

BY-LAWS
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.

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 of Directors 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 of Directors 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. 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 of Directors. 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, or First Vice-president and Second Vice-president, or by any four directors. It shall be the duty of the President, or First Vice-president and Second Vice-president, or Board of Directors 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. A ballot with a signature line shall also be included.

Section 5. The President, or in the President's absence, the First Vice-president shall preside at all meetings of the membership. In the absence of the First Vice-president, the Second Vice-president 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 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 by-laws, 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 Board of Directors Annual Meeting shall be a joint meeting of the outgoing Board of Directors with the incoming Board of Directors. Reports and information pertaining to each office or committee will be given to the successor of each officer or committee chair.

ARTICLE VI DIRECTORS

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

- A. The officers of the guild (i.e., President, First Vice-president, Second 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 of Directors. Each Area is entitled to one vote at Board of Director meetings.
- C. Other Board of Directors Members
Advisor, Newsletter Editor, and the Chairpersons of the following committees:
Membership, Publicity, Quilt Show.

Section 2. The Board of Directors may (1) hold meetings at such times and places as it thinks proper; (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. Directors may be removed from office with cause by a majority vote of the membership.

Section 4. Vacancies in the Board of Directors may be filled for the unexpired term by the remaining directors at any regular or special board of directors' meeting.

Section 5. Special meetings of the Board of Directors may be called by the President, or in the President's absence, by the First Vice-president and Second Vice president, or by any two members of the Board.

Section 6. The President, or in the President's absence, the first Vice-president or Second Vice-president shall preside at any meeting of the Board of Directors.

Section 7. 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 of Directors shall constitute a quorum for the transaction of business. In the absence of the President, the First Vice-president, and the Second 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.

Section 9. The business of the Board of Directors shall be determined by the majority vote of the directors who are present and voting in person at such meeting, unless a larger vote is required by the Articles of Incorporation, the By-laws, or the law of the state of North Carolina.

ARTICLE VII OFFICERS

Section 1. The officers of the guild shall be the President, First Vice-president, Second Vice-president, Secretary, and Treasurer.

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 assume office at the joint Board of Directors meeting in December and serve for one year or until their successors are elected.

Section 4. Duties of officers shall be as follows:

- A. The President shall preside at the meetings of the guild and of the Board of Directors 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 of Directors 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 of Directors' approval, the President or a designate shall have authority to enter into contracts in the name of the guild.
- B. The First Vice-president, or in her absence or inability, the second Vice-president, shall perform the duties of the President in the absence of or inability of the President to perform the duties of the office. The First Vice-president shall be responsible for all necessary arrangements for all programs and workshops scheduled during her term of office. Funds from the Program Checking Account shall be used for all program expenses, including speaker fees and travel and lodging costs. Checks drawn on this account may be signed by any of the following officers: First Vice-president, President or Treasurer. Workshop income shall be deposited into this account. Funds not needed for immediate expenses shall be kept in the Program Savings Account. The First Vice-president shall assure that funds are transferred from the Program Savings Account to maintain the required balance in the Program Checking Account. All records and receipts shall be submitted to the Treasurer.
- C. The Second Vice-president shall perform the duties of the First Vice-President in the absence of or inability of the First Vice-president to perform the duties of the office. The Second Vice-president shall plan programs and workshops for the following calendar year and obtain signed contracts for the speakers and instructors. In the event that it becomes necessary for the guild to contract for public warehouse or storage space to store the property of the guild, the Second Vice-president shall be responsible for an annual inventory of all property of the guild.
- D. The Secretary shall be responsible for attending all general and Board of Directors' 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.
- E. The Treasurer shall keep an account of all monies received and expended by the guild and deposit all sums received in banks or savings and loans as approved by the Board of Directors. The Treasurer shall prepare annual and monthly reports as directed by

the President. Checks written from the Operating Checking Account require the signature of one of the following three officers: President, Treasurer, or First Vice-president. Funds not needed for immediate expenses shall be kept in an Operating Savings Account. Funds withdrawn from the Operating Savings Account require the signature of two of the officers listed.

- G. The 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, directors, and chairpersons shall receive no salary for serving as such, but may be reimbursed for out-of-pocket expenses.

ARTICLE VIII MISCELLANEOUS

Section 1. Amendments to the By-laws shall be recommended to the membership by the Board of Directors. 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 2. 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 not inconsistent with the by-laws 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