BY-LAWS OF THE EVENING STAR QUILTERS, INC.

ARTICLE I: NAME

A. The name of the corporation shall be Evening Star Quilters, Inc. (herein after called "The Guild").

B. The Guild is a 501(c)3 not for profit corporation.

ARTICLE II: PURPOSE

A. The purposes of the Guild shall be:

(1) 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;

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

(3) to provide for participation in quilt-related community activities;

(4) 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;

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

ARTICLE III: MEMBERSHIP

A. General

(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.

(2) Membership in the Guild shall be limited to 200 regular members.

(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 (2), (4), and (5) of Article III A.

(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 31st of each year. As of June 1st of each year, the membership roster shall be open to new members until the maximum number of regular members is reached.

(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.

(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. At least 15 days' notice will be given to the subject member and the Board of Directors.

B. Classifications of Membership

(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.

(a) **Regular Member** - any individual over the age of 18 in good standing.
(b) **Junior Member** - any child between the ages of twelve (12) and eighteen and who is in good standing.
(c) **Life Member** - a member who has been recognized for his or her 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.
(d) **Honorary Member** - an individual who has been recognized for his or her service to the Guild by the general membership, subject to the approval of the Board of Directors.

C. Rights and Responsibilities of the Members

(1) **Regular Member**.

(a) A regular member shall be in good standing upon payment of the yearly dues as set forth by the Board of Directors and upon fulfillment of his/her additional membership responsibilities.
(b) Membership responsibilities shall include, but not be limited to,
(i) active participation in the Guild's activities;
(ii) participation in community service which shall include completion of one (1) charity quilt and a minimum of two (2) service hours in connection with the Guild's public exhibits and/or shows;
(iii) participation in the sale of raffle books for the Guild's Opportunity Quilt.
(c) Membership may be cancelled upon
(i) failure to pay dues within a 30-day grace period (by July 1);
(ii) failure to actively participate as set forth in (1), (b) of Article III C;
(iii) failure to foster the purposes of the Organization, Article II;
(iv) failure to adhere to the By-laws of the organization and any rules and regulations promulgated by the Board of Directors.
(d) 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.

(2) **Junior Member**

(a) Each junior member shall be in good standing upon payment of the yearly dues as set forth by the Board of Directors.
(b) Junior members in good standing shall be entitled to participate in selected Guild programs as set forth by the Board of Directors.
(c) Junior members shall not be entitled to vote as regular members.

(3) **Life Member**

(a) 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.

(4) **Honorary Member**

(a) 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: OFFICERS

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

B. The election of officers shall take place at the Annual Meeting held in May. The officers shall assume their offices the June following their election.

C. The President's term of office shall be one (1) year.
The Vice President's term of office shall be one (1) year.
The Secretary's term of office shall be two (2) years.
The Treasurer's term of office shall be two (2) years.

D. No officer may serve in any position for more than two consecutive terms.

E. Each officer shall perform the duties of his/her position as enumerated in the By-laws 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.

F. Vacancies:

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

(2) In the event an officer, member-at-large, or a Committee Chair is unable to complete his or her term, the President will appoint, with the approval of the Board, to fill that vacancy.

ARTICLE V: DUTIES OF OFFICERS

A. President: The President shall be a member of the Board of Directors and shall preside over all meetings of the Guild and of the Board of Directors. The President shall appoint all chairpersons of the standing committees as designated by the By-laws. The President shall establish with the approval of the Board those committees necessary to further the purposes of the Guild and appoint the Chairs of those committees. The President shall sit as an ex-officio member of all committees except the Nominating Committee. Upon the expiration of the term, the past president will sit as an ex-officio member of the Board of Directors for one (1) year.

B. Vice President: The Vice President shall be a member of the Board of Directors and 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 be responsible for any additional duties assigned by the President. Upon completion of the one(1) year term, the Vice President will be put on the election slate as a nominee for President. In the event the Vice President is not able to serve as President, then the Nominations Committee will accept nominations for the position of President as well as Vice President in that year and an election will be held.

C. Secretary: The Secretary shall be a member of the Board of Directors and be responsible for the taking and maintaining of the minutes of the meetings of the Board of Directors and the Annual Meeting. The Secretary shall be responsible for all written correspondence 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 note the results of any votes taken and include a record of those results in the minutes of the following ESQ Board Meeting.

D. Treasurer: The Treasurer shall be a member of the Board of Directors and is 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 President; 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 arrange for the maintenance of a post office box in the name of the Guild. The Treasurer shall serve as the chairperson of a Budget Committee. The Treasurer shall be bonded at the expense of the Guild.

ARTICLE VI: BOARD OF DIRECTORS

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

1. all of its activities should be consistent with the stated purposes of the Guild
2. none of its activities shall cause the Guild to be an "action" organization within the meaning of the Internal Revenue Code.

B. The Board of Directors shall consist of sixteen (16) members. It shall include the four (4) officers, the Chairs of the following Standing Committees: Membership Committee, Program Committee, Information/Communication Committee, Website Committee, Workshop Committee, Fund Raising Committee, Community Service Committee, and four (4) elected members-at-large. The immediate Past President shall serve as an ex officio member of the Board. Each office and committee, as listed, is entitled to one vote on the Board of Directors. As a Board Member, one must attend at least six (6) Board Meetings per year.

C. The Board of Directors shall meet monthly or, upon fifteen (15) days' notice, at a special meeting to act upon a specific request of a member. Said request is 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.

D. Terms of office of the Board of Directors:

1. The Board members who are officers shall serve for their term of office.
2. The Board members who are chairs of the Standing Committees listed in Article VI, Section B, shall serve in that capacity for a maximum of two consecutive terms only.
3. 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 a maximum of three consecutive years only.

ARTICLE VII: STANDING COMMITTEES

A. Membership Committee: The Chair of this Committee shall be a member of the Board of Directors. 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 odd numbered years 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 Secretary. The Chair shall submit an annual financial report to the Treasurer by April 1st of each year. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year.

B. Program Committee: The Chair of this Committee shall be a member of the Board of Directors. 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 1st. 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 Program Committee shall appoint chairs of subcommittees as needed such as Vendors, Round Tables, Members Teaching Members, Charity Quilts. The subcommittee chair shall clear all scheduling dates with the Program Chair. The Chair shall submit an annual financial report to the Treasurer by April 1st of each year. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year.

C. Workshop Committee: The Chair of this Committee shall be a member of the Board of Directors. 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 1st of each year. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year.

D. Information/Communication Committee: The Chair of this Committee shall be a member of the Board of Directors. 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 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 1st of each year. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year.

E. Website Committee: The Chair of this Committee, the Webmaster, shall be a member of the Board of Directors. The Chair shall be the coordinator of the Guild's web page and maintain and update the website on a monthly basis. The Webmaster may appoint a member or members to assist and coordinate other forms of social media. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year.

F. Fund Raising Committee: The Chair of this Committee shall be a member of the Quilt Show Committee and a member of the Board of Directors. 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 its 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 1st of each year. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year.

G. Community Service Committee: The Chair of this Committee shall be a member of the Board of Directors. The Committee is charged with the responsibility of ensuring the Guild's ongoing service projects by providing quilts to locally based community organizations. The Committee shall arrange appropriate times and places so that the members can meet their membership requirement of one quilt per year. Other Community Service activities may be undertaken at various times with the approval of the Board of Directors. 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 1st. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year.

H. Nominating and Elections Committee: The Committee is charged 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 a minimum of three (3) members. The Chair shall keep accurate records of those members who have had their names submitted and who have indicated an interest. The Committee will prepare any ballot necessary and conduct and certify the election results at the Annual Meeting. 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.

I. 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, 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 February Board meeting.

J. 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.

K. 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 1st of each year. The Chair shall submit a proposed budget to the Budget Committee by the February Board Meeting of each year .

L. Opportunity Quilt: This Committee is charged with the responsibility of selecting and preparing an annual quilt which shall be raffled at the Guild's Quilt Show or at the next Guild meeting. The Chair shall be appointed by the (President and) Vice President/Show Chair for a term of one year.

M. Quilt Show/Exhibit: The Chair will oversee the various sub-committees required to produce the Guild's Quilt Show. Also responsible for obtaining permit and insurance for the show. Specify exclusive use of the kitchen, parking lot, building classrooms, lobby, and gym. Call meetings if and when necessary. Write a welcome to the show for the show program. Give the Program chair a list of all chairs to be included in the Show program. After the show, review quilt manual and update where necessary. Give the updated quilt manual to the Guild President. Request suggestions from Chairs for future shows. Hold post-mortem meetings if needed. Coordinate with Treasurer re monies collected. Make arrangements to give the 2 custodians a gratuity and to send a letter of appreciation for their help to the Village.

N. Zoom Committee: The Committee is responsible for setting up and facilitating Zoom meetings which can include Board meetings, focus groups, Sit 'n Sew, special projects (i.e., Quilt Show), and General Monthly guild meetings in coordination with the Programs Chair. Members will host and moderate Zoom programs as needed and coordinate the schedule based on availability. Committee members may be called upon to train other guild members in the use of ZOOM software so that new members are able to volunteer for this committee. The Committee will ensure that the ZOOM subscription is renewed each year, and will maintain the most current version of ZOOM as well as the sign-on information.

ARTICLE VIII: MEETINGS

A. 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.

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

C. 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.

D. The May meeting shall be considered the Annual Meeting.

ARTICLE IX: ELECTIONS

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

B. The Nominating and Elections 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 and Elections Committee and seeking to run shall be made in writing to said Committee by the third Monday in March for inclusion on the ballot. There will be no nominations from the floor after the March meeting.

C. Voting will be done on official ballots issued by the Nominating and Elections Committee and received by that Committee at the Annual Meeting.

D. The official results will be certified by the Nominating and Elections Committee and announced at the Annual Meeting.

ARTICLE X: DISPOSITION OF PROPERTY

A. 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.

B. 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.

C. 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 BY-LAWS

A. The By-laws may be amended by a two-thirds vote of the membership entitled to vote and in attendance at a regular or special meeting. Two (2) months' notice must be given to the membership announcing said vote.

B. A proposed amendment to the By-laws 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 fifteen (15) days of receipt for consideration at its next scheduled meeting.

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

D. 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. Approved amendments shall be recorded and attached to the By-laws.

ARTICLE XII: PARLIAMENTARY AUTHORITY

A. The rules contained in Robert's Rules of Order, newly revised, shall govern the meetings of the Guild except as otherwise provided within the By-laws.

ARTICLE XIII: ADOPTION AND EFFECT

A. These By-laws 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 EVENING STAR QUILTERS, INC.

Printed Name of Secretary

_____

Signature of Secretary

AMENDED AT THE GENERAL MEETING OF EVENING STAR QUILTERS, INC.: May 2, 2019 and May 7, 2026