

# BYLAWS OF THE EVENING STAR QUILTERS, INC.

## ARTICLE I

### NAME

Section 1: The name of the corporation shall be Evening Star Quilters, Inc. (hereinafter called "The Guild").

Section 2: The Guild shall be a not for profit corporation.

## ARTICLE II

### PURPOSE

Section 1: The purposes of the Guild shall be

(a) to promote interest and encourage participation in the art of quilting and to stimulate and coordinate the efforts and talents of individuals interested in quilting;

(b) to provide educational activities to help achieve these purposes among the members and to promote and stimulate public interest in quilting;

(c) to provide for participation in quilt-related community activities.

(d) to provide the means for an exchange of ideas and mutual assistance to the members as well as providing the means for social and fellowship among the members;

(e) to sponsor activities open to the public for the purpose of demonstrating the art of quilting including its techniques, its roots and role in the Country's history, together with its originality and craftsmanship.

## ARTICLE III

### MEMBERSHIP

#### A. General

Section 1: Membership in the Guild shall be open to anyone interested in the

development and preservation of quilting. No person shall be barred from membership because of race, religion, age, national origin, gender, sexual orientation or handicap.

Section 2: Membership in the Guild shall be limited to 200 regular members.

Section 3: Membership shall commence upon the acceptance of the membership application by the Membership Chair and payment of the appropriate dues. Membership applications may be submitted at any time subject to Section 2, 4 and 5 of Article II A.

Section 4: The membership year shall be from June 1 thru May 31. The Membership Chair shall issue each member a membership card each year upon timely payment of the appropriate dues and submission of the renewal form. Renewal forms and dues are payable by May 31<sup>st</sup> of each year. As of June 1<sup>st</sup> of each year, the membership roster shall be open to new members until the maximum number of regular members is reached.

Section 5: All membership applications and untimely renewal forms shall be maintained by the Membership Chair in the order in which they are received. The Membership Chair shall accept said forms in that order for membership as vacancies occur.

Section 6: A member may be removed from the rolls of the organization upon a two-thirds (2/3) vote of the Board of Directors. A special meeting of the Board of Directors shall be called by the President by directing the Secretary to notify the Board of Directors and the subject member of the time and place of the meeting as well as the grounds upon which the removal is based.

## B. Classifications, Rights and Responsibilities of Membership

Section 1: There shall be the following classifications of membership

- (a) **Regular Member** - any individual over the age of 18 in good standing.
- (b) **Sustaining Member** - any individual who resides more than fifty (50) miles from a Nassau County border and who is in good standing.
- (c) **Junior Member** - any child between the ages of twelve (12) and eighteen (18) and

who is in good standing.

(d) **Life Member** - a member who has been recognized for their service to the Guild and furtherance of the purposes of the Guild by the general membership, subject to the approval of the Board of Directors.

(e) **Honorary Member** - an individual who has been recognized for their service to the Guild by the general membership, subject to the approval of the Board of Directors.

## Section 2: Rights and Responsibilities of the Members:

### (a) **Regular Member.**

(1) A regular member shall be in good standing upon payment of the yearly dues as set forth by the Board of Directors and fulfillment of his/her additional membership responsibilities.

(2) Membership responsibilities shall include, but not be limited to, (i) active participation in the Guild's activities which promote public education and the development and preservation of the art of quilting and (ii) community service. Said active participation shall include completion of one (1) charity quilt and two (2) service hours in connection with the Guild's public exhibits and/or shows.

(3) Membership may be cancelled upon

(a) failure to pay dues within a 30-day grace period ( by July 1);

(b) failure to actively participate as set forth Article III B. section 2 (a) (2);

(c) failure to foster the purposes of the Organization, Article II;

(d) failure to adhere to the By-laws of the organization and any rules and regulations promulgated by the Board of Directors.

(4) Regular Members in good standing shall be eligible to vote for the election of officers and members of the Board of Directors; to vote on amendments to the Bylaws of the Guild; and to vote on all other appropriate motions coming before the general membership.

### (b) **Sustaining Member.**

(1) Each sustaining member shall be in good standing upon payment of the yearly dues as set forth by the Board of Directors.

(2) Sustaining members in good standing shall be entitled to all mailings of the Guild, participation in Guild educational and community activities.

(3) Sustaining members shall not be entitled to vote as regular members.

**(c) Junior Member.**

(1) Each junior member shall be in good standing upon payment of the yearly dues as set forth by the Board of Directors.

(2) Junior members in good standing shall be entitled to participate in selected Guild programs as set forth by the Board of Directors.

(3) Junior members shall not be entitled to vote as regular members.

**(d) Life Member.**

(1) A Life Member, once approved by the Board and passed by the general membership, shall be entitled to all rights and privileges of a regular member without the payment of dues. Any member may propose the name of a member to the Board of Directors for consideration as a life member.

**(e) Honorary Member.**

(1) An Honorary member, once approved by the Board and passed by the general membership, shall be a form of membership for recognition purposes only and shall not carry with it any rights or privileges of membership.

## ARTICLE IV

### ANNUAL DUES

Section 1. The annual dues for each classification of membership shall be set forth by the Board of Directors in writing to the general membership by the April meeting and will go into effect as of June 1.

## ARTICLE V

## A. OFFICERS

Section 1. The officers of the Guild shall consist of President, Vice President, Secretary and Treasurer.

Section 2. The election of officers shall take place at the annual meeting. The officers shall assume their office the June following their election.

Section 3. All officers shall hold office for a two-year term or until their successors are elected.

Section 4. No officer may serve for more than one full consecutive term in the same position.

Section 5. Each officer shall perform the duties of his/her position as enumerated in the Bylaws of the Guild. Any officer not performing his/her duties may be removed from that position by the Board of Directors at a specially scheduled meeting upon fifteen (15) days notice to that officer. The vote for removal must be made by an affirmative vote of two-thirds (2/3) of the Board of Directors.

### Section 6. Vacancies

(i) If the position of President shall become vacant, the Vice President shall immediately assume the position of President for the remainder of the term.

(ii) If any other position shall become vacant, the Board of Directors shall fill that vacancy until an election for that office can be held.

## B. DUTIES OF OFFICERS

Section 1. **President:** The President shall preside over all meetings of the Guild and the Board of Directors. The President shall appoint all chairpersons of the standing committees as designated by the Bylaws. The President shall establish with the approval of the Board those committees necessary to further the purposes of the Guild and appoint the Chair. The President shall sit as an ex-officio member of all committees except the Nominating Committee. The President shall be a member of the Board of Directors.

Section 2. **Vice President:** The Vice President shall preside over all meetings in the absence of the President. The Vice President shall assist the President in facilitating the undertakings of the standing committees. The Vice President shall oversee any Guild Show and shall be the Chair of the Biennial Quilt Show. The Vice President shall be responsible for any additional duties assigned by the President. The Vice President shall be a member of the Board of Directors.

Section 3. **Secretary:** The Secretary shall be responsible for the taking and maintaining of the minutes of the general meetings and the meetings of the Board of Directors. The Secretary shall be responsible for all written correspondence of the Guild and shall arrange for the maintenance of a post office box in the name of the Guild. The Secretary shall be responsible for the maintenance of all permanent records of the Guild and shall forward all records to his/her successor. The Secretary shall be a member of the Board of Directors.

Section 4. **Treasurer:** The Treasurer shall be the fiscal officer of the Guild. The Treasurer shall be responsible for the receipt of all monies and shall maintain those receipts in accounts in financial institutions as authorized by the Board of Directors. The Treasurer shall maintain the financial records of the Guild in acceptable bookkeeping methods; shall pay the bills of the Guild upon proper documentation and authorization of the Board of Directors; and shall give monthly statements of finances to the Board of Directors and the general membership meeting. The Treasurer shall be responsible for the filing of all IRS forms as required by law. The Treasurer shall serve as the chairperson of a Budget Committee. The Treasurer shall be bonded at the expense of the Guild. The Treasurer shall be a member of the Board of Directors.

## ARTICLE VI

### BOARD OF DIRECTORS

Section 1. The business of the organization shall be managed by the Board of Directors in conformity to the following policies:

(a) all of its activities should be consistent with the stated purposes of the Guild

(b) none of its activities shall cause the Guild to be an “action” organization within the meaning of the Internal Revenue Code.

Section 2. The Board of Directors shall consist of sixteen (16) members. It shall include the four (4) officers, the Chair of the following Standing Committees: Membership Committee, Program Committee, Information Committee, Workshop Committee, Fund Raising Committee, Community Service Committee, and five (5) elected members-at-large. The immediate Past President shall serve as an ex officio member of the Board.

Section 3. The Board of Directors shall meet monthly or, upon ten days notice, at a special meeting to act upon a specific request of a member. Said request to be made in writing to the President who shall call the meeting by directing the Secretary to notify the Board of Directors of the time, place and purpose of the meeting.

Section 4. Terms of office of the Board of Directors:

(a) The Board members who are officers shall serve for their term of office.

(b) The Board members who are chairs of the Standing Committees listed in Article VI, Section 2, shall serve in that capacity for two consecutive terms only.

©) The elected at-large members shall be elected at the annual meeting held in May of each year. The at-large members may serve for three consecutive years only.

## ARTICLE VII

### STANDING COMMITTEES

Section 1. **Membership Committee:** The committee is charged with the responsibility of maintaining accurate and complete membership lists of all classifications of members. The committee shall be responsible for surveying the members on a biennial basis and compiling the data for the benefit of the Board of Directors and committee chairs. The Membership Chair

shall be appointed by the President for a term of one year. The Membership Chair is responsible for accepting all applications and renewals together with the appropriate dues. The Chair shall issue the annual membership cards and official membership list. The Chair shall be responsible for maintaining the pending applications for membership until a vacancy occurs. The Chair shall submit a certified list of all members in good standing to the Treasurer and the Chair of the Elections Committee. The Chair shall submit an annual financial report to the Treasurer by April 1<sup>st</sup> of each year. The Chair shall submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year. The Chair of this Committee shall be a member of the Board of Directors.

Section 2. **Program Committee:** The committee is charged with the responsibility of planning and scheduling programs for the general membership meetings. The Committee shall be responsible for submitting to the Board of Directors a proposed framework of programs for the coming year by June 1<sup>st</sup>. The Chair shall be appointed by the President for a term of one year. The Chair is responsible for submitting to the Board of Directors for approval all programs proposed at least thirty (30) days prior to its scheduling. The Chair shall work closely with both

the Membership Committee Chair and the Workshop Committee Chair so as to meet the needs and interests of the members. The Chair of the Committee shall appoint a chair of its sub-committee, Vendors, who shall be responsible to arrange for vendor participation at the monthly



meetings. The sub-committee chair shall clear all scheduling dates with the Program Chair. The Chair shall submit an annual financial report to the Treasurer by April 1<sup>st</sup> of each year. The Chair shall submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year. The Chair of this Committee shall be a member of the Board of Directors.

Section 3. **Workshop Committee:** The Committee is charged with the responsibility of planning and scheduling instructional workshops for the general membership. The Committee shall schedule these workshops both during and outside the general membership meetings in coordination with the Program Committee to ensure maximum member participation. The Chair shall be appointed by the President for a term of one year. The Chair shall submit an annual financial report to the Treasurer by April 1<sup>st</sup> of each year. The Chair shall submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year. The Chair of this Committee shall be a member of the Board of Directors.

Section 4. **Information Committee:** The committee is charged with the responsibility of disseminating information to the general membership and public through the Guild newsletter, “Cuts From the Bolt”, and the Web page established for the Guild. The Committee is responsible for establishing the size, nature and cost of ads that are placed in the Guild’s newsletter. The Chair shall be appointed by the President for a period of one year and shall be the “Editor” of the newsletter. The Committee is responsible for producing the newsletter monthly. The Chair and the President shall appoint a Web page coordinator. The Chair shall work with the Membership Chair and Secretary to ensure that the mailing list is maintained. The Chair shall submit an annual financial report to the Treasurer by April 1<sup>st</sup> of each year. The Chair shall submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year. The Chair of this Committee shall be a member of the Board of Directors.

Section 5. **Fund Raising Committee:** The Committee is charged with the responsibility of coordinating all Guild efforts to raise money. The Committee shall submit to the Board of



Directors for their approval any and all projects prior to initiating any fund raising program. The Chair of this Committee shall be appointed by the President for a term of one year. The Chair shall submit an annual financial report to the Treasurer by April 1<sup>st</sup> of each year. The Chair submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year. The Chair of this Committee shall be a member of the Quilt Show Committee and a member of the Board of Directors.

Section 6. **Community Service Committee:** The Committee is charged with the responsibility of ensuring the Guild's ongoing service projects by providing quilts to locally community based organizations. The Committee shall arrange appropriate times and places so that the members can meet their membership requirement of one quilt per year. The Chair shall be appointed by the President for a term of one year. The Chair shall be responsible for coordinating all donations of quilts. The Chair shall maintain records of all quilts and quilt makers and shall turn over a copy of this report to the Membership Committee Chair by April 1<sup>st</sup>. The Chair shall submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year. The Chair of this Committee shall be a member of the Board of Directors.

Section 7. **Nominating Committee:** The Committee is charge with the responsibility of submitting a slate of officers/directors for election by the general membership by the March meeting. The Committee is charged with the responsibility of soliciting names of members who are interested in serving the Guild. The Committee shall consist of seven members. The Chair shall keep accurate records of those members who have had their names submitted and who have indicated an interest. The Chair shall turn over these records to his/her successor. The Chair of the Committee shall be appointed by the Board of Directors for a term of one year.

Section 8. **Elections Committee:** The Committee is charged with the responsibility of running the election for officers and/or directors. The Committee will prepare the ballot and will mail ballots to all members certified by the Membership Committee Chair by the penultimate Friday of March. The Committee shall consist of three members who shall be appointed by the Board of Directors for a term of one year. The members of the Committee shall appoint their

chair. The Committee will certify the results at the Annual Meeting.

Section 9. **Budget Committee:** This Committee is charged with the responsibility of preparing an annual operating budget for the Guild. The Committee shall be chaired by the Treasurer and consist of the President Elect, Vice President, Program Committee Chair and Fund Raising Committee Chair. The Committee shall present a budget together with recommendations, if any, to the Board of Directors by the March meeting.

Section 10. **Trips Committee:** This Committee is charged with the responsibility of initiating and/or organizing educational trips to quilt related destinations for the membership. The Committee should endeavor to coordinate with other Guilds reciprocal opportunities for participation in guild trips to all members.

Section 11. **Block of the Month Committee:** This Committee is charged with the responsibility of presenting to the membership a theme block for the subsequent monthly meeting.

The Chair shall be appointed by the President for a period of one year. The committee shall disseminate the instructions either at the preceding monthly meeting, through the Guild newsletter or the Guild web page. The Chair shall submit an annual financial report to the Treasurer by April 1<sup>st</sup> of each year. The Chair shall submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year

Section 12. **Library Committee:** This Committee is charged with the responsibility of establishing and maintaining a library for use by the members. The Committee shall establish the rules and regulations governing the use of the Library, subject to the approval of the Board of Directors. The Chair shall be appointed by the President for a term of one year. The Chair shall submit an annual financial report to the Treasurer by April <sup>St</sup>. of each year. The Chair shall submit a proposed budget to the Budget Committee by March 1<sup>st</sup> of each year. The Chair shall maintain records of all books owned by the Guild and all lending records and shall turn over all records to his/her successor.

Section 13. **Financial Review Committee:** This Committee is charged with the

responsibility of reviewing the financial records of the Guild on a biennial basis. This review shall be completed by the July meeting following the election of Treasurer. The Committee shall consist of either three members of the Guild or an accountant not a member of the Guild. The Board of Directors shall appoint or engage the services of the Committee by April 30.

Section 14. **Raffle Quilt:** This Committee is charged with the responsibility of selecting and preparing an annual quilt which shall be raffled in the month of November or at the Guild's Quilt Show. The Chair shall be appointed by the President and Show Chairman for a term of one year.

## ARTICLE VIII

### MEETINGS

Section 1. The Guild's regular meeting shall be on the first Thursday of the month unless prior notice is given to the general membership in the Guild's newsletter.

Section 2. The time and place of each meeting shall be set forth in the newsletter.

Section 3. The Board of Directors' meeting shall be on the third Thursday of the month at a place and time established by the members of the Board of Directors..

Section 4. The May meeting shall be considered the Annual Meeting.

## ARTICLE IX

### ELECTIONS:

Section 1. Elections for officers and at-large members of the Board of Directors shall be held at the Annual Meeting.

Section 2. The Nominating Committee shall present a slate of offices/directors to the membership at the March meeting. Notice of intent to run for any office by any member not presented by the Nominating Committee and seeking to run shall be made in writing and subscribed by seven members entitled to vote and submitted to the Elections Committee by the

third Monday in March for inclusion on the ballot. There will be no nominations from the floor.

Section 3. Voting will be done on official ballots issued by the Elections Committee and received by the Elections Committee no later than the date of the Annual Meeting either by U.S. mail at the Guild post office box or in person at the Annual Meeting..

Section 4. The official results will be certified by the Elections Committee and announced at the annual meeting.

## ARTICLE X

### DISPOSITION OF PROPERTY

Section 1 The Board of Directors, upon dissolution of the corporation by a vote of the Board of Directors and by the vote of the membership, shall pay or make provision for paying of all liabilities of the Evening Star Quilters, Inc.

Section 2. In the event of dissolution, the Board of Directors shall dispose of all of the assets of the Guild exclusively for the purpose of charitable or educational organizations, provided the organizations qualify as an exempt organization under the Internal Revenue Code.

Section 3. Any Guild assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Evening Star Quilters, Inc. is located. Said court shall determine the purposes for use and the organization or organizations to receive said assets.

## ARTICLE XI

### AMENDMENTS TO BYLAWS

Section 1. The bylaws may be amended by a two-thirds vote of the membership entitled to vote and in attendance at a regular or special meeting.

Section 2. A proposed amendment to the Bylaws may be made by any member entitled to vote. Said amendment is to be submitted in writing to the Secretary who shall forward it to

the Board of Directors within ten (10) days of receipt for consideration at its next scheduled meeting.

Section 3. Any amendment must be approved by a majority of the Board of Directors prior to its submission to the membership at a general meeting..

Section 4. An amendment once approved by the Board of Directors shall be submitted in writing to the membership entitled to vote upon thirty (30) days notice.

## ARTICLE XII

### PARLIAMENTARY AUTHORITY

Section 1. The rules contained in Robert's Rules of Order, newly revised, shall govern the meetings of the Guild except as otherwise provided within the Bylaws

## ARTICLE XIII

### ADOPTION AND EFFECT

Section 1. These Bylaws shall become effective immediately upon its adoption by a two third (2/3) vote of the membership entitled to vote and in attendance at a regular or special meeting

ADOPTED AT THE FEBRUARY 7, 2002 MEETING OF THE EVENING STAR QUILTERS,  
INC.

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SECRETARY

AMENDED AT: