

Bylaws of the Borderline Quilters, Inc.

(As Amended, May 2009)

Article I	Name.		
Article II	Purpose.		
Article III	Members.		
Article IV	Officers -	Elected:	President Day Vice President Evening Vice President Secretary Treasurer Nominating Committee (Chairperson and 2 members elected at joint meeting in October.)
		Appointed:	Two Historians (day/evening) Special Events Chairperson Newsletter Editor(s)
Article V	Duties of the officers.		
Article VI	Meetings.		
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Article I - Name: the name of the Guild shall be Borderline Quilters, Inc.

Article II – Purpose.

The purpose of this Guild shall be to satisfy the interests of the Guild members and to promote interest in quilting for area residents by providing meetings for exchange of ideas, working on quilting projects, educational opportunities through workshops and programs, shows for the community and other such activities that further these purposes as designated by the Membership.

Article III – Members.

Section 1: Membership in this Guild shall be open to all persons interested in quilting, regardless of their skill level. Any person interested in joining the guild may attend two (2) meetings as a guest for which there may be a charge. No person may attend more than two (2) meetings before paying dues.

Section 2: The annual dues shall be \$15.00 per year, payable by January 1. New members joining after July 1 shall pay \$8. To retain membership in the guild, dues must be paid by March 1. To obtain membership after July 1 for the fee of \$8.00, individuals cannot have held membership status the previous year.

Section 3: Those who have not paid dues by March 1 shall automatically be dropped from the membership.

Section 4: It is the responsibility of the Historian to enforce the attendance policy with regard to guest attendance, fees and members dropped from membership.

Article IV – Officers.

Section 1: The elected officers of this Guild shall be President, Day Vice President, Evening Vice President, Secretary and Treasurer. Offices of the Vice Presidents as well as the Secretary may have a co-seat, per term. In the absence of the elected officer the co-seat acts on behalf of elected. The following officers shall be appointed for one year terms by the President with concurrence of the Board of Directors: two Historians – one for the day section and one for the evening section, Special Events Chairperson, Newsletter Editor and Parliamentarian. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this organization.

Section 2: At the joint meeting in October, a Nominating Committee composed of a chairperson and two members will be elected by the membership. It will be the duty of the Nominating Committee to prepare a slate of at least one person for each elected office to be filled at the next annual meeting in October including the next Nominating Committee. The slate shall be published at the September meetings. Nominations from the floor shall be permitted, provided the nominee's written consent has been first obtained if that member is not present. No person shall serve more than one consecutive term on the Nominating Committee, whose term is one year. If necessary, the Nominating Committee will serve as tellers.

Section 3: Officers shall serve one year terms. The officers, after being elected at the annual meeting in October, will assume their duties January 1.

Section 4: A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of members. At this Board of Directors meeting, either the Day Vice President or the Evening Vice President shall be designated to serve in the absence of the President. The other Vice President shall be designated to serve in the absence of the other two.

Section 5: Federal law states that this Guild's fiscal year must run from January 1 to December 31. Notification to IRS is required to change. Vacancies in elected positions shall be filled by the Board of Directors for the remainder of the fiscal year.

Section 6: All officers and chairpersons shall be expected to attend the two joint meetings annually.

Article V - Duties of the officers.

Section 1: Duties of the President.

- A. Preside at all joint meetings.
- B. Preside at all meetings of the Board of Directors.
- C. May preside at one of the afternoon or evening meetings.
- D. Serve as the primary contact for Guild business.
- E. Responsible for securing and scheduling a location for each of the following: joint meetings in October and May, monthly meetings for the day and evening sections for all other months.
- F. Appoint, with the concurrence of the Board of Directors, the two Membership Chairpersons/Historians, the Special Events Chairperson, Newsletter Editor and the Parliamentarian, after canvassing the membership for volunteers.

Section 2: Duties of the Day Vice and Evening Vice Presidents.

- A. Co-chair the program committee meetings.
- B. Develop and schedule programs for the monthly meetings for distribution to the membership no later than the meeting preceding said program.
- C. Preside at the designated section meeting with sufficient coordination to ensure that the programs are the same for the day and evening sections.
- D. Establish a method of communication, such as a telephone tree or e-mail to inform the Board of Directors and members of urgent information such as meeting changes.
- E. Using the priority established at the annual Board of Directors meeting, this person serves in the absence of the President, the other individual, in the absence of both these persons.

Section 3: Duties of the Secretary.

- A. Prepare minutes of joint meetings.
- B. Prepare minutes of Board of Directors meetings including listing those present and absent.
- C. Provide each member of the Board of Directors with a copy of the minutes of above meeting within two weeks after the meeting.
- D. Read the minutes at joint meetings.
- E. Responsible for reproducing and distributing agenda for joint meetings in May, October and any special meetings.
- F. Responsible for publicity for regularly scheduled meetings and special events.
- G. Conduct correspondence as necessary.
- H. Responsible for incorporation book including filing of minutes of all joint meetings, minutes of all Board of Directors meetings and membership lists.

Section 4: Duties of the Treasurer.

- A. Receive and deposit all moneys for the Guild.
- B. Disburse funds according to the approved budget with specific Board of Directors approval of any one item in excess of \$100 not previously identified by the budget.
- C. Maintain cash receipts and cash disbursements for all transactions.
- D. Prepare monthly bank reconciliations.
- E. Prepare periodic financial statements with budget comparison. Prepare reports for the May and October meetings showing current budget and year-to-date income and expenditures.
- F. Prepare budget for the following year for presentation at the annual meeting in October, with assistance from other officers.
- G. Maintain updated membership lists in Excel for ease in label preparation.

- H. Handle printing and distribution of membership cards and pins as well as reconciliation of dues collected with the membership list.
- I. Prepare annual 1099 forms, if required.
- J. Prepare and file annual 990-N or 990 depending upon income level and CHAR-500. (The IRS now requires annual filings by all non-profits regardless of income level.)
- K. Handle any ongoing correspondence with Internal Revenue Service and New York State regarding year end designation.

Section 5: Duties of Historians.

There shall be two Membership Historians; one for the day section and one for the evening section.

- A. Maintain records of members attending meetings.
- B. Maintain records of guests attending meetings.
- C. Document activities of section meetings with agenda, program handouts, photos, etc.

Section 6: Duties of the Special Events Chairperson.

- A. Chair the Special Events Committee.
- B. With the Committee, determine the special events ideas and present to the Board of Directors for approval.
- C. Present the approved special events ideas to the next joint meeting for approval by majority vote.
- D. Organize such approved special events.
- E. Provide itemized budget to board for approval.

Section 7: Duties of the Newsletter Editor(s)

- A. Prepare the newsletter with help of others officers, chairpersons and membership if needed.
- B. Publish a minimum of two newsletters a year for distribution prior at the April and September meetings. Information regarding the agenda of the joint sessions may be enclosed. Any members not in attendance at the April and September meetings shall have their newsletter mailed to them.
- C. Responsible for preparation of mailing labels.
- D. Responsible for distribution and/or mailing of newsletter and other notices to membership.
- E. Responsible for annual directory listing officers, chairpersons, committee members and members as obtained from the Treasurer to be published in the first semi-annual newsletter.

Section 8: Duties of Parliamentarian.

- A. Advise the President, or the presiding officer in the absence of the President, with regard to the interpretation of these bylaws in conjunction with Robert's Rules of Order, newly revised.

Section 9: Each officer and chairperson is responsible for writing an annual report and presenting it to the members at the annual meeting in October indicating accomplishments as well as areas of concern.

Article VI - Meetings:

Section 1: The structure of the Guild will be two joint meetings of the membership held in the evening with the other meetings having a day and an evening section meeting on the same day.

Section 2: The Guild will meet monthly at a specified date, time and location. Business meetings will be held in May and October, during which voting will take place.

A. Order of business at joint meetings.

1. Call to order.
2. Approval of minutes from previous joint meeting.
3. Officers' reports.
4. Reports of standing committee.
5. Reports of ad hoc committees.
6. Old business.
7. New business.
8. Adjournment.

B. Quorum will be determined by signatures of members on attendance sheet.

Section 3: The meeting in October is designated as the annual meeting and shall include election of officers, reports by all officers and chairpersons, adoption of budget and other such business as may arise.

- A. To vote at joint meetings, you must be a paid member 30 days prior to vote.

Section 4: The afternoon and evening sections will meet monthly at a specified date, time and location. Members are free to attend either or both section meetings.

Section 5: The joint meeting and the section meetings will be held as specified in Article VI, Section 2 and Section 4 unless otherwise determined by the Board of Directors.

Section 6: Voting on matters of concern to the Guild can only take place at a joint meeting of both day and evening sections. In addition to the joint meetings held in May and October, additional joint meetings may be called by the President with the concurrence of the Board of Directors, by a majority of the Board of Directors or by petition of 25% of members in good standing, providing notice is mailed first class 10 days prior to the meeting with the subject of this special joint meeting being specified. The meeting should be at 7:00 pm and, if possible, at the usual location and the first Wednesday of the month.

Section 7: The quorum for joint meetings shall be 25%. The quorum for the Board of Directors shall be 51% of the elected and appointed officers. The quorum for a special meeting shall be 25% of members in good standing. If a quorum is not achieved at the annual meeting, the Board of Directors shall call a special meeting within a month with notification to the members mailed first class at least 14 days in advance of the meeting. At that meeting, all those present shall be the quorum.

Article VIII - Board of Directors.

Section 1: The Board of Directors shall be composed of all officers and chairpersons, elected or appointed, of the Guild and the immediate past President.

Section 2: Duties of the Board of Directors.

- A. Conduct the business of the guild between joint meetings.
- B. Prepare agendas for joint meetings.
- C. Prepare, in conjunction with the Treasurer, a budget for the next year.
- D. Have minutes of Board of Directors read at joint meetings of the Guild.
- E. Appoint committee members in conjunction with the committee chairpersons after canvassing the membership for volunteers.
- F. Schedule yearly financial review of Guild books with accountant.

Section 3: Meeting of the Board of Directors.

- A. Minimum of 3 times a year.
- B. Quorum shall be 51% of all officers and chairpersons.
- C. Any member may attend, but not vote.

Article VIII – Committees.

Section 1: Standing committees.

- A. The Standing Committee shall be Program Committee and Special Events Committee.
- B. Committee members shall be selected by the chairperson in conjunction with the Board of Directors after canvassing the membership for volunteers.

Section 2: The President, with the advice of the Board of Directors, shall appoint ad hoc committees as necessary to carry out the work of the Guild; for example – quilt camp and biannual quilt show.

Section 3: The President shall be an ex officio member of all committees except the Nominating Committee.

Section 4: Meetings of all committees shall be open to the membership.

Section 5: Nominating Committee – see Article IV, Section 2.

Article IX – Dissolution.

In the event of dissolution, the net assets of the Guild shall be distributed to a 501 {c} {3} organization whose purposes are similar to this Guild. No funds shall inure to the benefit of any of the organization's members.

Article X - Parliamentary authority.

The rules contained in the current edition of Robert's Rules of Order, newly revised shall govern this guild in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XI - Amendment of bylaws.

These bylaws may be amended at any joint meeting of the Guild by a two-thirds vote of those present, provided that the amendment has been distributed in writing to the membership at least 14 days prior to the meeting.