

By Laws
Columbia River Gorge Quilters' Guild

Approved by Membership, August 18, 2007

Amended January 24, 2008 to obtain non-profit status; Amended October 19, 2009; Amended November 2012

Article I – Name

The name of this organization shall be Columbia River Gorge Quilters' Guild (CRGQG) further referred to as the Guild.

The registered office of the Guild shall be P.O. Box 965, Hood River, Oregon, 97031. The location of the principal office may be changed by a majority vote of the Guild Board of Directors.

Article II- Purpose and Limitations

Section 1. The purpose of this Guild shall be:

1. to develop interest in the art of quilting and to promote cooperation and exchange of ideas among individuals and groups engaged in quilting,
2. to provide educational opportunities through programs and workshops,
3. to hold an annual quilt show in the Columbia River Gorge,
4. to encourage and maintain high standards of design and techniques in quilting, and
5. to encourage philanthropic quilting for the benefit of the community.

Section 2: The Guild formed in February of 2007.

The organization is organized exclusively for educational, charitable, religious, and/or scientific purposes under section 501 (c) (3) of the Internal Revenue Code.

All activities of the Guild business shall be conducted in such a manner that no part of the net revenue shall benefit any individual member, with the exception that the

Board of Directors may contract with a member to provide services as a principal lecturer/teacher.

Section 3: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for the public purpose.

Any such assets not disposed of shall be disposed of by the County District Court of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 4: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. No substantial part of the activities of the organization shall be carrying on ~~of~~ propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code (as per IRS form 112).

Article III – Membership

Section 1. Membership in this Guild is open to anyone interested in quilting. To be a member of this Guild, each member must pay annual dues. The Guild year shall be February 1st through January 31st of the following year.

Regular Membership

DEFINITION - Regular members, who have paid full membership dues, may participate in all activities of the Guild.

RIGHTS – All regular members are entitled to receive a Guild newsletter by e-mail and to attend all meetings at no additional fee. In addition, they are entitled to a copy of the Guild membership list, the By-Laws and Policies and Procedures on an annual basis. Each regular member in attendance at a general meeting shall be entitled to one vote.

Section 2. Membership dues are set annually.

1. Annual dues shall be determined by the Executive Board by November 1st, of each year and shall be collected beginning January 1st of each year.
2. Members who have not renewed their membership by paying dues before the February meeting are not entitled to membership rights at that or subsequent meetings until their dues have been brought current.
3. Non members may participate in general meeting programs by paying a Guest fee which will be determined by the Executive Board. Should space be limited, members will have priority.

Section 3. Each member is encouraged to donate a minimum of 4 hours of service toward Guild events. Service includes, but is not limited to acting as class helper, working on a committee, teaching a technique, making *community* **comfort** quilts, clerical work, etc.

Section 4. A member directory shall be published annually for members only. The Guild membership list shall not be used for commercial purposes and will not be sold to vendors. All information is protected under privacy standards.

Article IV – Meetings

Section 1. Meetings for the general membership shall be held on the third Saturday of February, May, August, and November. ~~*When the Quilt Show is scheduled in August, the August meeting may be moved ahead one month at the discretion of the board. The general membership will be notified 30 days in advance.*~~

2. Date, location, and time of all general and business meetings shall be made known to the membership in a timely manner.
- 3. The Board may change the date of the general meeting in the event of a conflict. Membership will be notified 30 days in advance.**
4. Location of meetings shall be rotated throughout the Columbia River Gorge.
5. The business portion of the quarterly meeting shall generally be kept as short as possible. Business meetings will follow an Executive Board-approved agenda with opportunity for members to bring up new business at the end. All other Guild activities will follow the business meeting.
6. A general membership vote requires 30 days notice prior to the meeting. Members will be notified in the Guild Newsletter delivered by E-mail or US mail when requested.
7. Guild Executive Board meetings require 7-day notification prior to the meeting. Notice may be verbal or written. The general membership will be notified of Executive Board actions in the Newsletter or during the next business meeting, whichever comes first.

Article V- Officers

Section 1. The elected officers of this Executive Board shall be President, Vice-President (quarterly meetings), Secretary, and Treasurer.

1. Elections will be held at the November general meeting; new Board members are installed at the February general meeting.
2. Terms of office are two years, ~~staggering~~ **staggered** on odd and even years. ~~A complete slate of officers will be elected at the November 2007 general election.~~
 - a. The President and Secretary will stand for election in even-numbered years.
 - b. The Vice President and Treasurer will stand for election in odd-numbered years.
3. No member of the Executive Board can hold the same elective office for more than two consecutive terms.
4. The elected officers shall appoint three more voting members to the Executive Board: Quilt Show Director, Membership Director and Publications Director.

Section 2. The President is the chief officer of the Guild and shall preside over all meetings of the Guild and the Executive Board. The President shall appoint, with Executive Board approval, all committee chairpersons of standing committees such as publicity, historian, retreats and ~~charity~~ **comfort quilts**. The President shall serve as an advisor to the Executive Board during the term immediately after leaving office. In the case of resignation(s) or vacancy of any member of the Executive Board, the office may be filled by appointment by the President and ratified at a general membership meeting. Subject to Executive Board approval the President ~~may be~~ **is** authorized to ~~co~~ sign contracts and checks on behalf of the Guild.

Section 3. The Vice President (President-Elect, quarterly meetings) shall perform all duties of the President in the case of absence. The Vice President serves as workshop and program coordinator. The Vice President is responsible for soliciting and arranging contracts for all Guild speakers, teachers, and workshop

instructors. The Vice President shall submit proposals and costs for workshops and programs to the Executive Board for final approval and provide a schedule of workshops, programs, and teachers for a year or longer in advance and for the quilt show. Subject to Executive Board approval the Vice President **may be** ~~is~~ authorized to ~~co~~-sign contracts and checks on behalf of the Guild.

Section 4. The Secretary shall maintain the official records of the Guild. The Secretary shall keep on file:

- a. Agendas of Guild General and Executive Board meetings.
- b. Minutes of General and Executive Board meetings.
- c. Reports submitted by standing committees.
- d. Official correspondence conducted by the Guild.
- e. A copy of the current membership list

The Secretary shall also conduct Guild correspondence as required by the Executive Board.

Section 5. The Treasurer shall account for all funds for the Guild. All Guild funds shall be deposited in a local bank in a specified Guild account approved by the Executive Board. The Treasurer shall keep records of all financial transactions of the Guild, prepare a monthly financial report for the Executive Board and a quarterly report for the General membership meetings. **Treasurer shall pay all bills and present them for approval at Executive Board meetings.** ~~and pay all bills as approved at Executive Board meetings. All contracts and checks require two signatures, the Treasurer and one other board member.~~ **The Treasurer will provide a monthly report of account activity along with a copy of the bank statements to the President at each Board meeting.** The Treasurer chairs the Budget Committee.

The Treasurer shall provide any materials required for a yearly review to an Audit Committee appointed by the President and approved by the Executive Board. This Audit Committee will prepare a report to be presented at the February quarterly meeting.

Section 6. The Quilt Show Director shall oversee all aspects of the annual quilt show. The Director will develop overall plans for each show and submit to the Executive Board for approval. Contracts pertaining to the quilt show must be approved by the Executive Board; examples include facilities rentals and teacher contracts. The Director will work with an approved show budget and be responsible for submitting all expenditures to the Executive Board. The Director will appoint and oversee those in charge of vendors, the feature teacher, all show teachers, quilt acquisition, marketing, signage, layout and rack rental, judging boutique items, catering, posters and all other aspects of the quilt show. The Director is encouraged to work closely with one or more individuals who might serve as Quilt Show Director at a later date, ensuring continuity and consistent quality of the show.

Section 7. The Membership Director shall be responsible for new member welcome letters and membership cards, maintaining the master membership list and providing updated copies as necessary, the welcome table at quarterly meetings for greeting and registering members and visitors, recruitment opportunities and distributing membership applications to appropriate locations (i.e. quilt shows, fabric shops, etc).

Section 8. The Publications Director shall keep a copy of *Publisher the guild publishing software* and be responsible for assembling the quarterly newsletter, the membership brochure and the quilt show publications such as the booklet, bookmarks, window posters and other printable materials as requested by the Executive Board. The Guild newsletter should be e-mailed to all members one month prior to the four general Guild meetings. Members without e-mail addresses

will receive their newsletter through regular mail. Area quilt groups are encouraged to enter items of interest for the newsletter on a regular basis including listing of local quilt shows and events.

Section 9. The Immediate Past President shall serve as an advisor to the Executive Board, attending all meetings and assisting with special projects at the request of the Executive Board.

Article VI- Executive Board

Section 1. The Executive Board shall consist of all four elected officers and the three appointed directors. The immediate past President shall serve as an advisor to the Executive Board.

1. Business and affairs of the Guild shall be managed under the direction of the Executive Board, except as may be otherwise provided in these Bylaws. The Executive Board will approve all financial and contractual obligations. ~~Once approved by the Executive Board, contracts and checks will be signed by the Treasurer and one other elected officer.~~ Each member of the Executive Board shall have one (1) vote except for the immediate past President serving, as advisor shall have no vote.
2. The Executive Board will meet monthly at a time and date set by the board and announced to the general membership. Meetings are open to members.
3. Executive Board members with three unexcused meetings or more will be asked to resign, and a replacement will be appointed by a majority vote of the Executive Board to fill the unexpired term.
- ~~4. The Executive Board shall appoint all committees not otherwise provided for.~~
5. The immediate past president shall chair the nominating committee.

6. An emergency Executive Board meeting may be called to address any issue requiring immediate attention. The President shall call these meetings and the membership will be informed.

Article VII--Elections

Section 1. The immediate past president shall chair the nominating committee. The committee shall prepare a complete slate of elective officers for presentation prior to the November meeting. This selection shall be published in the October newsletter to the general membership.

Section 2. Additional nominations, with written consent of the nominee, may be made from the floor at the November meeting. Voting shall be by ballot at the November meeting by all those members present at the meeting. Officers will be elected by a simple majority of Guild members present.

Section 3. The Executive Board and the newly elected officers will jointly hold a transitional board meeting prior to the February installation.

Section 4. Newly elected officers will be installed and take office at the February meeting.

Article VIII - Authority

Section 1. In conducting the affairs of the Guild, the final authority for procedure shall be the latest version of Roberts's Rules of Order wherever applicable and not inconsistent with these Bylaws.

Section 2. Proposed amendments to the Bylaws or Standing Rules must be submitted to the Executive Board in writing prior to presentation at the general meeting. Proposed amendments shall be published to the membership 30 days prior to the vote at a general meeting.

Section 3. These Bylaws may be amended at any general business meeting of the Guild by a simple majority vote of Guild members present.

Section 4. These Bylaws may be revised as needed by committee and approved by vote of the general membership in accordance with Section 3. A Bylaws Committee will be appointed by the Executive Board to be made up of three to five members. Revised Bylaws will be published to the members and voted upon as stated in Section 3.

Article IX – Financial Integrity

Section 1. The treasurer shall maintain a Reserve Fund with a minimum balance of \$15,000. The Reserve Fund may be kept in the savings account or invested in a CD.

Section 2. Reserve Fund shall be used only for an unexpected emergency affecting the future continuation of the guild. Such emergency should protect the Guild from last minutes quilt show cancellation, a serious short fall due to said cancellation or litigation.

Section 3. An emergency is NOT an unbalanced yearly budget or equipment/supply purchases.

Section 4. The Executive Board has the authority to access and distribute monies from the Reserve Fund.

Standing Rules

1. The Executive Board may change standing rules and standing committees for the Guild as needed to facilitate the functions of the organization. Members will be notified of these changes as they occur.
2. Any member may ask for review of a standing rule by submitting a request in writing to the Executive Board.

3. Non-renewed members will be required to pay guest fees as determined by the Executive Board.
4. Non-members are permitted one visit. Guests will be asked to donate a guest fee of \$15.00 to cover meeting space and refreshment costs at second meeting attended.
5. The membership roster will be updated as needed but no less than quarterly by the Membership Chairman.
6. The membership roster is for Guild use only.
7. There is no smoking at any time.
8. Members are required to follow all rules and regulations that apply to the meeting location and to leave the area clean.
9. Respect and common courtesy is an expectation at all Guild meetings and events.
10. Meeting times and duration will be clearly stated to the members prior to the start.
11. Any member who has quilt-related business is welcome to display flyers as space allows.
12. Space in workshops is not guaranteed unless the member or guest has paid in full.
13. Workshops with low sign-up may be cancelled by the Vice President and fees refunded.
14. Cancellations received **at least 7 days** prior to the workshop will ~~not~~ be refunded.
15. Upon request each member is entitled to receive a copy of the current Bylaws.
16. All monies collected on behalf of the Guild shall be turned over to the Treasurer or in her absence an Executive Board Member. Monies collected during meetings shall be turned in at the meeting; monies collected between meetings shall be turned in by the next Executive Board meeting.

17. All bills and receipts for reimbursement **along with a reimbursement request** must be presented to the Treasurer within thirty days of expenditure.
18. Programs planned for the general meetings should be fitting to the purpose of the Guild and may be educational and/or social.
19. Workshops are primarily learning opportunities held other than at the regular general meetings; teachers may or may not be members and may be paid or unpaid. **Featured Teachers** will be paid at their negotiated rate. **Supplemental teachers will be paid \$15/student.**
- ~~19. General meeting programs and workshops may require a supply list and or fee for participation.~~
20. Guild members are encouraged to support all regional quilt shows, quilt activities, community quilting events, and quilt shops.
21. Modifications to the Standing Rules may be made by Executive Board recommendation and majority vote or by submission of a written request from a member to the Executive Board for consideration.
22. Mileage reimbursed for approved quilt show expenses (quilt stand rental, etc.) shall be paid at ~~.22¢/mile.~~ **one half of the current Federal Rate for reimbursement,**
23. Advertising in the quarterly newsletter is allowed for \$10 per business card size ad. Additional rates determined by Executive Board.
24. Workshop fees for **non-members** at CRGQG regular meetings and specially scheduled sessions shall be **determined by the Executive Board** ~~\$10 more than the posted charges.~~ ~~Non member quilters hosting a meeting or special session will be assessed the regular member rate for workshops.~~
- ~~25. Workshop fee is waived for the member who volunteers to coordinate the set up and clean up at the quarterly meetings and afternoon workshop.~~

Standing Committees

1. Budget Committee

The Budget Committee is responsible for forecasting Guild expenditures and comparing actual costs against budgeted figures. The Committee will be chaired by the Treasurer. Members of the Committee will be nominated by the Treasurer and approved by the Executive Board. Once approved, the annual budget will become the benchmark to measure Guild expenditures.

2. Quilt Show Committee

The Quilt Show Committee will be chaired by the Quilt Show Director. Members of the Committee will be nominated by the Quilt Show Director who will assign responsibilities as needed to assist in successful implementation of the quilt show.

3. Hospitality

The Hospitality Committee Chairperson is responsible for helping the Membership Director with greeting members at the meetings, taking registration at the meetings, preparing name tags, etc.

4. The Corresponding Secretary will be responsible for thank you cards, birthday cards and other notes to members when made aware of a situation needing cards.

5. Historian

The Historian shall maintain a pictorial record of activities and events of the Guild in an organized fashion for future display. The duties shall include tracking members' achievements and regional projects as published.

~~6. Special Activities~~ **Exhibit Coordinator**

~~————In coordination with the Vice President, the Special Activities Committee will organize fabric swaps, block exchanges, show and tell, etc., to be held following the program at general meetings.~~

The Exhibit Coordinator shall seek out and identify opportunities for the display of member quilts. They will coordinate the collection, installation, removal and return of display materials.

7. Publicity

The Publicity Director will maintain a list of local news media, national quilting magazines, regional quilting groups, and quilt shops, for the purpose of announcing Guild meetings, workshops, and quilt shows. Working closely with the Quilt Show Director and the Publications Director, the Publicity Director will prepare printed materials for the annual quilt show and notify national publications regarding the dates and location of the Quilt Show.