

# **EVENING STAR QUILTER'S GUILD**

## **A New Jersey Not-for-Profit Organization**

### **Bylaws**

#### **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 Bylaws of the National Quilting Association were voted on and adopted until such time as specific Bylaws 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 a 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 packet and a copy of the current Bylaws.

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 biennial quilt show. Participating in Guild activities, with the exception of the biennial quilt show which is mandatory, such as Block of the Month, Mystery Quilt, etc., is voluntary.

## **Section 2: Guests**

1. Guests may attend two (2) meetings after which the Guild asks they join.
2. An adjusted guest 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 to the event.

## **Section 3: Organization**

1. The financial year runs from August 1 to July 31 of the following year.
2. Meetings are held on the second Tuesday of the month, except during the months of January and February. The yearly calendar of meeting dates and times will be posted on [esqg.com](http://esqg.com).
3. Meetings are held at the American Legion Post 131, 122 Greenwich St., Belvidere, New Jersey.
4. There will be a minimum of four (4) Board meetings conducted each year. Board meetings shall be open to all Guild members.
5. There will be a minimum of four (4) 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 4: 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 October 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 next 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.
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 Guild business meeting. A committee of at least two (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 any ESQG sponsored event, 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 may succeed themselves. The elected officers are exempt from paying annual dues during their 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 1 of the election year and continue through July 31 of the following year. Unexpired terms, with the exception of the 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 Bylaws 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 Rule 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 two (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 in-coming 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 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 and 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 website prior to the next meeting.

## **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 members via the Guild website.

- d. The Treasurer shall create and maintain a yearly budget. Such budget shall be presented for review at the October Board meeting and then presented at the next 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.
- f. The Treasurer shall be responsible for remitting dues and other financial obligations to any organization with which the 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, present 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 on an external backup drive.
- 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 digital file as necessary.
- c. The Historian/Parliamentarian will refer to Robert's Rules of Order for guidance in the decision to 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 Bylaws 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 every other year, for the two (2) Quilt Show Co-Chairpersons.

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 two (2) members to be co-chairpersons. The Quilt Show Co-Chairpersons will run as a self-defined pair/team. The co-chairpersons shall be responsible for overseeing the Quilt Show budget and for choosing the chairpersons of the committees as necessary to conduct the various functions of the Guild’s biennial 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 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 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.

**Section 2: Warren County Farmer's Fair** – The chairperson (or her designee) shall attend Warren County Farmer's Fair Committee meetings as a liaison with that organization. The chairperson will oversee the operation of all aspects of the 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 quilt tickets.

**Section 3: Sunshine** – The chairperson (or her designee) shall be responsible for sending all cards, etc., to members as necessary.

**Section 4: Hospitality** – The chairperson (or her designee) shall be responsible for coordinating and serving refreshments at Guild meetings.

**Section 5: Raffle Quilt** – The Raffle quilt shall be the responsibility of three (3) co-chairpersons. Co-chairperson (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-chairperson (2) shall be responsible for the licensing functions necessary for this activity. Co-chairperson (3) shall be responsible for the selection of the pattern, the purchase of fabric and coordinating the cutting, piecing and finishing of the quilt with Guild members.

**Section 6: 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 7: 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. The committee is also responsible for conducting the election each year. The Nominating Committee shall also be responsible for the nomination and election of the two (2) Biennial Quilt Show Co-Chairpersons.

**Section 8: 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 the Board for comment and discussion before presenting the findings to the general membership resolution. Included shall be the Belvidere Heritage Day in September, Belvidere, New Jersey. The Heritage Day Chairperson shall be responsible for all aspects of the Heritage Day display. This shall include the setup, take down, procurement of volunteer personnel and for the sale of the raffle tickets.

**Section 9: 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 10: 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 11: 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 12: 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 the 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 recipient(s).

## **ARTICLE VII: AMENDMENTS**

Any member may propose an amendment to these Bylaws 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 make the necessary changes in the official Bylaws and inform the general membership of such change via methods such 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 for the Guild be dissolved. Thereafter, the members upon 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 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 by the court having jurisdiction over such matters, exclusively for such purposes or to such organizations and the said court shall determine which are organized and operated exclusively for such purposes.

## **AMENDMENTS AND REVISIONS**

April 13, 2015: Language changes to Bylaws due to Incorporation.

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

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

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

## **AMENDMENTS AND REVISIONS: MARCH 11, 2025**

Article III Section 2 -Guests #1,

Article III Section 3 -Organization #2 and #3,

Article III Section 4 -Finances #2 and #7,

Article IV Section 1 -Elected Officers #3

Article IV Section 2- Elected Officers/Duties of Officers # 2/B

Article IV Section 2 -Elected Officers/Duties of Officers # 3/C - Deleted

Article IV Section 2 -Elected Officers/Treasurer #4/C, #4D

Article IV Section 2 -Elected Officers/Historian #5/A, #5/B

Article VI Section 3- Standing Committees/WCFF – Deleted and Moved to Ad Hoc #8.