

Capital City Quilters' Bylaws

Article I. Membership

Section 1. Membership shall be open to all persons interested in quilts who have paid annual dues in an amount as determined by the Executive Board. Said dues shall be paid at or before the September meeting, or upon entry into the Guild. Individuals joining by paying dues after June 1 and before September 1 will become members for the current and upcoming year at the one-year rate. The members of the Executive Board and Newsletter Editor will be exempt from paying dues for the year(s) they serve.

Dues must be paid no later than November 30 in order to have your name and contact information included in the annual directory and to enter quilts in any Guild-sponsored quilt show.

Section 2. Privileges of membership include:

- A. Voting and holding office;
- B. Attending monthly meetings and in-house Guild workshops;
- C. Participating in Guild activities on a priority basis;
- D. Attending Executive Board meetings as a non-voting member;
- E. A subscription to "The Fat Quarter," the Guild's newsletter;
- F. The right to enter quilts in the Guild's quilt show; and
- G. Being listed in the Guild's membership directory.

Article II. General Membership Meetings

Section 1. A meeting of the general membership shall be held monthly unless otherwise set by the Executive Board. The time and place of the meeting shall be announced at least one month in advance and published in the newsletter sent prior to that meeting. Part of these meetings shall be devoted to business.

Section 2. The presence of one-third of the eligible membership in person constitutes a quorum.

Section 3. In the event that a member will be unable to attend a meeting, a written, dated, and signed proxy stating the intent of the member will be accepted by a board member up to the call of the vote for any previously announced vote. The Executive Board will accept a printed copy of an emailed proxy vote as a signed vote when the email contains the member's email address as reflected in the current directory.

Section 4. There shall be an Annual Meeting of the voting membership to be held each September. At this Annual Meeting:

- A. The membership shall elect officers.
- B. Yearly membership dues shall be paid.
- C. A financial report shall be made to the membership.
- D. Bylaw revisions will be voted on, with implementation of any approved changes October 1.
- E. Other business shall be transacted as needed.

Article III. Executive Board

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Executive Board meetings shall be conducted according to standard parliamentary procedures. A quorum shall consist of three of the four elected officers. The Executive Board shall make a full report of its actions at the next meeting of the general membership unless minutes are published in a newsletter prior to the next meeting.

Section 1. An Executive Board consisting of four elected officers shall administer the Guild: President, Vice President, Secretary, and Treasurer..

Section 2. Officers shall be elected by a majority vote at the Annual Meeting. Nominees for the posts of President, Vice President and Treasurer must be active members for a minimum of 2 consecutive years prior to running for the post. Officers shall be elected for one year, and, if nominated and elected again, may serve for no more than two succeeding years in that office.

Section 3. Meeting of the Executive Board shall be held:

- A. Each month at a time and place called by the President, except when deemed unnecessary by the Board;
- B. When called by two other members of the Board; or
- C. By written request of five members of the Guild.

Section 4. In the event a vacancy occurs in the Executive Board during the year, a special election shall be held. The Executive Board shall nominate a replacement to be voted on by members at the next general meeting. Election procedure shall be conducted in the same manner as outlined in Article III, Section 2.B. of these Bylaws.

Section 5. Each new Executive Board shall administer a survey of the membership to determine what they would like the board to do during its tenure. This survey shall be administered in October.

Section 6. Duties of the Executive Board shall include:

- A. General supervision of the affairs of the Guild between its business meetings;
- B. Fixing the hour and place of meetings;
- C. Making recommendations to the Guild;
- D. Serving as editorial board for the newsletter;
- E. Making recommendations to the President on an agenda for general meetings; and
- F. Performing such other duties as are specified by these Bylaws.

The Executive Board shall be subject to the By-Laws of the Guild and none of its acts shall conflict with action taken by the Guild. Any action taken by the Executive Board may be rescinded by the membership upon a two-thirds vote of those present, provided there is a quorum.

The Board has authority to approve Guild expenses up to the limit of \$150. Any expense over \$150 shall be discussed at one general membership meeting and posted in the newsletter. A majority vote on the expenditure will be held at the meeting after the expenditure is posted in the newsletter. The Board may approve an initial expense for a fundraiser or sanctioned event when the timing of that event makes it impossible to seek a vote of the membership at the next meeting.

The guild has the authority to use credit card processing for events sanctioned by the Executive Board. Credit card processing may also be used for the payment of membership dues.

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The Vice President, with direction from the Executive Board, has authority to approve payment for rent space for Guild events, specifically UFOs, monthly meetings, quilt shows, and retreats, which may require a single payment above the \$150 limit.

Any officer unable to fulfill a specific duty shall notify the Executive Board in advance. Each officer shall turn over all materials of the office to the successor and furnish any records as may be required.

Section 7. Duties of Officers

The President shall:

- A. Preside at all general membership and Executive Board meetings;
- B. Set and post agendas for meetings;
- C. Be the chief administrative officer of the organization;
- D. Make a report of the work of the organization at the Annual Meeting;
- E. Appoint committee chairs;
- F. Be ex-officio, non-voting member of all committees with the exception of the Nominating Committee;
- G. Be authorized to sign checks of the organization;
- H. Serve as a liaison with other organizations; and
- I. Have such usual powers of supervision and management as may pertain to the office of President.

The Vice President shall:

- A. Arrange monthly UFO meetings;
- B. Arrange locations for monthly business meetings;
- C. Serve as presiding officer in the absence of the President;
- D. Be authorized to sign checks of the organization;
- E. Solicit informational and educational materials of interest and use to quilters for publication in the newsletter;
- F. Organize UFO mini-workshops and provide the Newsletter Editor with times and topics of the mini-workshops to be published in the newsletter;
- G. Arrange brief educational programs for the monthly meetings of the general membership; and
- H. Serve as Chair of the Nominating Committee.

The Secretary shall:

- A. Record the minutes of all meetings and type them to be included in the subsequent newsletter;
- B. Be responsible for any correspondence that does not relate specifically to an activity or responsibility being carried out by another committee chairperson or officer;
- C. Form an ad hoc committee of three Guild members prior to the Annual Meeting in September to audit the financial records of the Guild prior to turning finances over to the new Executive Board; and
- D. Ensure that the Guild's historical documents are stored in hard copy or electronic files; electronic files shall be delivered to at least 3 members at the close of the September meeting.

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The Treasurer shall:

- A. Be the chief financial officer of the Guild;
- B. Have the general care and custody of all securities and funds;
- C. Collect and disburse the funds of the organization;
- D. Present a financial report at each meeting of the General Membership and post the report in the newsletter that is distributed following the business meeting, including a report of any credit card fees.
- E. Report on the status of the budget and existing obligations when expenses are proposed;
- F. Be authorized to sign checks of the organization;
- G. Be responsible for checking the Guild mailbox and distributing mail to the Board or other appropriate person;
- H. Provide the Communication Committee Chair with names and addresses of new members;
- I. Prepare and submit to the President at the October meeting an operating budget reflecting historically normal annual business year, including the incorporation of committee budgets organized for the coming year.
- J. Ensure submission of the IRS-required Non-Profit Report by December 31 for the prior fiscal year ending September 30 to IRS via electronic postcard at the IRS website and forward a copy of the acceptance email from IRS to the current President.
- K. Maintain separate accounting for the Guild's General Fund and the Judy Hopkins Education Fund; and
- L. In January of uneven years, submit with payment, electronic licensing forms required by the State of Alaska to maintain the Guild's non-profit status.

Section 8 Communication with the Membership

Business meetings and the Annual Business Meeting are the preferred methods for communicating Guild business with the membership. In the event that the Executive Board must take action on Guild business prior to the next scheduled meeting, communication with the membership can occur electronically, including using the newsletter *Fat Quarter* or email notice to document an issue and/or seek comments from the membership.

Article IV. Committees

Members of any committee must be current CCQ members.

Section 1. The Nominating Committee shall be formed at the July meeting. The Vice President shall serve as chair and the remainder of the committee shall be solicited from the membership at large. The chair shall then solicit suggestions for nominations of officers from the general Guild membership. The Nominating Committee shall meet and shall present the name of at least one candidate for each office at the August meeting. These names shall be published in the September newsletter. Nominations for office may be made from the floor at the Annual Meeting with the consent of the nominee.

- A. Elections shall be by raised hand vote except when a nomination has been made from the floor, in which event the vote for the contested office shall be by ballot provided by the Secretary.
- B. The Vice President and the committee will count ballots, if applicable, and announce the newly elected officers.
- C. Officers shall assume their responsibilities at the close of the Annual Meeting.

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Section 2. An Education Committee shall be formed ad-hoc. Proposed education events require a motion, a second to the motion, discussion, posting in the newsletter, with a vote by members at the business meeting after posting in the newsletter.

Any member may propose an education event. The initial proposal shall include tentative dates, and estimated expenses that include travel and lodging requirements. All proposals must specify how much, if any, of the Judy Hopkins Education Fund will be used to offset the cost of the workshop, class, or lecture. The member proposing the event shall provide information, including a biography for the proposed instructor and if possible photos of past work and testimonies, to the membership. After approval, the Committee shall finalize and report the date, location, the total estimated cost, including identification of travel and lodging fees, and per student cost. The Chair will provide a final accounting at the meeting following the event.

The member proposing an education opportunity shall become the Chair for that single event. At the discretion of the Executive Board, the Chair and/or committee members may attend the organized event without charge or at a reduced charge as compensation for organizing the event.

Section 3. Reserved

Section 4. Specific Community Service projects that require the support of the Guild, excluding pillowcases for the AWARE Shelter, require project approval by a vote of the members. The Community Service Committee will identify a chair, plan the project, organize work time and places to support approved committee services.

Completed quilts made by members of the Guild for the purpose of fund raising by organizations in the Juneau community shall become the property of that organization to display, auction, or use at their discretion. The Guild has the option of retaining the quilt for its own fundraising purposes. Subcommittees may be formed for charity and other community service projects.

Section 5. Reserved

Section 6. Reserved.

Section 7. The Communication Committee shall consist of one or more members interested in maintaining communications with the Guild's membership. A chair for this committee will be from the membership, and may default to the webmaster or newsletter editor. The Chair may recruit volunteers from the membership to assist with responsibilities assigned to the Committee. Responsibilities of the Committee shall include:

- A. Preparing the newsletter known as the "Fat Quarter" covering major business/issues conducted at the Executive Board meetings and monthly Guild meetings, including the Treasurer's report;
- B. Distribute electronic or hard copy of the newsletter by the fifth of the month or as directed by the Executive Board.
- C. Deliver to the incoming Secretary, at the close of the Annual Meeting, copies of documents produced by the committee (hard copy or electronic) during the period October 1 thru September 30; and
- D. Produce the annual membership directory for electronic distribution in January (hard copy distribution only required upon request by a member).

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Other duties may include developing and maintaining a website, and mass mailings to the membership at the direction of the Executive Board.

Section 8. The Retreat Committee shall consist of one or more members interested in organizing one or more quilting retreats for the Guild's membership, as directed by the Executive Board. The Retreat Coordinator or chair shall make site arrangements; including identifying a location, planning for meals, and negotiating a contract if one is required. Guild retreats are co-ed, and the Coordinator will ensure appropriate lodging arrangements to accommodate Guild members.

The Committee shall determine cost to the members, if any, by dividing the cost of the retreat by the minimum number of 10 to attend. The Guild will subsidize at a minimum the attendance fee of the Coordinator, who may be the 10th participant. Participants will be offered the option of an increased retreat fee to make up the difference when there are less than 9 paying participants. Any retreat with less than the equivalent fees for 9 will be cancelled 30 days prior to the scheduled retreat date. A paid participant who must cancel his or her participation in the retreat will not be refunded the retreat fee unless there are at least 9 paid members, or the remaining members elect to pay an increased fee. Partial and daily rates will not be offered for overnight retreats.

Participants may elect to have linens provided and/or meals catered. The additional costs to the retreat, if any, will be paid by the participants including the Coordinator. The Coordinator will maintain communications with those members signed up to attend, including announcements in the newsletter. Membership will be informed of the Retreat details during Guild meetings.

Section 9. The Quilt Show Committee shall organize, at the direction of the Executive Board, to schedule a date, identify and reserve a location, notify members, prepare forms and posters, and perform other tasks related to producing a Guild-sponsored quilt show. With the directive to produce a Quilt Show, it is understood the Committee will have authority to make financial commitments for historically routine expenses, such as space rental and printing of ballots and posters. Non-routine expenses, such as paid advertising, are subject to the limitation detailed in Article III of the Bylaws. The Chair shall submit no later than the November meeting to the Executive Board a proposed budget for the upcoming Quilt Show.

The Chair of the Committee shall solicit from the Guild's President the theme for the "President's Challenge". The President may delegate this back to the Committee. Any proposed changes to the Quilt Show's judging criteria and entry categories must have final approval by the Guild's Executive Board, or at the direction of the Board a vote by the membership.

Article V. Guild Activities

All proposals for Guild participation in activities and events from any source are subject to discussion, amendment, and final approval by a show of hands or by ballot of a majority of members present at a business meeting. Whenever possible, proposals will be published in the newsletter prior to discussion and vote by the membership. Should a proposal arise which the Executive Board considers of obvious benefit or interest to the Guild, and such a proposal requires an immediate commitment, the Executive Board is authorized to make that commitment with the consent of two-thirds of the Executive Board and limited to the authorization of funds in excess of \$150 as described in Article III Section 6.

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Article VI. Amendments to the Bylaws

Section 1. Amendments and additions to these Bylaws shall be made by vote of the general membership at the Annual Meeting in September in each calendar year ending in an even number. Changes shall require approval by a two-thirds vote. Proposed changes may come either from the Executive Board or from individual members. In either case, the proposed changes shall be presented no later than the August meeting. The Chair of the Bylaws committee shall provide a printed or electronic final version of the changed Bylaws to members at at least 30 days before the Annual Business meeting .

Section 2. Upon the recommendations of the Executive Board or the written request of five members at large, the President shall appoint an ad hoc bylaws committee chair who will then form a committee of no less than three members to review the Bylaws and make recommendations to the Executive Board. In the event the Executive Board determines that the Bylaws require urgent changes prior to the scheduled review and changes, the President shall present the issues and proposed changes to the membership for a vote at the next meeting. The proposed changes shall be limited to those needed to address the specific issue.

Article VII. The Judy Hopkins Education Fund

The Judy Hopkins Education Fund (JHEF), also known as the Hopkins Education Fund, began with a generous donation from Judy Hopkins' family. The late Judy Hopkins was an active member of the Guild and a strong advocate for the Guild to support learning opportunities. The intent of the Judy Hopkins Education Fund is to provide financial support for quilting-related workshops, classes, and other learning opportunities.

Section 1. The Chair of a fund raising event may designate all or part of the funds earned in a Guild approved event to the JHEF.

Section 2. The JHEF may pay for part or all of the expenses as requested by the Education Committee for an approved Guild learning opportunity.

Section 3. Funds cannot be used to pay day-to-day expenses that the membership has the expectation that annual dues and other fund raising will cover for the Guild.

Section 4: On the Board's recommendation and with approval of the membership, funds from the Guild's General Fund can be donated and transferred to the Judy Hopkins Education Fund.

Section 5. The Treasurer shall keep a separate accounting of funds in the JHEF, and shall report the balance in the fund at least quarterly or upon request of a Guild member. The Treasurer may elect to keep the funds in a designated savings account.