

# ARIZONA QUILTERS GUILD BYLAWS

## ARTICLE I - Name

The name of this organization shall be Arizona Quilters Guild, Inc., hereinafter known as AQG, and referred to in these bylaws as the Organization or the Guild.

## ARTICLE II - Purpose

The purpose of this Organization, as prescribed in the Articles of Incorporation 1984, is to contribute to the knowledge of and to promote the appreciation of fine quilts; to sponsor and support quilting activities; to encourage quilt making and collecting; to contribute to the growth of knowledge of quilting techniques, textiles, patterns, history and quiltmakers through educational meetings, travel, and fellowship.

## ARTICLE III- Membership

### A. Categories

#### 1. Individual

- a. Any person interested in quilting may become a regular member by completion of an AQG membership registration form and payment of annual dues. There is no residency requirement for membership.
- b. Individual members may or may not be affiliated with a chapter. Individual members who do not affiliate with a chapter will be known as Members-At-Large. Individuals who are Members-At-Large and not affiliated with a chapter shall have the same rights as regular members.
- c. All members in good standing may participate in the business of AQG at membership meetings and shall have the right to elect officers, vote on AQG matters (Article VI), hold office on the AQG Board of Directors, attend AQG-sponsored classes and events, and receive access to a regular newsletter plus current membership and chapter rosters.
- d. An individual may attend the meeting of any chapter three times before being required to join AQG. It will be the responsibility of the chapter to enforce this policy.

#### 2. Honorary

- a. Lifetime memberships are presented to all AQG Board Presidents upon completion of a full term as president.
- b. Honorary members shall have all the privileges of regular members.
- c. Honorary members do not pay dues to the Organization.

#### 3. Youth

- a. A youth membership is available for young people ages eight through eighteen.
- b. Youth members shall have all the privileges of regular members.

#### 4. Affiliate

- a. Affiliate Members shall consist of commercial enterprises such as quilt stores, professional quilting services, and other quilt-related vendors who share an interest or dedication to the specific purposes of AQG and whose dues are current as paid to AQG.
- b. Affiliate Members shall not be entitled to the privileges of making motions, of voting, and of holding office.

## **5. Non-Profit**

- a. Non-Profit members shall consist of non-profit quilting groups such as quilt education groups, other quilt guilds, and quilting charities who share an interest or dedication to the specific purposes of AQQ and whose dues are current as paid to AQQ.
- b. Non-Profit members shall not be entitled to the privileges of making motions, of voting, and of holding office.

## **B. Policy**

Arizona Quilters Guild shall not discriminate based on gender, age, disability, race, color, religion, marital status, veteran's status, national or ethnic origin or sexual orientation.

## **C. Dues**

1. Dues shall be established by action of the Board of Directors (hereinafter known as Board) and shall be subject to increase or decrease. The Board shall notify the membership of the amounts fixed by the Board in the newsletter at least 60 days prior to the due date.
2. Dues are payable annually by June 1 of each calendar year.
3. The membership year runs from July 1 through June 30. There is no reduction in dues for individuals joining AQQ midyear.
4. Membership dues must be paid within the time and on the conditions set by the Board.
5. The dues may vary among categories and shall not be prorated.

## **D. Termination**

1. Membership is automatically terminated upon:
  - a. Voluntary resignation.
  - b. Expiration of dues payment.
  - c. Death of individual.
  - d. Determination in good faith by the Board of failure to observe established rules of member conduct or established chapter requirements, theft of AQQ property, or use of Board name with intent to defraud but only after such member shall have had an opportunity to present his or her defense. 30 days' notice of the time when the Board will consider the charges against the member, accompanied with a written specification thereof, shall be considered as affording such member sufficient opportunity to present his or her defense.
2. Membership is not transferable or assignable, voluntarily or by operation of law. Any purported or attempted transfer, assignment or encumbrance shall be void and of no effect.

## **ARTICLE IV - Chapters**

- A. The Board may establish chapters consisting of local area members available statewide to AQQ members and guests. These groups are a gathering of people with a common interest.
- B. Charters are issued by Board approval upon application to the Board by a group of AQQ members meeting the requirements for chapter formation as delineated in the Organization Policies and Procedures.
- C. Chapter names and name changes must be unique to AQQ and require Board approval.
- D. Chapters retain the right to establish chapter dues, the amount of which will be determined by the chapter's governing board. A chapter may collect and remit AQQ dues on behalf of its members.
- E. Chapters in good standing shall follow the requirements set forth in the Organization Policies and Procedures. Failure to do so will result in revocation of the chapter charter.
- F. In the event of the dissolution of a chapter, all bank accounts must be closed within 30 days of receipt of the Intent to Dissolve letter in the AQQ office, and any remaining assets (material and funds) of the chapter shall be delivered to the AQQ Treasurer within the next 30 days. Upon completion of the dissolution, the chapter must submit a final Chapter Financial Recap, including

a copy of the final bank statement(s), and a statement of Asset Distribution to the AQQ Treasurer on forms provided within 60 days of receipt of the Intent to Dissolve letter.

### **ARTICLE V- Meetings of the Membership**

- A. The Annual Business Meeting (Fall Meeting) shall be held in the Phoenix area at a time and location determined by the Board. Annual reports of the officers, board, and committees shall be presented at the Annual meeting. Summaries of Board reports and Fall Meeting minutes will be published in the AQQ newsletter. Notice of the Annual Meeting shall be sent to the members at least 60 days prior to the meeting date.
- B. The Spring Regional Meeting shall be held at the designated site as listed on the Task Matrix at a time and location determined by the Board. Summaries of Board reports and Spring Regional Meeting minutes will be published in the AQQ newsletter.
- C. At least one Chapter Chair Meeting shall be held annually. Chapter representation is mandatory.
- D. Other statewide meetings may be called at the discretion of the President and the Board.
- E. Special meetings may be called by the President with the approval of the Board or upon written request of at least three (3) Chapter Chairs, provided that notice shall be sent to the members at least five (5) days prior to the date of the meeting. Notice of the meeting may be provided in the AQQ newsletter or on the AQQ website.
- F. Notification of statewide meetings will be published in the AQQ newsletter and on the website.
- G. Chapter meeting frequency, time and place is determined by the individual chapters.
- H. The quorum for the transaction of business at any meeting of the membership shall be fifty members in good standing.

### **ARTICLE VI- Voting**

- A. Members (except Category 4) in good standing may vote:
  - 1. For the officers of the Organization during the annual election.
  - 2. For the officers of the Organization in the case of special elections.
  - 3. On business brought before the membership at the Annual Business Meeting (Fall Meeting) and the Spring Regional Meeting.
  - 4. On business stated in the call of a special meeting.
  - 5. In special elections.
- B. Members wishing to bring issues before the membership for discussion and/or vote must present them to the Board at the Board Meeting preceding the membership meeting for inclusion on the agenda.
- C.
  - 1. A majority vote of the members present and voting in a properly called meeting shall decide all questions provided that a quorum is present and unless a larger vote is prescribed in these bylaws and the parliamentary authority.
  - 2. Unless otherwise prescribed in these bylaws, any action that the members may take at a meeting of the members may be taken outside of a meeting by printed mail-in ballot, electronic online form, or email message vote pursuant to this Section.
  - 3. The Board of Directors shall determine the appropriate method of voting on all matters referred to the membership outside of a meeting as prescribed in Article VI, C. 5. The Board shall authorize such a vote to be taken by one of the following methods:
    - A. Printed mail-in ballot mailed to all members entitled to vote with instructions for casting their vote and returning the mail-in ballot by regular mail.

- B. Electronic online ballot form delivered by electronic means to all members entitled to vote with instruction for submitting their electronic online vote.
  - C. Email message vote delivered in an email message to all members entitled to vote with instructions for responding to the email message to cast their vote by email.
4. The Board shall determine the time frame for members to return mail-in ballots, electronic ballot forms and email message voting and that time frame shall include time for printed mail-in ballots on the same question to be returned and incorporated into the electronic means of voting methods.
  5. The secretary will mail a paper ballot and/or deliver, or cause to be delivered, by electronic means, a ballot form or email message with instructions to every member entitled to vote. Printed mail-in ballots, electronic ballot forms, and email voting messages shall set forth the proposed action. The instructions shall set forth the procedures necessary to cast the vote; the vote required to adopt the action –a majority vote, a plurality vote, a two-thirds vote or greater vote; the time allocated for the vote to take place; the date printed mail-in ballots are to be returned; and for electronic and email voting, the procedure or method to submit the ballot form or email message vote. Printed mail-in ballots shall be mailed to any member entitled to vote when electronic or email voting is being conducted and electronic means are not accessible to members and a printed mail-in ballot is requested by a member.
  6. Any action taken by a mail-in ballot, an electronic ballot form, or in an email message vote shall be an official act of AQQ provided that (1) 2 percent of the ballots, ballot forms or email message distributed are returned in accordance with this section; and (2) a majority of the votes cast, or if applicable, a larger vote, by printed mail-in ballot, electronic ballot form, or email message shall adopt the action or elect officers.

## **ARTICLE VII- Board of Directors**

### **A. General**

1. The Board of Directors shall include the Executive Committee and the appointed Directors of AQQ. The Executive Committee consists of the elected officers: President, President-Elect, Secretary and Treasurer. The Executive Committee shall have and may exercise all the authority of the Board of Directors between meetings of the Board of Directors; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to any matter prohibited by law.
2. The Board shall have no fewer than seven (7) and no more than eleven (11) designated voting positions, constituted by the officers and directors. A majority of the seated board positions constitutes a quorum.
3. The President may appoint special committee chairpersons who may attend board meetings without a vote.
4. The Board shall be responsible and accountable for managing all business and affairs of the organization, guided by the Organization Policies and Procedures.
5. The Board shall meet monthly in accordance with Organization Policies and Procedures.
6. Special meetings of the Board may be called by the President and shall be called upon the written request of three (3) members of the Board with at least three (3) days notice. Notice of special meetings may be given by electronic means.
7. The Board of Directors, Executive Committee, standing committees, and special committees are authorized to meet by telephone or through other electronic media so long as all members simultaneously hear each other or participate in the meeting. Electronic media may be utilized for communication with members of the Board or committees related to Organization business. Board members shall be authorized to deliver a written ballot by e-mail or facsimile

when voting on Board business. The Board may authorize the use of e-mail to conduct a vote for Board of Directors, Executive Board, committees and special committees business on a question. All such action shall be ratified at the next regular meeting of the Board.

8. Members of the AQQ Board of Directors shall serve in a voluntary capacity without payment or remuneration except reimbursement of out-of-pocket expenses actually incurred and approved. The exception would be officers or directors who also serve as providers of an AQQ Program and receive the approved reimbursement for that program.
9. Board members will annually sign the Board Service Agreement as well as the Received and Read form relating to the Conflict of Interest policy and the Bylaws.
10. Board members may serve no more than four consecutive years (as either an officer and/or director). A minimum one year interval must precede return to the Board in any capacity. Board members may serve no more than two years in the same position, unless approved by the Executive Committee and extenuating circumstances require this service.
11. Immediate family members may not serve on the Board in simultaneous or consecutive terms.
12. All outgoing officers, directors, and committee chairs shall return all handbooks, computer hardware and software, files, and any other items pertaining to the Board member's position to the office by June 30, unless those items have been passed on, with the President's knowledge, to the position successor.

#### **B. Officers (Executive Committee)**

1. The officers of AQQ shall be members in good standing.
2. Officers shall be elected for a one-year term except the Treasurer, who shall be elected for a two-year term.
3. A President-Elect shall be elected annually to serve as President in the following year.
4. All officers shall have the right to make motions, speak, and vote on questions before the Board.
5. Powers and duties of the officers are detailed in Article IX of the Bylaws and in the Organization Policies and Procedures.
6. Officers are responsible for setting the annual budget.
7. Any officer elected or appointed may be removed with cause at any time by 2/3 vote of the Board of Directors when the best interests of the Guild would be served thereby, as determined in good faith and sole discretion of the Board of Directors.

#### **C. Directors**

1. Director positions are established each year to work with the Executive Committee.
2. Directors must be AQQ members in good standing, are appointed by the President for a one-year term and approved by the Executive Committee.
3. Specific designations may be adjusted based on the needs of the Guild.
4. At the discretion of the President, Co-Directors may be appointed. Only one director per established board position is required to attend each board meeting and only one vote per position may be cast.
5. When needed, directors may appoint AQQ members or form committees to help them perform their duties in a timely manner. The Board must be informed in writing of the names of all program and service appointees and committee members.
6. All directors shall follow the Policies and Procedures of the Organization for submitting reports, keeping position notebooks current, and completing their duties.
7. Directors are voting Board members (with the exception noted in Article VII, Sec. C, 4).
8. All directors shall have the right to make motions, speak, and vote on questions before the Board.

9. Any appointed director may be removed with cause at any time by 2/3 vote of the Board of Directors when the best interests of the Guild would be served thereby, as determined in good faith and sole discretion of the Board of Directors.

#### **D. Multiple Board Position Service**

1. No Board member shall serve in more than one position at a time unless approved by the Executive Committee and extenuating circumstances require this service.
2. In this case the member shall be entitled to cast only one vote per issue at any Board meeting.
3. An effort will be made to fill any vacant positions as soon as possible.

#### **E. Nominating Committee**

1. Is a special committee appointed by the Board, consisting of three (3) AQQ members in good standing.
2. Will be charged with nominating at least one AQQ member as candidate for each office to be filled; the membership will be solicited for nominations to be submitted to the committee.
3. Will present the proposed slate of officers to the Board at the March Board meeting.

#### **F. Elections**

1. Officers shall be elected by secret ballot, distributed to all members through publication in the April AQQ newsletter, an individual mailing, and/or electronic means; ballots shall include space for write-in candidates.
2. Ballots must be received in the AQQ office by May 1 to be counted; ballots arriving after May 1 will be considered on time if they arrive the first business day following May 1.
3. New officers will be announced in the AQQ newsletter published following the election.
4. Officers shall be elected by plurality of the votes cast by ballot. The term of office shall be from July 1 following the election through June 30 of the following year, except the Treasurer (Article VII, Sec B, 2.)

#### **G. Vacancy in Office**

1. Of the Secretary or Treasurer, which occurs for any reason, may be filled by appointment by the President, with approval of the Board, for the unexpired portion of the term within 30 days of the vacancy.
2. Of the President will be filled by the President-Elect; the office of President-Elect will be filled by the membership in a special election after a slate is presented by a Nominating Committee.
3. Of the President-Elect or in the offices of both the President and President-Elect will be filled by the membership in a special election after a slate is presented by a Nominating Committee.
4. A vacancy in any director position or any office other than President, President Elect, Secretary or Treasurer may be filled by appointment of the President, with the approval of the Board for the unexpired portion of the term.

#### **H. Indemnity**

The power of indemnification under the Arizona Revised Statutes [ARS 10-3852] shall not be denied or limited by the Bylaws of the Arizona Quilters Guild.

#### **I. Committees**

The Board of Directors, by resolutions adopted by a majority of the full Board, may appoint such committee or committees as it shall deem advisable and with such rights, powers, and authority as it shall prescribe except as otherwise provided by law. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time. The Board of Directors shall also have the power to fill vacancies in any committee.

## ARTICLE VIII – Financial Management

### A. Financial management

1. Books and accounts will be kept in accordance with generally accepted accounting practices and requirements for a non-profit 501(c)3 corporation.
2. All monies derived from AQQ activities, at or away from the office, shall be itemized by the officer or director responsible for that activity and deposited in the AQQ accounts in accordance with Organization Policies and Procedures.
3. All payment requests and debit expenditures will be handled as delineated in the Organization Policies and Procedures.
4. Accounting for the Quilt Show and other AQQ events should be finalized within 60 days of conclusion.
5. Review of financial records will be performed at the end of each fiscal year by a Financial Review Committee comprised of three (3) AQQ members in good standing who have appropriate financial credentials.
6. Additional review by an accountant or accounting firm not comprised of AQQ members may be ordered by the Board at its discretion.
7. Budget
  - a. The fiscal year budget must be approved before the beginning of that year.
  - b. The outgoing board will complete the budget before the end of its term in conjunction with the incoming board.
  - c. The budget will be ratified by the chapter chairs.
8. Semi-annual profit and loss statements and monthly year-to-date vs. budget figures will be available to membership as per the Organization Policies and Procedures.

### B. Tax Exempt Status

The Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of this Organization, after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations that have established their tax-exempt status under Section 501(c)3 of the Internal Revenue Code, or corresponding section of the any future federal tax code.

### **C. AQQ Activity Sponsorship**

1. No individual, chapter, affiliate member, or non-profit member may advertise or represent AQQ as a sponsor of any activity unless the proposed project is presented to the Board in writing, receives Board approval, and thereafter is published in the AQQ newsletter as an officially sponsored AQQ project.
2. All monies of such project will be collected and disbursed by the AQQ Treasurer or other designee of the Board.
3. Infringement of this rule will result in immediate termination of membership in AQQ.

### **D. Contracts**

All contracts entered into on behalf of AQQ shall be signed by the President or President-Elect, or by the Treasurer in the absence of the aforementioned officers.

### **E. Insurance coverage**

AQQ shall purchase and maintain such coverage as the Board deems prudent and necessary upon yearly review.

### **F. Inspection of AQQ records**

1. Members have the right to inspect AQQ records.
2. Requests should be made to the President and will be coordinated with the officer holding the records of interest.
3. Records shall be reviewed in the AQQ office.

### **G. Gifts and Donations**

Policies regarding gifts to Board members or guests and donations solicited for any AQQ function are delineated in the Organization Policies and Procedures.

## **ARTICLE IX - Powers and Duties of the Officers and Directors**

### **A. President**

1. Shall be responsible for the operation and management of the Guild with Board approval.
2. Shall coordinate all contact with the chapters.
3. Shall coordinate and maintain a presence at Guild functions.
4. Shall sign all contracts on behalf of the Guild.
5. Shall approve payment requests.
6. Shall be a signer on all guild bank accounts.
7. Shall act as contact person and Guild representative for outside organizations.
8. Shall be the official liaison to legal and financial counsel.
9. Shall preside over AQQ Board, Chapter Chair, Fall and Spring meetings.
10. Shall be an ex-officio member of all committees except the Nominating Committee.
11. Shall appoint directors with the consent of the Executive Committee.
12. Shall oversee distribution of all position materials to new officers or directors prior to the first meeting of the new board and to a newly appointed officer or director upon her/his appointment and approval by the Executive Committee.
13. And shall perform other such duties as may be assigned by the membership, the Board of Directors, the Executive Committee, and as prescribed in policy and procedure.

### **B. President-Elect**

1. Shall assist with coordination of the Annual Business Meeting (Fall Meeting), Spring Regional Meeting, and Chapter Chair Meeting.
2. May approve payment requests.
3. Shall maintain the Task Matrix and make revisions as required with the approval of the Board.



4. Shall assist the President and perform the duties of the President in the President's absence and with the Board's approval.
5. Shall assume the office of the President in the event of a vacancy.
6. Shall automatically become President following her/his term as President-Elect.
7. And shall perform other such duties as may be assigned by the Board of Directors and/or the Executive Committee, and as prescribed in policy and procedure.

**C. Secretary**

1. Shall take minutes of all AQG meetings including regular Board meetings, the Annual Business Meeting (Fall Meeting), Spring Regional Meeting, and Chapter Chair Meeting.
2. Shall provide all Board members with copies of those minutes in a timely manner.
3. Shall publish all meeting minutes in the AQG newsletter; Board meeting minutes shall include a summary financial report with bank statement balances.
4. Shall keep files of all minutes and Board member attendance records in the AQG office.
5. And shall perform other such duties as may be assigned by the Board of Directors and/or the Executive Committee, and as prescribed in policy and procedure.

**D. Treasurer**

1. Shall be custodian of all AQG funds.
2. Shall record all monies received and expended by AQG.
3. Shall pay all authorized expenditures in a timely manner.
4. Shall prepare detailed reports of AQG financial activities as per the Organization Policies and Procedures.
5. Shall be a signer on all AQG bank accounts.
6. May be authorized to sign contracts on behalf of AQG in the absence of the President and President-Elect.
7. Shall be official liaison with the President to financial counsel.
8. Shall register the corporation with the Arizona Corporation Commission yearly.
9. Shall insure that all annual financial reports required by law are submitted to both state and federal agencies.
10. And shall perform other such duties as may be assigned by the Board of Directors and/or the Executive Committee, and as prescribed in policy and procedure.

**ARTICLE X - Conduct of All Board Members**

- A. All Board members shall conduct themselves to reflect favorably upon Arizona Quilters Guild.
- B. Board member's duties, including duties as a member of a committee, shall be discharged:
  1. In good faith.
  2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances.
  3. In accordance with the Organization Policies and Procedures.

**ARTICLE XI - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.

## **ARTICLE XII - Amendments to the Bylaws**

- A. The Board of Directors shall recommend the amendment to the members unless the Board of Directors determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for that determination to the members with the amendment.
- B. Members in good standing may propose amendments to the Bylaws. Proposed amendments shall be submitted in writing to the Board at least 30 days prior to the 60 day publishing date.
- C. Proposed AQQ Bylaw changes will be published in the AQQ newsletter issue preceding the membership meeting by two months and on the website 60 days prior to vote.
- D. A two-thirds vote of the membership, represented by members entitled to vote attending the Annual Business Meeting (Fall Meeting) or Spring Regional Meeting, is required to amend the Bylaws.