

V. BYLAWS

Revised

**BY-LAWS OF THE SOUTHWEST FLORIDA
QUILTERS GUILD, INC.**

Reviewed on April 30, 2007
Reviewed on Marcy 29, 2011
Reviewed on May 20, 2014
Reviewed on November 14, 2016

**BY-LAWS OF THE SOUTHWEST FLORIDA
QUILTERS GUILD, INC.**

ARTICLE I – NAME

1. The name of this organization shall be Southwest Florida Quilters Guild, Inc. (SWFQG)
2. The regular general guild meetings will be held monthly.
3. The mailing address shall be P.O. Box 2264, Ft. Myers, FL 33902-2264.

ARTICLE II – OBJECTIVE

The Southwest Florida Quilters Guild, hereinafter called the "Guild," was organized to foster the highest standards of excellence in the practice and preservation of the art of quilting through an active program of education and study.

ARTICLE III - MEMBERSHIP, DUES, AND GUESTS

1. Any person may become a member of this Guild upon registration and payment of dues, regardless of age, race, color, creed, gender, sexual orientation or national origin.
2. Annual dues are determined by the Board and approved by the membership.
3. Non-members may attend meetings by paying a non-member fee.

ARTICLE IV - GUILD BOARD

1. The Guild Board, hereinafter referred to as the "Board," shall have general authority over the Guild.
2. The Board shall be composed of the officers and two (2) Members at Large.
3. The officers shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.
4. Members at Large shall be elected for two (2) year alternating terms.
5. All Board members, including the president, shall have a vote in the decisions of the Board.
6. The Treasurer's voting privileges shall coincide with the fiscal year for which he/she was elected.
7. The Board shall meet at least four (4) times a year, and additionally as deemed necessary to conduct the business of the Guild.
8. Four (4) members of the Board shall constitute a quorum. A majority with a minimum of four (4) affirmative votes of those voting is required for passage of any business.
9. The Board shall meet with all standing committee chairpersons at the budget meeting and as requested.
10. Officers, except the treasurer, shall hold office for a term of one (1) year or until their successors are elected or until his or her resignation.
 - A. No Board member shall be eligible to serve more than two (2) consecutive elected terms in the *same office* and no officer may hold more than one elected office at a time.
 - B. A person running for office must be a member of the Guild for at least one (1) year and must maintain their membership for the duration of his/her term.
 - C. Board members' terms of office, except the treasurer, shall be January 1 through December 31. The treasurer's term shall be January 1 through February 1 of the following year (13 months).
 - D. If a vacancy in the office of President occurs, the First Vice President shall automatically become the President. All other Board mid-term vacancies shall be filled by a recommendation of the Board and approval by the general membership.

11. Board members' duties are as follows:

President:

- 1) Preside over all Guild meetings, Board meetings and other meetings, as needed.
- 2) Appoint committee chairpersons and make appointments, other than Board vacancies, as needed.
- 3) May serve as ex-officio member of all committees except the Nominating Committee.
- 4) Custodian of non-financial records.

First Vice President:

- 1) Perform the duties of the President in his or her absence.
- 2) Assist the President in the performance of his or her duties.
- 3) Be the Education Coordinator.
- 4) Work cooperatively with the Program Coordinator.

Second Vice President:

- 1) Perform the duties of the President in his or her absence and the absence of the First Vice President.
- 2) Be the Program Coordinator.
- 4) Work cooperatively with the Education Coordinator.

Secretary:

- 1) Record all information at regular and Board meetings.
- 2) Submit record (the minutes) of the general meeting to the membership for approval monthly.
- 3) Handle all Guild Correspondence as deemed necessary by the President or Board.

Treasurer:

- 1) Conduct the financial transactions of the Guild.
- 2) Maintain accurate accounting records.
- 3) Submit a written financial report monthly to the membership.
- 4) Submit a proposed annual budget to the Board for approval prior to submitting to the membership for approval.
- 5) Custodian of financial records.

Members at Large

- 1) Liaison between general membership and Guild Board.
- 2) Receive and report to Board on any member concerns or suggestions for improvement.
- 3) Attend Board meetings.

ARTICLE V – NOMINATIONS AND ELECTIONS

1. A nominating committee, consisting of one Board member and at least three (3) but not more than four (4) Guild members shall be appointed in February by the newly elected Board at a Board meeting and shall serve concurrently with the President's term.
2. The Nominating Committee shall nominate at least one candidate for each office to be filled and report the slate of nominees at the October meeting. The committee shall place in nomination any qualified member expressing an interest in an office. At this time, nominations for the Guild Board shall be open to the floor, consent to serve having been obtained from each nominee. Nominations will then be closed.
3. The election of the Board shall take place at the November business meeting.
4. Election will be by ballot and the results will be decided by the majority of votes cast.
5. Ballots may be distributed electronically.

6. In the event that there is only one candidate for each office, a motion to accept a clear majority verbal vote may be entertained as an alternative to a ballot vote.

ARTICLE VI – MEETINGS

1. Regular Guild meeting shall be held on the third (3rd) Tuesday of each month. The membership may vote to change the meeting day for a single month upon recommendation from the Board.
2. The quorum for all regular Guild meetings shall be 25 percent of all members. The quorum may be established through in-person attendance or written proxy.
3. Results of a vote are determined by a majority of members voting.

ARTICLE VII – COMMITTEES

1. The President shall appoint appropriate standing committee chairpersons and presidential appointees for a one (1) year term except the Quilt Show Chair who is appointed for two (2) years. The Board shall approve appointments. Mid-term vacancies will be filled through appointment by the President and subject to approval of the Board.
2. The standing committees of this Guild shall be Audit, Community Service, Membership and Quilt Show.
3. Special Committees as needed shall be appointed by the President and approved by the Board.
4. The committee chairpersons shall be eligible to serve at the president's discretion with Board approval.
5. Presidential appointments shall include Librarian, Newsletter Editor, Retreat chair, and Webmaster.
6. Other positions as needed may be appointed by the President and approved by the Board.

ARTICLE VIII – OPERATIONS

1. The fiscal year of the Guild shall run from January 1 - December 31.
2. The books and accounts of the Guild shall be kept in accordance with sound accounting practices. The books shall be audited annually by the Audit Committee consisting of three (3) or more members. The outgoing Treasurer shall be present during the audit.
3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the Federal, State or Local Government for a public purpose. Assets not disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said court shall determine which are organized and operated for such purposes.

ARTICLE - IX - PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of ROBERT'S RULES OF ORDER. NEWLY REVISED, shall govern the Guild in all cases to which they are applicable and in which they are not inconsistent with the Guild By-laws and other rules of order which the Guild may adopt.
2. A Parliamentarian shall be appointed by the President. He/she or a designee shall attend all the Board and regular monthly business meetings, advise the President and membership, but shall have no vote on the Board.

ARTICLE X – AMENDMENTS

1. These By-laws may be amended by the majority of members voting at any regular meeting of the Guild provided the proposed amendment is submitted in writing to the membership at least fourteen (14) days prior to the meeting.
2. The By-laws shall be reviewed at least every four (4) years by an ad hoc committee, which is composed of the President, the Parliamentarian and at least two (2) members from the general membership.

STANDING RULES OF THE SOUTHWEST FLORIDA QUILTERS GUILD

1. **Dues:** Annual dues will be \$30.00, due in January. Dues not paid by January 31 will result in termination of membership. A \$5.00 non-member fee will be charged to guests attending each meeting.
2. **Audit:** A committee will be appointed at the February meeting and will receive the treasurer's records no later than March 31. The audit report shall be prepared by the April general meeting.
3. **Quilt Racks:** The Quilt Racks may not be rented or used by any member or for any event not sponsored by the Southwest Florida Quilters Guild.
4. **Policies and Procedures Manual:** The Board will make available to the membership a written collection of the Guild's policies and procedures.