedures are followed at Board of Directors meetings according to the Robert's Rules of Order and the Guild Bylaws. If an ad-hoc Bylaws Committee is formed, she/he will chair said committee. She/he shall also familiarize herself with the affairs of the Guild, and, in the absence or disability of the President, shall possess all the powers of and perform all the duties of that office.

The President Elect will become the President at the conclusion of the President's term.

Section 7. Secretary. The Secretary shall:

- a. Keep the minutes of the Board of Directors and general meetings in one book provided for that purpose.
- b. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- c. Be custodian of the corporate records.
- d. In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to her/him by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds and securities of the Guild; oversee the receipt of moneys due and payable to the Guild from any source whatsoever, and oversee the deposit of all such moneys in the name of the Guild in such banks, trust companies or other depositaries as shall be selected from time to time by the Board of Directors.
- b. Prepare and report a financial statement at each general meeting and at year end; and
- c. Will prepare a budget for the current year to be presented to the Board for approval, and will prepare and submit a

proposed budget to the incoming Treasurer for the following year and

- d. In general, perform all of the duties from time to time that may be assigned to her/him by the President or by the Board of Directors and
- e. File any required governmental forms.

Section 9: Program Director: The Program Director shall have the following responsibilities:

- a. Program and workshop planning for the next year. The Program Director will research, plan, and schedule programming for the following year.
- b. Program coordination for the current year. The Program Director will provide a program for each general meeting, including facilities preparation, introduction of guest speakers, and along with the Treasurer, provide for the payment of guest speakers.
- c. Workshop coordination. The Programs Director will schedule and promote workshops for the members, handling logistics and collection of fees, depositing moneys collected in the name of the Guild in the bank account designated by the Board of Directors, and submitting reports to the Treasurer in a timely manner.

Section 10: Membership Director: The Membership Director will have the following responsibilities:

- a. Taking the roll at meetings, welcoming and signing up new members and guests, and coordinating the greeting of visitors. .
- b. Collecting member dues, depositing moneys collected in the name of the Guild in the bank account designated by the Board of Directors and submitting reports to the Treasurer in a timely manner.
- c. New members' names and addresses will be submitted to the Communications Director on a monthly basis. An electronic membership directory will be published and distributed to Guild members on an annual basis.
- d. The Membership database will be maintained and made available to the Board as needed for the smooth operation of the Guild.

Section 11: Outreach Director: The Outreach Director shall be responsible for the following:

- a. Coordination of community services related to the making and donation of charity quilts.
- b. Accepting in-kind donations of materials, tools, and equipment on behalf of the Guild for use in the making of charity quilts
- c. Organizing and maintaining the Guild's supply of materials for charity quilting and purchasing additional supplies as needed.
- d. Overseeing the collection of charity quilts made by guild members and by members of the public.
- e. Overseeing the distribution of charity quilts to such organizations as may be stipulated by the Board of Directors from time to time.
- f. Provide accounting to the Board and receipts to the Treasurer in a timely manner.

Section 12: Communications Director: The Communications Director shall coordinate and supervise all communications in and of the guild including:

- a. Website maintenance

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- b. Newsletter creation and editing. The Newsletter will be edited and formatted monthly in time to be received by members prior to the regular meeting of the Guild, setting deadlines as required for completion of the mandate.
 - c. Publicity: Publicize regular Guild meetings, Quilt Show, and any other event sponsored by the Guild in all relevant media.

Section 13: Community Education Director: The Community Education Director shall:

- a. Seek opportunities for educating and ensuring awareness of the public regarding quilting, including coordination of special events, exhibits and/or volunteers in the community.
- b. Work closely with Programs, Quilt Show, and Outreach to leverage guild activities for the education and involvement of the greater community.

Section 14: Hospitality Director: The Hospitality Director shall oversee the following activities:

- a. Hospitality: arrange to provide refreshments and table decorations as needed.
- b. Sunshine: contact members who are ill on behalf of the Guild.
- c. Library: maintain the collection of books and other educational media owned or borrowed by the Guild..

Section 15: Quilt Show Director: The Quilt Show Director shall

- a. Be fully responsible for any Board-approved quilt show.
- b. Recruit and manage a team as needed to ensure an efficient operation.
- c. Present a budget to the Board for approval.
- d. Submit a monthly progress report to the Board that includes budget review.
- e. Submit a timely written final accounting to the Board at the completion of the Quilt Show.
- f. Collect vendor fees and show proceeds in the name of the Guild, deposit moneys collected in the bank account designated by the Board of Directors and submit invoices and reports to the Treasurer in a timely manner.

ARTICLE V. MEMBERSHIP

Section 1. Membership Requirement. The Guild shall have one class of member: “Active”. Qualification of membership is subject only to the payment of dues as established by the Board. Dues are due September 1.

Section 2. Meetings. Unless otherwise notified, the members of the Guild shall meet at. on the first Wednesday of each month at the place and time to be determined by the Board of Directors and publicized in the monthly Newsletter.

Section 3. Compensation. No member shall receive any compensation without a signed contract.

ARTICLE VI. INDEMNIFICATION

Any person who at any time serves or has served as a Director, Officer, employee or agent of the Guild, or in such capacity at the request of the Guild, shall have a right to be indemnified by the Guild to the fullest extent permitted by law against (a) reasonable expenses, including attorney fees, actually and necessarily incurred by her/him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not by or on behalf of the Guild, seeking to hold her/him liable by reason of the fact that she/he is or was acting in such capacity; and (b) reasonable payment made by her/him in satisfaction of any judgments, money, decree, fine, penalty or settlement for which she/he may have become liable in any action, suit, or proceeding, except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

The Board of Directors of the Guild shall take over such action as may be necessary and appropriate to authorize the Guild to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the matter in which the claimant for indemnity acted and of the reasonable amount of indemnity due her/him. Such rights of indemnification shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled to apart from the provisions of the bylaw.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Guild and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Guild, shall be signed by such officer or officers, agent or agents of the Guild and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Guild shall be deposited within five business days to the credit of the Guild in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Unbudgeted Items. Any unbudgeted items must have Board approval.

Section 6. Gifts. The Board of Directors may accept on behalf of the Guild any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Guild. The Board of Directors will assure that any monetary contributions accepted for a specific purpose shall be used as specified.

ARTICLE VIII. BOOKS AND RECORDS

The Guild shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, committees having any of the authority of the Board of Directors, and of its members.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Guild shall be from the first day of June to the 31st day of May unless otherwise determined by the Board of Directors.

ARTICLE X. AMENDMENT OF BYLAWS

These bylaws may be amended or repealed, and new bylaws may be adopted solely by the affirmative vote of two-thirds (2/3) of the members present at a regularly scheduled meeting. Notice must be made in the two (2) newsletters mailed prior to the members' meeting at which the vote is to be taken.

These bylaws were approved by the Board of Directors by a unanimous vote on June 28, 2023 and were subsequently approved and adopted by a unanimous vote of the Membership on August 2, 2023.