

Evening Star Quilter's Guild

A New Jersey Not for Profit Organization

By-Laws

ARTICLE I: NAME AND PURPOSE

The name of the organization shall be known as the Evening Star Quilter's Guild, a New Jersey Not for Profit Organization hereafter referred to as the Guild. The purpose of the Guild is to promote interest and knowledge in the art of quilt making, promote appreciation of the art form, educate people in all aspects of quilting, and engage in charitable projects through quilt making.

ARTICLE II: HISTORY

The first meeting of the Guild was held on September 13, 1987, at the Belvidere American Legion Post, Greenwich Street, Belvidere, New Jersey. Approximately 30 people attended, officers were elected, and the By-Laws of the National Quilting Association were voted on and adopted until such time as specific By-Laws could be drawn up for the local organization.

ARTICLE III: MEMBERSHIP AND ORGANIZATION

Section 1: Membership

1. Membership is open to anyone interested in the art of quilt making upon payment of dues.
2. All Members shall pay annual dues at an annual rate set by a majority vote of the membership present at a regularly scheduled meeting. The rate will be revisited every two (2) years and may be increased with the approval of the Board and majority vote of a membership quorum.
3. Upon payment of annual dues, current members shall receive the monthly newsletter, have access to the current membership list, and receive a membership card valid for each guild year.
4. The Guild membership list is confidential and is for the member's personal use only. The list may not be used for commercial purposes and may not be shared with any non-Guild member, organization or company.
5. In addition, to the above (3), new members shall receive a New Member's Packet and a copy of the current By-Laws.
6. Each current member is entitled to vote on any issue presented to the general membership.

7. Active members may attend any function sponsored by the Guild and are encouraged to participate in sewing projects, charity work, and the bi-annual quilt show. Participating in Guild activities, with the exception of the bi-annual quilt show (which is mandatory); such as Block of the Month, Mystery quilt, etc. is voluntary.

Section 2: Guests

1. Guests shall be allowed to attend Guild meetings for a \$5.00 fee.
(Amended 10/15/15)
2. Guests may attend two (2) meetings, after which the Guild asks that they join.
3. An adjusted guests' fee based on program costs will be charged when a prominent speaker or special program/workshop is scheduled. This fee will be announced via website and newsletter by the program chairperson 30 days prior the event.
(Amended 10/15/15)

Section 2: Organization

1. The financial year runs from August 1st to July 31st of the following year.
2. Meetings are held on the second Tuesday of the month at 7:00 p.m., except during the months of July and August. In the event of school closure, any scheduled meeting shall be cancelled.
3. Meetings are held at Belvidere High School, Belvidere New Jersey.
4. There will be a minimum of four Board meetings conducted each year. Board meetings shall be open to all Guild members.
5. There will be a minimum of four Guild business meetings conducted each year. Guild meetings shall be open to all Guild members.
6. A quorum for conducting business at a Guild meeting shall be the number of members present at any given meeting.
7. Guild meetings shall consist of a short business meeting and either a presentation, demonstration, or a time of general camaraderie.

Section 3: Finances

1. Any unbudgeted expenditure of \$150.00 or more must be presented at a Guild meeting and needs the approval (majority vote) of the membership prior to reimbursement.
2. Members shall pay annual dues to the Membership chairperson in charge of dues collection by the first meeting of each guild year.

3. Dues are not refundable.
4. All proposed commitments of Guild funds and/or services shall be submitted to the Board by current committee chairpersons for approval and shall be used by The Treasurer to create and maintain a yearly budget. Such budget shall be presented for review at the September Board meeting and then presented at the September business meeting of the Guild for review, discussion and vote.
5. All pre-approved incurred expenses within the budget shall be reimbursed upon presentation of appropriate receipts and completed request form.
6. The Treasurer shall arrange for a financial review of the previous year's finances. Such review shall be completed for presentation to the membership by the October business Guild meeting. A committee of at least 2 volunteer members of the Guild shall conduct a review of the previous year's finances each year.
7. Members who wish to sell items at either the bi-annual Quilt Show boutique or the Warren County Fair shall contribute 10% of their total sales to the Guild Treasury.

ARTICLE IV: OFFICERS, BOARD OF DIRECTORS (TRUSTEES)

Section 1: Elected Officers

1. Elected officers will consist of a President, Vice President, Secretary, Treasurer and Historian/Parliamentarian.
2. Officers for the following year shall be elected at the June business meeting by a majority vote of those members in attendance.
3. All elected officers, with the exception of the President, may succeed themselves. The President may serve only two (2) successive terms where upon she must step down for at least one (1) term.
4. The Executive Board (also known as Trustees and henceforth referred to as the Board) shall consist of the five (5) elected officials who shall have the right to vote at Board meetings. The President may request committee chairpersons and/or other special members to be present at any meeting. These committee chairpersons and/or other members shall not be entitled to vote on matters before the Board, although they shall be permitted to participate in discussions. Board meetings are open to all current members.
5. The term of office for an elected official shall commence on August 1st of the election year and continue through July 31st of the following year. Unexpired terms, with the exception of President, shall be filled by appointment of the Executive Board. In the event of the President's inability to complete her term, the Vice President shall become President and the Executive Board shall appoint a new Vice President.

6. The Board shall manage the affairs of the Guild but shall present for review, discussion and vote any changes to the by-laws and/or the policies and procedures of the Guild.
7. Parliamentary procedure at all Guild meetings will be conducted under the rules specified in the current edition of Robert's Rules of Order.
8. **Removal of Officers:** The entire Board or any individual Officer may be removed from office with just cause, at any time, if approved by a majority vote of current members at a regularly scheduled Guild meeting. Just cause shall be (but not limited to): misuse of Guild funds, mis-representing the Guild within the community or not performing her duties in a proper or satisfactory manner. Any Officer whose removal has been proposed shall be given the opportunity to be heard before a vote is taken at the meeting considering her removal.

Section 2: Duties of the Officers

It is the responsibility of each resigning officer to attend the transition meeting to be held following the June Guild meeting or held as determined by the incoming President. The resigning officers shall transition documents/knowledge in order to assist the newly elected officer in kind.

1. President:

- a. The President shall set the agenda and shall preside at all board, business, and regular meetings of the Guild.
- b. The President shall schedule Board meetings as necessary.
- c. The President shall appoint, with the advice and consent of the Board, all committee chairpersons, with the exception of the 2 co-chairpersons of the Quilt Show Committee who are elected through the regular nominating process.
- d. The President shall serve as an ex-officio member of all committees except the Nominating Committee.
- e. The President shall appoint a member to stand in for an absent officer as needed.
- f. The President shall communicate to members any changes in, or cancellation of any planned meetings.
- g. The President shall schedule a joint meeting of out-going and incoming Boards.

2. Vice President:

- a. The Vice President will perform the duties of the President in her absence.
- b. Should the President be unable to fulfill the term of office, the Vice President shall assume the Presidency for the remainder of the term. The Board shall appoint a new Vice President. Fulfilling the remainder of a term in this manner will not disqualify a member from running for a full two-year term for the same office in a subsequent election.
- c. The Vice President shall serve as Program Chairperson making all arrangements for all Guild programs subject to the approval of the board.

3. Secretary:

- a. The Secretary shall record the minutes of the business meetings; board meetings of the Guild, and the minutes of the quilt show committee meetings. She shall also conduct all correspondence for the Guild.
- b. The Secretary shall submit the minutes of the previous month's meeting(s) for publication on the web site prior to the next meeting.
- c. The Secretary shall be responsible for forwarding copies of the minutes of all Guild meetings to the Historian/Parliamentarian for inclusion in the yearly archives.

4. Treasurer:

- a. The Treasurer shall maintain accurate financial records of the Guild at all times.
- b. The Treasurer shall receive and deposit monies for all Guild activities in the bank account(s) maintained in the name of the Guild.
- c. The Treasurer shall make a monthly report outlining receipts, disbursements and current balances to the board and to the members via the Guild website. An abbreviated version shall be placed in the Guild newsletter.
- d. The Treasurer shall create and maintain a yearly budget. Such budget shall be presented for review at the September Board then presented at the September business meeting of the Guild for review, discussion and vote.

- e. The Treasurer shall disburse pre-approved incurred expenses within the budget upon presentation of appropriate receipts and completed request form(s).
- f. The Treasurer shall be responsible for remitting dues and other financial obligations to any organization with which Guild may be affiliated.
- g. The Treasurer shall follow the regulations of the IRS, as well as state and local regulations with respect to the operation of a non-profit organization.
- h. The Treasurer shall, upon request, produce to the Board or to a Financial Review Committee appointed by the Board, all bank statements, check book(s), ledgers, itemized statements of bills (paid and unpaid) and any other items necessary for a complete financial review.

5. Historian/Parliamentarian:

- a. The Historian/Parliamentarian shall keep a running record of all Guild activities through a scrapbook.
- b. At the close of each fiscal year all minutes and other records kept throughout the year will be turned over to the Historian to be placed in a file or scrapbook as necessary.
- c. The Historian/Parliamentarian who will refer to Robert's Rules of Order for guidance in the decision shall settle any parliamentary questions that may arise.
- d. The Historian/Parliamentarian shall be responsible for maintaining and updating, as necessary, the official copy of the by-laws of the Guild and shall apprise the Guild membership of any such changes approved by the Guild membership.

ARTICLE V: ELECTIONS

- 1. The Nominating committee of three (3) Guild members shall be selected and confirmed by a majority vote at the April Guild meeting for the purpose of soliciting candidates for the elected officer positions for the upcoming year, and in the even years the two Quilt Show co-chairs.
- 2. The Nominating Committee shall prepare a slate of nominees to be presented to the membership at the May meeting. They must obtain the consent of each nominee prior to the announcement.
- 3. The slate of nominees shall be published in the May newsletter.

4. Any Guild member who wishes to be considered for any elected officer position may submit her name by email or in person to the Nominating Committee. Nominations (moved and seconded) may be made from the floor at the May meeting for inclusion in the slate of officers.
5. The election of officers of the Guild will be held during the June business meeting and shall be conducted by the Nominating Committee.
6. If only one (1) candidate has been nominated for each elected position, election may be made by affirmation of those members present.
7. If two (2) or more candidates have been nominated for any elected position, election for that position shall be made by written, secret ballot.
8. Ballots, if used, shall be counted by the Nominating Committee at the June meeting and results given to the membership at that meeting.
9. The Nominating Committee shall provide any ballots necessary for the election of officers.
10. No Absentee, write-in and/or proxy ballots shall be permitted.

ARTICLE VI: STANDING COMMITTEES

Committee chairpersons, with the exception of the quilt show committee co-chairpersons, are appointed by the President with the approval of the Board.

Section 1: Quilt Show – The membership shall elect 2 members to be co-chairpersons. The Quilt Show Co-Chairpersons will run as a self defined pair/team. *(Amended 4/12/16)* The Co-Chairpersons shall be responsible for overseeing the Quilt Show budget and for choosing the chairpersons of the committees necessary to conduct the various functions of the Guild's bi-annual show (i.e. admissions, displays, set up, take down, cafeteria, boutique, white gloves, vendors, publicity, etc.) and shall choose the date and location for the same. The co-chairpersons shall chair meetings of committee chairs and ensure that all goes smoothly before, during, and after the quilt show. Sub-Committee chairpersons shall report any expected expenses and ensure that they have sufficient members on their respective committees to accomplish their specific goals.

Should one or both of the elected Co-Chairpersons be unable or unwilling to complete their term as Co-Chairperson she will be required to submit a letter of resignation to the Board stating that she is resigning as Quilt Show Co-Chairperson. The Board shall then seek a replacement chairperson(s) and appoint her to fulfill and complete the duties associated with the Quilt Show. *(Amended 10/15/15)*

Section 2: Warren County Fair – The chairperson (or her designee) shall attend Warren County Fair committee meetings as a liaison with that organization. The chairperson will oversee the operation of all aspects of the Warren County quilt display. This will include the setup, take down, procurement of volunteer personnel, viewers' choice ballots and awards, and oversee the operation of the boutique/quilt sales and the sale of the raffle tickets.

Section 3: Victorian Days – The chairperson shall be responsible for all aspects of the Victorian Days display. This shall include the setup; take down, procurement of volunteer personnel, and for the sale of the raffle tickets.

Section 4: Sunshine – The Chairperson (or her designee) shall be responsible for sending all cards, etc., to members as necessary.

Section 5: Hospitality - The Chairperson (or her designee) shall be responsible for coordinating and serving refreshments at Guild meetings.

Section 6: Raffle Quilt – The Raffle quilt shall be the responsibility of three (3) Co-chairpersons. Co-chair (1) shall be responsible for the printing and dispersal of the raffle tickets to Guild members, for photography of the finished quilt and for the drawing ceremony. Co-chair (2) shall be responsible for the licensing functions necessary for this activity. Co-chair (3) shall be responsible for the selection of the pattern, the purchase of fabric, and coordinating the cutting, piecing and finishing of the quilting with guild members.

Section 7: Block of the Month - The Chairperson shall be responsible for designing/providing the membership with a quilt block pattern each month and for coordinating the monthly drawing.

Section 9: Nominating – A committee shall be elected at the April business meeting of the Guild and consist of at least three Guild members. These members shall be responsible for recommending one or more persons for each office to be elected at the June meeting of the same year. This committee is for also responsible for conducting the election each year. The Nominating Committee shall also be responsible for the nomination & election of the 2 Quilt Show co-chairs in even years.

Section 10: Ad Hoc - A committee may be appointed by the President to serve for a given length of time to delve into any problem, situation, or concern. The committee shall make recommendations to Board for comment and discussion before presenting the findings to the general membership for resolution.

Section 11: Ways and Means - The Guild may hold a monthly 50/50 raffle with the remaining funds of said raffle returned to the Guild. Participation in the raffle is voluntary. The Chairperson shall be responsible for selling tickets and conducting the raffle at each meeting.

Section 12: Community Projects - The Chairperson shall be responsible for providing patterns and suggestions to Guild members for constructing items, which in turn will be distributed to various community organizations.

Section 13: Membership - A two-member membership committee shall be appointed. Each member of the committee shall have one of the following responsibilities: 1) collect dues, maintain the official roster on the website and provide membership cards to the members upon payment of dues. This co-chairperson shall assist the Treasurer in the collection of guild monies as needed. 2) Assemble and provide each new member with the official membership packet and provide new membership liaison.

Section 14: Scholarship – The Chairperson shall be the liaison with Belvidere High School Guidance Department to secure names and applications of possible recipients of the scholarship(s). The Chairperson shall, with the help of her committee members, review the scholarship applications, and select the recipient(s). The Chairperson, or her designee, shall attend the presentation ceremony to bestow the scholarship(s) upon the recipients(s)

ARTICLE VII: AMENDMENTS

Any member may propose an amendment to these by-laws at any business meeting. Once the proposed amendment has been made and seconded, discussion of said proposed amendment shall ensue. The proposed amendment shall not be voted upon until the next Guild business meeting. Approval of any such amendment requires a simple majority vote of those members present. Once an amendment has been approved the Historian/Parliamentarian shall note the necessary changes in the official by-laws and inform the general membership of such change via such methods as notification in the newsletter, email to the membership, and/or posting said change to the website.

ARTICLE VIII: DISSOLUTION

Section 1: The Guild shall be dissolved in the following two-step process. The Board of the Guild first must, by a majority vote of the Board at a meeting where a quorum exists, make a recommendation that the Guild be dissolved. Thereafter, the members, upon a majority vote of current members present at a regularly scheduled or duly called meeting, must vote on the dissolution.

Section 2: Upon the dissolution of the Guild, the Board shall, after paying or making provision for payment of all the liabilities of the Guild, dispose of all the remaining assets of the guild to such organization or organizations organized and operated exclusively for charitable and/or educational purposes. Any of such assets not so disposed of shall be disposed of by the court having jurisdiction over such matters, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes.

Revision 3-Voted /approved 4/12/16

AMENDMENTS & REVISIONS

April 13, 2015: Language changes to By-Laws due to Incorporature.

October 15, 2015: Article III Section 2 Guests #1 & 3

October 15, 2015: Article VI Section 1 Standing Committees Section # 1

April 12, 2016: Article VI Section 1 Standing Committees Section # 1