

**BYLAWS OF
WESTERN NORTH CAROLINA QUILTERS GUILD**

**ARTICLE I
NAME, LOCATION AND PURPOSE**

Section 1. The name of the corporation is the Western North Carolina Quilters Guild, hereinafter referred to as the Guild. The term Board of Directors hereinafter will be referred to as the Board.

Section 2. The registered and principle office of the Guild shall be identical and shall be located in Henderson County, North Carolina. Other offices for the transaction of business of the Guild shall be located either within or without the state of North Carolina as the Board may from time to time determine.

Section 3. The purpose of the Guild shall be as set forth in the Articles of Incorporation.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership shall be open to any individual interested in the promotion of the purposes of the Guild. A person shall become a member of the Guild upon payment of the annual dues and any special membership fees.

Section 2. Membership is open to all interested persons regardless of race, creed, sex, or national origin.

**ARTICLE III
FISCAL YEAR**

The fiscal year of the Guild shall begin on the 1st day of January and shall end on the 31st day of December in each year.

**ARTICLE IV
MEMBERSHIP DUES**

The Board may determine from time to time the annual dues or special membership fees payable to the Guild by its members. Dues shall be subject to the approval of the general membership at a meeting duly constituted. The dues shall be payable on or before January 1 to ensure members' contact information is listed in the yearbook. Members joining after June 30 shall pay fifty percent of the annual dues.

ARTICLE V MEETINGS

Section 1. The annual meeting of the membership shall be held in December of each year for the installation of the officers, the presentation of the President's annual report, and for the transaction of other business. If the annual meeting is not held on the day designated, a substitute annual meeting may be called as hereafter provided, and shall be in accordance with the provisions for special meetings and shall be designated and treated for all purposes as the annual meeting.

Section 2. Regular meetings of the membership shall be held monthly unless otherwise ordered by the Board. At the November meeting of the membership, the members shall elect the officers and standing committee chairpersons.

Section 3. Special meetings of the members may be called at any time by the President, Vice President, or by any four board members. It shall be the duty of the President, Vice-president or Board to call such a meeting whenever so requested by at least 25 percent of the membership.

Section 4. Notice of the time and place of the annual, regular, and special meetings shall be given by the Secretary to the members at least five days prior to the scheduled date of the meeting. This notice may be given by the Secretary at any duly constituted meeting of the membership. For any annual or substitute annual meeting, or for any regular meeting of the membership, notice need not specifically state the purpose of the meeting. In the case of a special meeting, notice shall specifically state the purposes for which the meeting is called. The notice shall set forth the place, date, and time of the meeting. If budget or dues approval/adjustment is to be discussed and voted upon, the proposal shall be published in the newsletter prior to the meeting.

Section 5. The President, or in the President's absence, the Vice-president, shall preside at all meetings of the membership. In the absence of the Vice-president, the President emeritus (advisor) shall preside.

Section 6. Each member shall be entitled to one vote. There shall be no voting by proxy. Voting by signed paper ballot is limited to but not required for, approval of the budget, dues adjustments, and by-law revisions.

Section 7. The membership present shall constitute a quorum for the transaction of business.

Section 8. Unless provided otherwise in the Articles of Incorporation, these

Bylaws, or by the law of the State of North Carolina, all questions shall be decided by the majority vote of the members voting.

Section 9. The Annual Meeting of the Board shall be a joint meeting of the outgoing Board with the incoming Board where reports and information pertaining to each office or committee will be given to the successor of each office or committee chair. This joint board meeting occurs after the installation of new board members and prior to the first guild meeting in January.

ARTICLE VI DIRECTORS

Section 1. The property, affairs, activities, and concerns of the Guild shall be managed by a Board. The Board shall consist of the following:

A. The officers of the guild (i.e., President, Vice President, Secretary, and Treasurer).

B. Area representatives from each of the Areas served by the guild shall be elected by the majority vote of the membership of each Area. These Areas will be established by the Board. Each Area is entitled to one vote at Board meetings.

C. Other Board members include:
President Emeritus (Advisor), Newsletter Editor, Membership, Publicity and the Chairpersons of the following committees: Program Co-Chairs Planning, Program Co-Chairs Operating, National Quilt Day, Library, Quilt Show, Newsletter Distribution, Sunshine, Scholarship and Yearbook. All Board members have one vote except the President Emeritus, who is a non-voting member.

Section 2. The Board may (1) hold meetings at such times and places as it thinks proper with a minimum of four meetings a year; (2) appoint committees on particular subjects from the members of the Board or from other members of the Guild; (3) audit bills and disburse the funds of the Guild; (4) print and circulate documents and publish articles; (5) carry on correspondence and communication with other associations interested in quilting; (6) employ agents; (7) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Guild and to best promote the interests and welfare of members.

Section 3. Board members may be removed from office with cause by a majority vote of the membership.

Section 4. Vacancies in the Board may be filled for the unexpired term by the

remaining Board members at any regular or special board meeting.

Section 5. The President, or in the President's absence, the Vice President, shall preside at any meeting of the Board. Special meetings of the Board may be called by the President, or in the President's absence, by the Vice President, or by any two members of the Board.

Section 6. Notice of any regular or special meeting of the Board shall be given to each member of the Board at least two days prior to the meeting.

Section 8. Seven members of the Board shall constitute a quorum for the transaction of business. In the absence of the President and the Vice President, the quorum present may choose a chairperson for the meeting. If a quorum is not present, a lesser number shall adjourn the meeting to a later date.

ARTICLE VII OFFICERS

Section 1. The officers of the Guild shall be the President, Vice President, Secretary, and Treasurer. The President and Vice President serve a one-year term. The Secretary and Treasurer serve a two-year term.

Section 2. A Nominating Committee consisting of three members shall be appointed by the President in August. This committee shall present a slate of officers and standing committee chairpersons at the November meeting and said slate shall be published in the newsletter prior to that meeting. Nominations from the floor shall be accepted only upon the consent of the nominee.

Section 3. Officers shall be elected by a majority vote of the members present at the November meeting. Voting shall be by a show of hands unless there is more than one candidate for an office. Voting for that office shall be by ballot and counted by the Secretary. Those elected shall be installed at the December membership/luncheon meeting and assume office at the next joint Board meeting. All positions except Secretary and Treasurer are for one year or until their successors are elected. The Vice President is the President-Elect for the next year, learning from the current President. The President Emeritus is the past President serving as a guide to the Board.

Section 4. Duties of officers shall be as follows:

A. President. The President shall preside at the meetings of the Guild and of the Board and shall vote only in the case of a tie. The President shall be an ex-officio member of all committees with the right to vote except for the Nominating and Audit Committees.

The President shall communicate to the membership and the Board any and all matters that may, in the opinion of the President, tend to promote the prosperity and welfare and increase the usefulness of the Guild. The President shall perform other such duties as are necessarily incident to the office of President. With the Board approval, the President or another designated person shall have authority to enter into contracts in the name of the Guild.

B. Vice President. The Vice President, or in her absence or inability, the President Emeritus, shall perform the duties of the President in the absence of or inability of the President to perform the duties of the office. The Program Co-Chairmen shall be responsible for all necessary arrangements for all programs and workshops scheduled during their term of office. The Program Co-Chairs shall manage the Program checking account and pay all program expenses.

C. Secretary. The Secretary shall be responsible for attending all general and Board meetings of the Guild and keep a record of all proceedings. In case of the absence or disability of the Secretary, the presiding officer may appoint a secretary pro tem.

D. Treasurer. The Treasurer shall act as custodian of all Guild funds in accordance with the annual budget, keep all guild-related financial records and present an itemized account of receipts and disbursements at each Board meeting. The Treasurer shall submit a monthly report for publication in the newsletter.

E. President Emeritus. The President Emeritus/Advisor shall, by virtue of a long-standing and active involvement in the guild, contribute a historical perspective to questions under discussion at meetings.

Section 5. All officers and Board members shall receive no salary for serving as such, but may be reimbursed for out-of-pocket expenses.

ARTICLE VIII STANDING COMMITTEES

Section 1. There are a number of standing committees within the Guild to conduct the various functions of the Guild, as determined by the Board. These committees may be deleted, or new committees added as the Board deems fit.

The term is two years with most committees having two people: a chair and co-chair. In this situation, the co-chair being in training, assisting the chair, and is generally expected to become the chair the next year.

Each committee should have a book of operational guidelines with a history of past events.

Section 2. The Library Committee is responsible for the maintenance and loaning of books, publications and audiovisual materials belonging to the Guild. New material is purchased as needed.

Section 3. The Membership Committee is responsible for processing new memberships, producing & maintaining an accurate roster of members' names and addresses and collecting dues. The rosters and mailing lists may not be used for any purpose by any person, group or business without the written approval of the Board.

Section 4. The National Quilting Day Challenge Committee is responsible for the overall preparation & presentation of the annual National Quilting Day Challenge show held on the third Saturday in March. This includes developing a theme, rules of the challenge, site, set-up, and takedown, exhibits, equipment, publicity and awards.

Section 5. The Newsletter Distributor coordinates with Membership for an accurate listing of members who receive the newsletter by mail. The newsletter is obtained from the printer monthly in a timely manner and mailed to the appropriate members.

Section 6. Program Co-Chairs. There shall be two sets of Program Co-Chairs.

A. Planning Co-Chairs. There are two. The Planning Co-Chairs work together to get speakers, obtain signed contracts and plan the Guild programs for the upcoming year. In that year, they become the Operational Co-Chairs.

B. Operations Co-Chairs. There are two. The Operations Co-Chairs work together to execute monthly programs that they organized in the previous year. In the absence of or inability of the Operations Program Chairs to perform the duties of the office, the Planning Program Co-Chairs will fill in.

Section 8. The Publicity Committee is responsible for keeping the public informed of the activities & accomplishments of the Guild.

Section 9. The Quilt Show Committee is responsible for the activities of the Guild Quilt Show to include finance, program, theme, site, exhibits, equipment, publicity, mailing, judging and reception.

Section 10 The Scholarship Committee was established in 2012 and awards a monetary grant for four years and a sewing machine to a deserving high school senior. The Treasurer maintains the scholarship account and the grant is awarded when all four years of funding is available. The committee solicits applicants, reviews qualifications, and selects the winner. The scholarship is

awarded at a Guild meeting.

Section 11. The Sunshine individual sends cards to Guild members on behalf of the membership to acknowledge illness or bereavement as needed.

Section 12. The Yearbook individual works with Membership to produce and publish the annual yearbook.

ARTICLE IX MISCELLANEOUS

Section 1. The storage unit houses the history of the guild and the equipment to have a quilt show (stands, poles, sheets aprons etc). It is shared with the Landrum Guild and access is limited to Guild members only. Overseeing the storage unit involves controlling the access and minding the inventory.

Section 2. Amendments to the By-laws shall be recommended to the membership by the Board. Written notices of proposed amendments shall be provided at an acceptable interval prior to the regular meeting at which the amendments shall be reviewed and voted upon. Approval by a two-thirds majority of the members voting shall be required.

Section 3. The rules contained in "Robert's Rules of Order" shall govern the Guild in all cases to which they are applicable, and in which they are inconsistent with the Bylaws of the Guild.

Original passed by the membership in December, 1998

Revised by the Board of Directors in November 2005

Approved by the majority vote of the membership February 2006

Revised by the Board of Directors in October 2008

Approved by the majority vote of the membership November 2008

Revised by the Board of Directors in November, 2015

Approved by the majority vote of the membership in January 2016

Revised by the Board of Directors in September 2017