

By Laws

The Newtown Quilters' Guild, Inc.
NQA Guild #604

ARTICLE I Name

The name of the organization shall be: The Newtown Quilters' Guild, Inc.

ARTICLE II Purpose

1. To provide fellowship among quilters and to gather together persons interested in quilts and quilt making;
2. To support and encourage the art of quilt making;
3. To promote knowledge and understanding of all aspects of quilting; and
4. To establish and promote educational and philanthropic endeavors through quilting.

ARTICLE III Membership

1. Any person, regardless of race, color, creed, sex or national origin, may become a member upon application and payment of dues.
2. All members shall pay annual dues, as established by the Executive Board, at a rate set by a majority vote at a regularly scheduled Guild meeting. The Executive Board may adjust annual dues to meet the operating expenses of the Organization, with approval by a majority vote of the members at a regularly scheduled Guild meeting. Dues shall be payable to The Newtown Quilters' Guild on an annual basis, no later than the December Guild meeting. Dues may be pro-rated, semi-annually, for new members only. Dues are not refundable.
3. Membership in the Organization entitles each paying member:
 - a. Annual membership card;
 - b. Guild newsletters;
 - c. Membership list;
 - d. Copy of the By Laws;
 - e. Eligibility to attend meetings, workshops, and any trips made available by the Organization;
 - f. Eligibility to display at least one quilt in the Guild Quilt Show;
 - g. Library privileges; and
 - h. One vote on any issue presented to the general membership.
4. Responsibilities of Membership
 - a. Support and participate in fundraising activities;
 - b. Attendance at monthly Guild meetings;

- c. Support and participate in Guild philanthropic endeavors;
 - d. Members are encouraged to participate by serving on the Guild's various Standing Committees and Special Committees, as well as the Guild's Executive Board;
 - e. Support and participate in other Guild activities, including the Guild Quilt Show and in providing refreshments at Guild meetings, when assigned; and
 - f. Timely payment of annual dues.
5. New members shall receive the following, upon payment of dues:
- a. Welcome letter;
 - b. Copy of the By Laws;
 - c. Pin, featuring the Guild logo;
 - d. Fabric patch, featuring the Guild logo, to be used in making member name tag, along with instructions;
 - e. Membership list; and
 - f. Membership card.

ARTICLE IV Elected Officials

1. The officers of the Guild shall be a President, a Vice President, a Treasurer, a Recording Secretary, and a Corresponding Secretary. These officers shall comprise the Executive Board.
2. Terms of the Executive Board shall be two years: January 1st of the first year to December 31st of the second year. Officers may, upon election, serve an additional term, with a limit of two consecutive terms in any given position. They shall serve without compensation.
3. A vacancy of any office shall be filled by a recommendation from the Executive Board. The candidate must receive a vote of approval at the next regularly scheduled Guild meeting following Executive Board action.
4. Nominations and Elections
 - a. A Nominating Committee of three members shall be appointed every two years by the Executive Board.
 - b. The Nominating Committee shall advise the membership of all open positions.
 - c. It shall be the duty of the Nominating Committee to nominate at least one candidate for each elected office to be filled and report their slate of nominees at the October meeting, consent to serve having been obtained from each nominee. The duties of the position shall be explained to each prospective candidate.
 - d. Election of officers shall take place at the November Guild meeting, and terms shall begin in January. Election shall be by majority vote.

ARTICLE V Job Descriptions

1. President

- a. Presides at all monthly Guild meetings.
- b. Presides at all Executive Board meetings.
- c. Appoints all Standing and Special Committee chairpersons.
- d. Relays news and information to be included in the newsletter.
- e. Distributes pertinent information to other board and committee members.
- f. Shall be a signatory on the bank account(s) maintained in the name of the Guild.
- g. Instructs successor and passes on all information pertaining to the office.
- h. Shall see that all insurance policies, raffle licenses and permits are kept current. Shall maintain a file on these documents.
- i. Shall serve one year beyond presidential term as a member of the Executive Board, without vote.
- j. Notifies the Vice President in advance if unable to attend Executive Board or regular Guild meetings.

2. Vice President

- a. Plans programs for each meeting and appoints committee members as needed.
- b. Presides at meetings in absence of the President.
- c. Submits projected budget to Treasurer and Executive Board members each year, subject to Executive Board approval.
- d. Reports to Executive Board about future programs/workshops.
- e. Obtains instructors, makes contractual arrangements, and determines costs for monthly meetings.
- f. Arranges housing and transportation for workshop instructors/speakers.
- g. Maintains a notebook containing guidelines and correspondence for dealing with hiring of instructors/speakers.
- h. Collects monies involved and arranges payment to the instructor/speaker and handles any other expenses involved.
- i. Informs Newsletter Editor, Webmaster, and Corresponding Secretary of upcoming events and other vital information prior to their respective deadline dates.
- j. Notifies the President in advance if unable to attend the Executive Board or regular Guild meetings.
- k. Instructs successor and passes on all information pertaining to the office.
- l. Handles publicity for special events and workshops, excluding the Guild Quilt Show.

3. **Treasurer** (formerly #5 under Article V Job Descriptions)
 - a. Shall have custody of all monies of the Organization, including handling of all funds of the Organization, with authority to deposit all funds into and to draw checks upon the same, from the bank account(s) maintained in the name of the Guild, as is proper in the course of business of the Organization, subject to control by the Executive Board.
 - b. Shall keep accurate books and prepare regular financial statements for inclusion in the newsletter. Also, shall present proposed yearly budget to the membership for approval, by the February Guild meeting.
 - c. Reports in July and December, in writing to the Executive Board, comparing actual vs. budgeted funding.
 - d. Maintains a calendar of expected disbursements (rent, insurance policies, etc.).
 - e. Files necessary income tax forms and nonprofit statements, as required by IRS regulations, as well as state and local regulations, with respect to the operation of a non-profit organization, with assistance from the Executive Board.
 - f. Grants final approval of funding for projects submitted by committees or the general membership.
 - g. Notifies the President in advance if unable to attend the Executive Board or regular Guild meetings.
 - h. Instructs successor and passes on all information pertaining to the office.
4. **Recording Secretary** (formerly #3 under Article V Job Descriptions)
 - a. Records the minutes of all regular Guild and Executive Board meetings. Keeps corporate minutes in official book and maintains log of Executive Board decisions and general membership votes.
 - b. Is responsible for notifying Corresponding Secretary to act as stand-in at meetings if unable to attend.
 - c. Submits monthly Guild meetings minutes to Newsletter Editor for publication.
 - d. Identifies policy changes in minutes.
 - e. Notifies the President in advance if unable to attend the Executive Board or regular Guild meetings.
 - f. Instructs successor and passes on all information pertaining to the office.
5. **Corresponding Secretary** (formerly #4 under Article V Job Descriptions)
 - a. Is responsible for all Guild correspondence at the request of the Executive Board members.
 - b. Sends thank you notes to guest speakers/workshop instructors.
 - c. Sends cards regarding birth, death, wedding, illness, etc.
 - d. Notifies the President in advance if unable to attend the Executive Board or regular Guild meetings.
 - e. Instructs successor and passes on all information pertaining to the office.

ARTICLE VI Standing Committees

1. Hospitality Chairperson

- a. Signs up and instructs members to supply refreshments at regular Guild meetings.
- b. Maintains supply of cups, napkins, etc.
- c. Notifies the President in advance if unable to attend regular Guild meetings.
- d. Instructs successor and passes on all information pertaining to the committee.

2. Librarian

- a. Has charge of and is responsible for the safekeeping and distribution of the Guild's library.
- b. Makes the library available at Guild meetings and maintains a record of outgoing and returned books.
- c. Maintains a listing of the books in the library and submits the listing, as well as updates, to the webmaster for publication on the Guild's website. Informs members about additions to the library.
- d. Purchases new books.
- e. Reviews and updates library inventory.
- f. Notifies the President in advance if unable to attend regular Guild meetings.
- g. Instructs successor and passes on all information pertaining to the committee.

3. Newsletter Editor

- a. Compiles and publishes the Guild newsletter.
- b. Maintains a permanent file, containing one copy of every newsletter.
- c. Notifies the President in advance if unable to attend regular Guild meetings.
- d. Instructs successor and passes on all information pertaining to the committee.

4. Membership

- a. Attends all regular Guild meetings. The Chairperson, or a member of the committee, must be present at least fifteen minutes before each meeting.
- b. Greets members and guests, upon their arrival, directing them to sign in. Gives first-time guests a letter of greeting.
- c. Collects guest fees and membership dues and turns monies over to the Treasurer.
- d. Prepares folders for new members, containing a letter of greeting, membership card, fabric name tag with instructions, Guild logo pin, and a copy of the Guild By Laws.
- e. At the January Guild meeting, gives annual membership card, signed by the President, to all current members.

- f. Tallies the number of members and guests present at each Guild meeting and reports that information at that Guild meeting, introducing guests and any new members.
- g. Maintains membership file. Provides a current membership listing to the Webmaster for distribution to the membership, no later than March. Provides updates to the listing, as they occur, to the Webmaster. Notifies the President, Treasurer, and Hospitality Chairperson of updates, as well.
- h. Prepares and tabulates ballots for general membership votes and reports results to President.
- i. Notifies the President in advance if unable to attend regular Guild meetings.
- j. Instructs successor and passes on all information pertaining to the committee.

5. Historian

- a. Maintains a history of the Guild, including newspaper clippings, snapshot album, Quilt Show programs, and any other items of interest.
- b. Takes photos at regular Guild meetings and other Guild events for publication on the Guild's website, Facebook page, and any other social media.
- c. Notifies the President in advance if unable to attend regular Guild meetings.
- d. Instructs successor and passes on all information pertaining to the committee.

6. Philanthropy

- a. Consists of a chairperson and committee members.
- b. Oversees all Guild-sponsored philanthropic endeavors.
- c. Maintains record of donations made on behalf of the Guild and makes report of donations at regular Guild meetings and in the Guild newsletter.
- d. Notifies the President in advance if unable to attend regular Guild meetings.
- e. Instructs successor and passes on all information pertaining to the committee.

7. Webmaster

- a. Maintains and updates the Guild's website, www.newtownquiltersguild.org.
- b. Shall seek Executive Board approval for additional content/links.
- c. Sends all Guild communications to the membership, including the membership listing and updates, notifications of meeting cancellations, and the Guild newsletter.
- d. Notifies the President in advance if unable to attend regular Guild meetings.

- e. Instructs successor and passes on all information pertaining to the committee.

ARTICLE VII Special Committees

1. Raffle Quilt Committee

- a. Consists of a Chairperson and at least two other committee members.
- b. Is responsible for choosing the design of the raffle quilt and, when necessary, is responsible for securing permission from the designer prior to proceeding with construction of the quilt. Organizes and plans the construction of the quilt, soliciting member participation, as needed.
- c. Submits proposed raffle quilt design to the Executive Board for review.
- d. Informs Executive Board of progress and expenses, and submits bills promptly.
- e. Is responsible for the procurement and distribution of raffle quilt tickets, collection of ticket stubs and monies. All monies are to be turned over to the Treasurer.
- f. Is responsible for securing appropriate venues for the exhibition and ticket sales of the raffle quilt, in compliance with the Guild's Raffle License.
- g. Submits a written report to the Executive Board (kept by the President) in order to pass on all information pertaining to the committee.
- h. Notifies the President in advance if unable to attend regular Guild meetings.
- i. Instructs successor and passes on all information pertaining to the committee.

2. Quilt Show Committee

- a. Consists of a Chairperson and at least four other committee members.
- b. Submits estimated budget of projected expenses for Guild Quilt Show to Executive Board for approval at least nine months in advance of the event.
- c. Expenses required, other than on budget, are subject to further approval by the Executive Board.
- d. Selects Guild Quilt Show venue, with approval by the Executive Board. Obtains necessary insurance coverage and township permits.
- e. Gives monthly reports at Executive Board meeting at least six months prior to the event.
- f. Submits a written report to the Executive Board (kept by the President) in order to pass on all information pertaining to the committee.
- g. Notifies the President in advance if unable to attend regular Guild meetings.
- h. Instructs successor and passes on all information pertaining to the committee.

3. Newtown Market Day Committee

- a. Consists of a Chairperson and, if needed, one or more committee members.
- b. Coordinates Guild participation in this annual event through the Newtown Historic Association.
- c. Schedules volunteers to help at Guild booth.
- d. Coordinates booth set up.
- e. Coordinates Guild raffle quilt ticket sales with Raffle Quilt Committee Chairperson.
- f. Notifies the President in advance if unable to attend regular Guild meetings.
- g. Instructs successor and passes on all information pertaining to the committee.

4. Quilt Challenge Committee

- a. Consists of a Chairperson and, if needed, one or more committee members.
- b. Chooses and presents a challenge theme to the members. Members, in turn, make quilts interpreting the challenge theme.
- c. Coordinates the presentation of challenge quilts at the October Guild meeting.
- d. Notifies the President in advance if unable to attend regular Guild meetings.
- e. Instructs successor and passes on all information pertaining to the committee.

ARTICLE VIII Meetings and Workshops

1. Meetings shall be held on the third Tuesday of each month, unless otherwise announced.
2. Guests shall be welcomed at monthly Guild meetings, at a guest fee to be determined by the Executive Board. Guest fees may be waived in special circumstances, at the discretion of the Executive Board. Guest fees may be increased for meetings featuring a national speaker, at the discretion of the Executive Board.
3. Workshops and Trips
 - a. Members may attend Guild workshops. The rule of "first-come, first-served" shall apply.
 - b. Guests may attend Guild workshops, if there are openings, after all members have had an opportunity to sign up. Workshop fees for guests shall be determined by the Executive Board.
 - c. Payment of the workshop fee shall reserve a place in the workshop. No places shall be held unless payment is made when signing up for the workshop.

- d. One month's advance notice shall be given to obtain a full refund of a workshop fee. If there is no waiting list, consideration of a refund shall be given in the event of extenuating circumstances or if the attendee can find someone to fill his/her place.
- e. Trips can be arranged by any interested party, subject to approval by the Executive Board.

ARTICLE IX Amending By Laws

These By Laws may be amended at any regular Guild meeting by a two-thirds vote of those members present, provided at least ten days previous notice, in writing, has been submitted to the membership.

ARTICLE X Indemnification (formerly, ARTICLE X Dissolution)

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under

this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI Dissolution

The corporation shall be dissolved, as follows:

1. A recommendation that the corporation be dissolved must be made and approved by a two-thirds vote of the Executive Board, at an Executive Board meeting where a quorum exists.
2. Notice of dissolution must be given to the membership at least sixty days in advance of the meeting (either a regular Guild meeting or a duly called meeting) when the vote is to be taken. Dissolution shall be approved by a two-thirds vote at such meeting.
3. Dissolution shall comply with state laws, as well as any other governing body.
4. In the event of dissolution, the net assets, including durable and perishable goods, shall be distributed to a 501(c)(3) organization whose purposes are similar to the Guild's. No funds shall inure to the benefit of any Guild member.