MT BACHELOR QUILTERS' GUILD
BYLAWS
Revised by a vote of the membership
January 13, 2025

SECTION I. NAME:

The name of the guild shall be **Mt Bachelor Quilters' Guild.**

SECTION II: PURPOSE

The Guild is organized exclusively for charitable and educational purposes:

1. to foster appreciation of quilts and the art of quilting among both quilters and the public,
2. to serve the community through charitable activities involving making and donating quilts to various community 501(c) 3 organizations,
3. to increase the knowledge of traditional and contemporary techniques of quilting and to provide an encouraging environment in which quilters can practice and exchange ideas, and
4. to educate the public as to the significance of quilting as an art form as well as an on-going craft.

SECTION III: NONPROFIT:

The Guild is organized exclusively for charitable and educational purposes, including the contribution of quilts to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Taxpayer Identification Number of the Guild is EIN 93-0959780.

SECTION IV: MEMBERSHIP

A. General Members:

1. Anyone who has an interest in the art of quilting shall be eligible for membership.
2. A general member is in good standing if dues are current.
3. General members in good standing may hold office, receive the newsletter and vote on Guild matters.
4. General members in good standing are entitled to vote for Guild officers, the annual budget and changes to that budget as defined in the Bylaws, modification to the Articles of Incorporation, Bylaws and changes to the Bylaws, and Standing Rules and changes to the Standing Rules.

B. Business Members:

1. Owners of quilt shops and any business in Central Oregon providing quilting related products may be business members.
2. Business members do not pay dues, are not voting members and cannot hold office.
3. Business members are welcome to attend meetings and other Guild functions.

SECTION V: MEETINGS

A. General meetings:

1. General meetings shall be held on the second Monday of each month in person and/or virtually. The annual quilt show serves as the General meeting in August.
2. Notice of changes to the date, time and/or place for these meetings shall be published in the Guild's newsletter prior to the general meeting.
3. If such notice is not possible, emails shall be sent to the email address of each Guild member as listed in the Guild's current roster. Members without email shall be notified by mail or phone as directed by the Guild's President.
4. The Guild's Annual Business Meeting shall take place in November of each year or as otherwise voted by the membership.

B. Board meetings:

1. The Board shall meet before each general meeting at a day and time agreed upon by the Board, in person or virtually.
2. Board meetings are open to attendance by any Guild member.
   Meeting dates, times and locations shall be listed in the newsletter. If the date, time or location is changed after the newsletter has been published, members shall be notified by email and other methods as determined by the President.

SECTION VI: OFFICERS

The officers of the Guild are:

1. President
2. 1st Vice President
3. 2nd Vice President
4. Secretary
5. Treasurer
6. Parliamentarian

SECTION VII: STANDING COMMITTEES

The Standing Committees are:

1. Community Quilts Project
2. Membership
3. Newsletter
4. Quilt Show
5. Raffle Quilt
6. **Web Administrator**

SECTION VIII: BOARD

A. The Board shall consist of:
   1. Officers
   2. Standing committee chairpersons

B. All members of the Board shall be voting members.

C. Each officer and standing committee chairperson shall have one vote: in situations where the office or chairmanship is shared between two or more members only one vote per position shall be allowed.

D. The Board serves as the Nonprofit Committee.

E. All members of the Board shall be familiar with the Articles of Incorporation, Bylaws, Standing Rules, Financial Operating Guidelines, and the Conflicts of Interest Policy.

F. Each Board member shall start or maintain a procedure file. The file is kept up to date and handed on to the person assuming the same position in the following year. A job description should be included in the file.

G. An officer or committee chairperson may only be removed from office for nonperformance of duties or for fiscal malfeasance. If any member wishes to raise this issue, a letter describing specifics should be provided to the President. Should the performance in question be that of the President, the letter should be directed to the Past President for review and possible action. No retaliation shall be taken against any member who raises one of these issues, in accordance with applicable Whistleblower laws.

SECTION IX: NOMINATING COMMITTEE

1. The Nominating Committee of at least three persons, and shall be selected at the September general meeting.
2. The committee shall present a slate of nominees for the offices of President, 1st Vice President, 2nd Vice President, Secretary and Treasurer at the October meeting.
3. Election of officers shall be held at the Annual Business Meeting.
4. Installation of new officers shall be held at the December general meeting.

SECTION X: BUDGET COMMITTEE

1. The Budget Committee is made up of the Treasurer and three members selected at the September General meeting.
2. The committee shall present a proposed annual budget to the membership for preliminary approval at the annual business meeting during the general meeting in November.
3. The Board shall have the opportunity to review the proposed budget in advance of member consideration.
4. The budget shall be presented to the membership for final approval at the January General meeting.

SECTION XI: AUDIT COMMITTEE

1. The Audit Committee is made up of four members selected at the January meeting.
2. The financial documents shall be audited **by March** and the audit report submitted to the Board in **March** and to the members at the general meeting in **April.**
3. The past Treasurer and current Treasurer are not members of the committee. however, they shall be available to the committee as requested.

SECTION XII: BYLAWS REVIEW COMMITTEE

1. The Bylaws Review Committee consisting of 5 members, including the Parliamentarian and Treasurer, selected at a general meeting, shall be formed every even-numbered year to review the Bylaws, Standing Rules and Financial Operating Guidelines.
2. The amendments shall be distributed at least a week before a vote is taken at a general meeting.
3. Passage is by a majority vote of the membership. (See Section XVI Quorum.)
4. If a Bylaws amendment is required outside of the bi-annual process, a special Bylaws Review Committee may be appointed.
5. The Standing Rules may be amended at any general meeting by a majority vote.

SECTION XIII: ELECTION OF OFFICERS

1. Officers shall be elected by a show of hands at the Annual Business Meeting in November.
2. At that meeting, members in good standing may be nominated from the floor with their prior consent.
3. If there is only one nominee for each office, the President shall then call for a vote on the full slate of nominees.
4. If there is more than one person nominated for any office, that office shall be voted on separately by a show of hands, the nominee with the largest number of votes is elected.
5. The term of office is one year, beginning with the January general meeting.
6. The Board shall be empowered to fill vacancies.

SECTION XIV: PARLIAMENTARY PROCEDURE

The parliamentary authority of the Guild shall be ROBERT'S RULES OF ORDER current edition.

SECTION XV: DUTIES OF THE OFFICERS

1. The **PRESIDENT** shall:
   a. preside at all meetings of the Guild,
   b. appoint all committee chairpersons except Nominating and Budget Committees,
   c. be a non-voting member of all committees except the Nominating Committee,
   d. exercise a general supervision over the affairs of the Guild,
   e. appoint a member to preside at meetings when neither president nor vice presidents are available,
   f. appoint special committees for specific purposes as needed from time to time. These committees are temporary in nature, may have budget authority, and have no vote on the Board.

2. The **1st VICE PRESIDENT** shall:
   a. act in the absence of the President,
   b. plan programs for general meetings.

3. The **2nd VICE PRESIDENT** shall:
   a. act in the absence of the President and 1st vice president,
   b. plan and organize workshops,
   c. plan other means of education.

4. The **SECRETARY** shall:
   a. keep a record of all Board and general meetings,
   b. have that record available for the membership to read,
   c. maintain a list of the physical catalog of the Guild,

5. The **TREASURER** shall:

   A. Oversee the financial operations of the Guild
   1. Comply with and oversee compliance with the Guild's Financial Operating Guidelines,
   2. Receive and deposit all monies from dues and Guild activities,
   3. Pay all bills approved by the Board, committee chairpersons or voted on by the general membership,
   4. Make a monthly report at Board meetings,
   5. Submit the books for a yearly audit,
   6. Serve on the Budget Committee as a voting member,
   7. Be available as requested to the Audit Committee,
   8. Prepare and sign checks as described in the Standing Rules.

   B. Oversee the Nonprofit operations of the Guild
   1. Maintain a calendar of IRS, state and local tax returns and any additional required report filings,
   2. File all appropriate tax returns and reports required for the Guild by the due date,
   3. Provide a summary of the information reported in these filings to the Board,
   4. Maintain a file of all corporate documents including Articles of Incorporation, Bylaws, Standing Rules, and IRS Determination Letter.
   5. Provide copies of these documents to each new Board member in January of each year.
   6. Maintain a list of Guild documents and a record retention schedule. No Guild documents shall be destroyed without consulting this schedule,
   7. Serve on Bylaws Review Committee to assure that the Guild continues to operate within state and IRS requirements for a corporation and tax-exempt organization,
   8. Keep updated on IRS, Oregon State, Oregon Department of Justice, and other related requirements for tax exempt organizations.

6. The **PARLIAMENTARIAN** shall:
    a. **be knowledgeable with Parliamentary procedure and the guiding documents of the guild,**
    b. act as Parliamentarian at all Board and general meetings,
    c. in Bylaw review years, serve on that review committee.

SECTION XVI: QUORUM

A. Guild general meeting:

1. To constitute a quorum for the transaction of business at least 25% of the voting membership must be present in person and/or virtually.
2. A simple majority "yes" vote of the voting members present is required to transact business unless otherwise required by law.
3. Oregon law requires a 67% majority of those present for revision to Articles of Incorporation, dissolution of Guild, merging with another organization, and similar actions. The President, as Chairperson, shall determine if a quorum is present.

B. Board:

1. A simple majority of the Board shall constitute a quorum for the transaction of business.
2. A simple majority "yes" vote of the members present is required to transact business unless otherwise required by law.
3. The President, as chairperson, shall determine if a quorum is present.

SECTION XVII: DUES

1. The dues' structure may be reviewed annually.
2. Changes to membership dues may be proposed by the Board and must be approved by the membership.
3. Dues are delinquent after the last calendar day of February.
4. All members whose dues have not been received shall be notified in writing that they shall be dropped from the roster if payment is not received by the Guild by March 15.
5. Members delinquent in paying dues shall be dropped from the roster and not according to membership privileges until dues are paid.

SECTION XVIII: GUILD FUNDS

1. Guild funds can be used for all budgeted items and any additional expenses approved by the members.
2. Budget amendments should be submitted to the Board for review prior to membership vote.
3. Checks drawn on the Guild bank account must have **one** signature: the President, the First Vice President and the Treasurer are all authorized signatories.
4. All monies donated to or earned by the Guild shall be deposited by the Treasurer into the Guild's checking account.

5. The contingency budget line item is intended for use on unanticipated Guild expenditures as they may arise throughout the year. Expenditures from this line item may be approved by the Board.

SECTION XIX: EMERGENCY DECLARATION

An emergency is an urgent, serious event or unforeseen change in circumstances that necessitates immediate action to allow Guild activities to function during such emergency. The Board may, by majority vote, declare such emergency. During such declared emergency, some Bylaws/Standing Rules procedures may not be followed in the effort to continue necessary Guild business. Such a Board declaration must be communicated in the immediate next newsletter to the membership.

SECTION XX: INDEMNITY OF OFFICERS

The personal liability of each member of the Board, each uncompensated officer and each member of the Guild, for monetary or other damages, for conduct as a director, officer or member shall be eliminated to the fullest extent permitted by current or future law.

SECTION XXI: DISSOLUTION CLAUSE

Upon dissolution of the Guild, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so distributed shall be distributed by a court of Deschutes County, Oregon, exclusively for such purposes or to such organization or organizations, as that court shall determine, which are organized and operated exclusively for such purposes.

1/13/25 Kathie Eckman 1/13/25

Linda Fisher-Berlanga, President Date Kathie Eckman, Secretary Date

2024 Bylaws Review Committee: Jill Monley, Martha Sanders, Kathie Eckman, Catherine Anderson, Sue Krause, Susan Mondry